

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

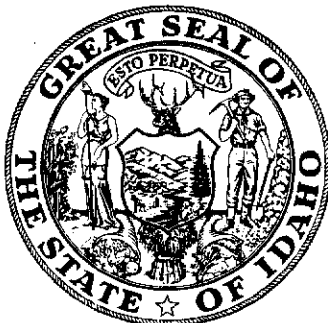
ORGANIC FERTILIZER, INC.

File number C 117079

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 the above named corporation, 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: November 7, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Seir Somack*

Nov 7 10 23 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
ORGANIC FERTILIZER, INC

IDAHO SECRETARY OF STATE
DATE 11/07/1996 0900 37820

CK #: 5654 CUST# 22142

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We, the undersigned, being natural persons of full age, and citizens of the United States or of its territories or possessions, have this day executed these Articles for the purpose of forming a private corporation under the laws of the State of Idaho and to that end hereby adopt these Articles of Incorporation as follows:

ARTICLE ONE
NAME OF CORPORATION

The name of the corporation is Organic Fertilizer, Inc.

ARTICLE TWO
PURPOSE OF INCORPORATION

The nature of the business and the objects and purposes to be transacted, promoted, and carried on by the corporation is to engage in the business or processing of manure into composted fertilizers and the marketing and sale of said fertilizer. To engage in any related business or any other legal business.

To transact any or all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act" as it is presently constituted or may hereinafter be amended.

ARTICLE THREE
DURATION

The duration of the corporation is perpetual.

**ARTICLE FOUR
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of the corporation shall be Nyle G. Taylor and the initial registered office is located at 1610 Onyx, Pocatello, Idaho 83202.

**ARTICLE FIVE
STOCK**

The total number of par value shares which the corporation shall have authority to issue is 100 shares each having a par value of \$.10 cents. The aggregate par value of the total authorized number of par value shares is \$10.00. There are no authorized shares without par value.

The stock of the corporation is divided into 100 shares of a single class, each share having equal rights and each share having one vote. All stock when fully paid for shall be non-assessable.

**ARTICLE SIX
BOARD OF DIRECTORS & BY LAWS**

The corporation shall have the power to establish a Board of Directors and adopt appropriate By-Laws of the corporation. The Board of Directors shall have the authority to amend the By-Laws of the corporation by a vote of the majority of the Board of Directors. However, the Board of Directors shall not have the power to sell the business nor to sell a significant part of the corporation assets without first obtaining the approval of two-thirds (2/3) of the shareholders in the corporation. Each member of the Board of Directors need not be a shareholder of the corporation.

The original member of the Board of Directors and the officers who shall serve until

the first regular meeting of the shareholders or until his successor shall qualify is:

Scott Seaman, President
Angela Seaman, Vice-President
Scott Seaman, Treasurer
Angela Seaman, Secretary

ARTICLE SEVEN INCORPORATION

The name and address of the incorporators are:

Scott Seaman
PO Box 746
Rexburg, ID 83440

Angela Seaman
PO Box 746
Rexburg, ID 83440

Executed in duplicate this 27 day of August

1996.



Scott Seaman
Incorporator



Angela Seaman
Incorporator

STATE OF IDAHO)

ss.)

County of Madison)

On this 27 day of August, 1996, before me, a Notary Public in and for said State, personally appeared Scott Seaman and Angela Seaman known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Gay J. Manuwarung
Notary Public for Idaho
Residing at: Bozburg, Id
My Commission Expires: 2/3/2001