

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CHARTER SEED COMPANY, 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 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: January 10, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Angie Harkew*

Corporation Clerk

ARTICLES OF INCORPORATION

OF

CHARTER SEED COMPANY, INC.

JAN 7 4 56 PM '92  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Idaho Code 30-101 et. seq.:

And we hereby certify in writing:

ARTICLE I

NAME

The name of said corporation shall be CHARTER SEED COMPANY, INC.

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are to engage in and conduct all lawful business.

ARTICLE III

DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE

Unless and until hereafter changed as may be permitted by law, the registered office of said corporation in the State of Idaho shall be located in the County of Twin Falls, and the post office address of the registered office of said corporation in the State

of Idaho, County of Twin Falls, shall be 409 Shoshone Avenue South, P.O. Box 1942, Twin Falls, Idaho 83303. Robert J. Musser shall be the registered agent at the address set forth above.

#### ARTICLE V

##### CORPORATE STOCK

A. The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), all of which shall have no par value. All such shares be common voting shares.

B. The relative rights, privileges, and limitations of all shares shall be in all respects identical, share for share.

#### ARTICLE VI

##### INCORPORATORS

Following is the name and post office address of the incorporators:

##### NAME OF INCORPORATOR

##### POST OFFICE ADDRESS

ROBERT J. MUSSER

409 South Shoshone Avenue South  
P.O. Box 1942  
Twin Falls, ID 83303

EUGENE F. HAYES

P.O. Box 1071  
Caldwell, ID 83606

#### ARTICLE VII

##### MANAGEMENT

A. The business of the corporation shall be managed by a board of at least three (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of

stockholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.


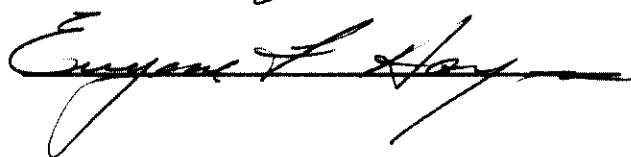
B. The Incorporators listed in Article VI above shall serve as directors until the first meeting of shareholders or until successor director or directors are elected and qualify.

#### ARTICLE VIII

##### BY-LAWS

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of December, 1991.

STATE OF IDAHO

County of Twin Falls

)  
) ss.  
)

I, Alan Kofoed, a Notary Public, do hereby certify that on this 18th day of December, 1991, personally appeared before me Robert J. Musser and Eugene F. Hayes, who, being by me first duly sworn, declared that he is the Incorporator of CHARTER SEED COMPANY, INC., that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

  
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Notary Public for Idaho

Residing at: Boise

Commission expires: 5.8.96