

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

U.S.A. AG-PRO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

U.S.A. AG-PRO, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **February 10, 1983**



SECRETARY OF STATE

by: _____



ARTICLES OF INCORPORATION

OF

U.S.A. AG-PRO, INC.

5 KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in
6 order to form a corporation for the purposes hereinafter stated,
7 under and pursuant to the provisions of the general corporation
8 laws of the State of Idaho, and the Acts amendatory thereof and
9 supplemental thereto, hereby certify as follows:

FIRST

The name of the corporation if U.S.A. AG-PRO, INC.

SECOND

15 The purposes and objects for which the corporation is formed
16 are:

17 (a) To manufacture, produce, blend, market, distribute and
18 sell farm chemicals and fertilizers at both the retail and whole-
19 sale market levels;

20 (b) The remaining purposes for which the corporation is
21 organized are the transaction of any and/or all business for which
22 corporations may be incorporated under the Idaho Business Corpora-
23 tions Act.

THIRD

The corporation is to have perpetual existence.

FOURTH

29 The name of the registered agent and the location and post
30 office address of the registered office of the corporation is
31 STUART W. CARTY, 200 North 3rd Street, Suite 1, Boise, Idaho 83702.

FIFTH

2 The amount of capital stock of this corporation shall be and
3 is 100,000 shares of stock of the par value of \$1.00 each, making
4 an aggregate stock of \$100,000.00, which stock shall not be
5 issued until fully paid for and once so issued shall be nonassess-
6 sable.

SIXTH

9 The names and post office addresses of the incorporators and
10 the number of shares subscribed for by each, are as follows:

	<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
11	BILL FIELD	908 Stillwell Drive Eagle, Idaho 83616	
13	STUART W. CARTY	2630 Starcrest Drive Boise, Idaho 83702	
14			

SEVENTH

17 The private property of the stockholders of the corporation
18 shall not be subject to the payment of corporate debts to any ex-
19 tent whatever, and the shares of the corporation shall not be sub-
20 ject to assessment for the purposes of paying expenses, conducting
21 business, or paying debts of the corporation.

EIGHTH

24 The numbers of directors of the corporation shall be as spe-
25 cified in the Bylaws, and such number may from time to time be
26 increased or decreased in such manner as may be prescribed in the
27 Bylaws, and in accordance with Idaho Code. In case of any increase
28 in the number of directors, the additional directors may be elected
29 by the directors then in office, and the directors so elected shall
30 hold office until the next annual meeting of the shareholders and
31 until their successors are elected and qualified. The initial
32 Board of Directors shall be in number and their names and addresses

1 are as follows:

2 BILL FIELD 903 Stillwell Drive
3 Eagle, Idaho 83616

4 STUART W. CARTY 2630 Starcrest Drive
Boise, Idaho 83702

5

6 NINTH

7 Stockholders of the corporation shall have preemptive and
8 preferential rights of subscription to any shares of stock of the
9 corporation, whether now or hereafter authorized, or to any obli-
10 gations convertible into stock of the corporation, or to obliga-
11 tions of the corporation convertible into stock. Any stock or
12 obligations issued by the corporation shall first be offered to the
13 stockholders of the corporation.

14

15 TENTH

16 A voluntary sale, lease or exchange of all of the property
17 and assets of the corporation, including it's good will and it's
18 corporate franchises, may be made by the Board of Directors upon
19 such terms and conditions as it may deem expedient for the best
20 interests of the corporation, but only when such act is authorized
21 by the vote of holders of two-thirds (2/3) of the voting power of
22 all shareholders.

23

24 ELEVENTH

25 No contract or other transaction between the corporation and
26 any other corporation and no act of the corporation shall in any
27 way be affected or invalidated by the fact that any of the direc-
28 tors of the corporation are pecuniarily, or otherwise interested
29 in, or are directors or officers of, such other corporation, any
30 director individually, or any firm of which any director may be a
31 member, may be a party to, or may be pecuniarily or otherwise in-
32 terested in, any contract or transaction of the corporation, pro-

1 vided that the fact that he or such firm is so interested shall be
2 disclosed or shall have been known to the Board of Directors or a
3 majority thereof, and any director of the corporation who is also
4 a director or officer of such other corporation, or who is so in-
5 terested, may be counted in determining the existence of a quorum
6 at any meeting of the Board of Directors of the corporation which
7 shall authorize any such contract or any such transaction with
8 like force and effect as if he were not such director or officer
9 of such other corporation or not so interested.

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TWELFTH

12 The Board of Directors is expressly authorized to repeal and
13 amend the Bylaws of the corporation and to adopt new Bylaws, and
14 the corporation reserves the right to amend, alter, change or re-
15 peal, any provision contained in these Articles of Incorporation,
16 in the manner now, or hereafter, prescribed by law, by a majority
17 vote of the stockholders, represented in person or by proxy, at
18 any annual meeting of the stockholders or at any meeting duly
19 called for that purpose, except where the laws of the said State
20 of Idaho otherwise provide.

21

22 IN WITNESS WHEREOF, for the purpose of forming this Corpora-
23 tion under the statutes of the State of Idaho, the undersigned,
24 constituting the incorporators of this Corporation, have executed
25 these Articles of Incorporation the 10th day of February, 1983.

26

27


BILL FIELD

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29

30


STUART W. CARTY

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32

1 STATE OF IDAHO)
2) ss.
2 County of Ada)

3 On the date as first set forth above, before me, the under-
4 signed, a Notary Public in and for the said State, personally
5 appeared BILL FIELD and STUART W. CARTY, known to me to be the
6 persons whose names are subscribed to the within instrument, and
7 acknowledged to me that they executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
9 my official seal the day and year in this certificate first above
10 written.

11

12 (seal)

13 Shareen Mirent Merrick
14 Notary Public for Idaho
15 Residing at Boise

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