

2009 ARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION  
of  
CAISSON LABORATORIES, INC.

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SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the provisions of Part 10, Chapter 1, Title 30, Idaho Code, CAISSON LABORATORIES, INC., ("the Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is CAISSON LABORATORIES, INC.

SECOND: The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation on Thursday, June 25, 2009, at 7:00 p.m., at the Corporate Headquarters of Caisson Laboratories, Inc., 1740 Research Park Way, North Logan, Utah, in the manner prescribed by the Idaho Business Corporation Act:

1. ARTICLE FOUR is amended to read as follows:

ARTICLE FOUR  
STOCK

Section I. Classes of Stock.

The capital stock of the corporation shall consist of one class of common stock and one class of preferred stock. They shall be denominated as Class A Common Stock and Class A Preferred Stock. The Class A Common Stock shall be divided into two series as follows:

A. Series 1 - Voting Common Stock with no Par Value.

The corporation shall have authority to issue 2,000,000 shares of voting common stock having no par value, designated as Series 1 Voting Common Stock.

B. Series 2 - Non-Voting Common Stock with no Par Value.

The corporation shall have authority to issue 600,000 shares of non-voting common stock having no par value, designated as Series 2 Non-Voting Common Stock.

The corporation shall also have authority to issue 100,000 shares of Class A Preferred Stock, having a par value of \$25.00 per share.

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## Section II. Stock Attributes.

A. Consideration. Said shares of stock shall be fully paid for before being issued, and after issuance shall be nonassessable. The consideration for the issuance of shares of stock may be paid in cash, property of value, or labor or services performed for the corporation.

B. Voting, Distribution, and Liquidation Rights. The holders of Class A Series 1 Voting Common Stock shares and Class A Preferred Stock shares shall vote on all matters put to a vote of the shareholders. Unless otherwise provided by law (including Idaho Code Section 30-1-1004), any proposal put to a vote of the shareholders shall be voted on by all shareholders of any Class voting together, rather than voting separately by classes. The voting rights of the Class A Series 2 Non-voting Common Stock shareholders shall be restricted. Holders of Class A Series 2 Non-voting Common Stock will not participate in voting, distributions of profits, liquidating distributions, or any other distributions, nor exercise or enjoy any other right or privilege as shareholders, except upon the following conditions:

(1) the Board of Directors determines, in the exercise of reasonable business judgment, that the Apomyx Business (i.e., that portion of the Corporation's business which is aimed at developing and commercializing technology relating to the apomictic reproduction of plants) has become a viable "going concern", with reasonable prospects for distributing profits to the shareholders, or

(2) the Board of Directors recommends the approval of any transaction whereby substantially all the assets of the Corporation, or all of the capital stock of the Corporation, will be purchased by an unrelated third party, and the Apomyxis technology assets of the Corporation are a material consideration in the transaction.

Upon the occurrence of any such event, the Class A Series 2 Non-voting Common Stock shares shall be reclassified as Class A Series 1 Voting Common Stock shares by an appropriate resolution of the Board.

C. Redemption Rights. Shares of Class A Preferred Stock may be redeemed by the corporation at any time at a price equal to their par value (i.e., \$25.00 per share). Otherwise, all other shares of stock may be redeemed only upon such terms and conditions as shall be mutually agreed upon between the corporation and the holders thereof, or as shall be determined by the Board of Directors prior to the issuance of such stock in accordance with Idaho Code Section 30-1-602. By an appropriate resolution, the Board of Directors may create a sinking fund for any mutually agreeable redemption of shares. The fair market value of shares to be redeemed, if it is an issue in dispute, will be determined in a manner similar to the procedure used in the event that appraisal rights are asserted under Idaho Code Sections 30-1-1301 through 30-1-1331.

D. Preferential Rights. Holders of Class A Preferred Stock shares shall

be entitled to an annual dividend equal to 2.5% of par value. In the event such dividends are not paid in any given year, then the unpaid dividend rights shall accumulate. The accumulated dividends payable to holders of Class A Preferred Stock shall be paid before any dividends are paid to holders of shares of other classes of stock. At any time when a dividend has been declared and the holders of Class A Preferred Stock have received all preferred dividends to which they are entitled, all further portions of those declared dividends shall be paid to the holders of the Common Stock shares, as described above; provided, however, that the holders of Class A Series 2 Non-voting Common Stock shall not share in any dividends unless one of the events specified in Section II.B., above, has occurred. Upon any voluntary or involuntary liquidation and dissolution of the corporation, in the event that there is any distribution of cash or property to the shareholders of the Corporation, such cash and property shall be distributed to the holders of Class A Preferred Stock until all their unpaid accumulated dividends have been paid and they have received a return of the par value of that stock; and thereafter any additional proceeds shall be distributed to the holders of the Common Stockshares, with or without par value, in proportion to the number of shares held; provided, however, that the holders of Class A Series 2 Non-voting Common Stock shall not share in any liquidating distributions unless one of the events specified in Section II.B., above, has occurred.

E. Conversion to Different Classes. Holders of Class A Preferred Stock shall have the right to convert their Class A Preferred Stock shares into Class A Series 1 Voting Common Stock shares, at a ratio of two shares of Class A Series 1 Voting Common Stock for each share of Class A Preferred Stock. Notice of such conversion may be given at any time, and shall be given to the corporation in writing. Otherwise, no shareholder shall have the privilege of converting shares of one class into shares of any other class.

F. Voting Rights per Share. The holders of shares of voting common stock and preferred stock shall be entitled to exercise one vote per share of stock registered in the name of the holder thereof.

G. Determination of Stockholders' Rights by Board. Notwithstanding the terms of these Articles, the Board of Directors may determine, in whole or in part, the preferences, limitations, and relative rights of the holders of all classes and/or series of stock, prior to the issuance thereof, in accordance with the provisions of Idaho Code Section 30-1-602.

H. No Cumulative Voting. There shall be no cumulative voting of stock in the Corporation, for any purpose.

### Section III. Preemptive Rights.

In the event that the Articles of Incorporation are amended to increase the number of shares of any class of stock authorized to be issued, the holders of shares of that class of stock shall have a preemptive right to acquire unissued or treasury shares of the same class under such terms and conditions as the Board of Directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right. In such a case, such preemptive rights shall exist in all events, including, but not limited to:

- (1) To acquire any shares issued to directors, officers or employees;
- (2) To acquire any shares sold otherwise than for cash; and
- (3) To acquire any shares issued to satisfy conversion or option rights

granted by the corporation on previously authorized sales.

Otherwise, there shall be no preemptive rights in favor of any stockholders of the Corporation.

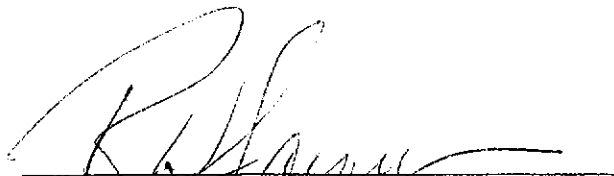
THIRD: The foregoing amendment to ARTICLE FOUR of the Articles of Incorporation will be implemented as follows:

Article Four of the Articles of Incorporation of the Corporation is amended to reclassify all authorized shares of the existing Series 2 Non-Voting Common Stock, whether or not issued and outstanding, into Series 1 Voting Common Stock. The conversion of the outstanding shares of Series 2 stock into shares of Series 1 stock shall be one-for-one. Upon the filing of these Articles of Amendment, all existing Series 2 shares are hereby reclassified into Series 1 shares, in the same amount. All outstanding share certificates for Series 2 shares are cancelled, and the Corporation shall forthwith issue certificates for shares of Series 1 stock in the same number to all shareholders in accordance with this reclassification amendment. All outstanding options for the purchase or issuance of Series 2 stock which have not expired nor been exercised shall be deemed converted into options for the purchase or issuance of Series 1 stock, respectively.

FOURTH: The date of the adoption of the foregoing amendments by the shareholders was June 25, 2009.


FIFTH: The foregoing amendments required the vote of the shareholders, by classes. All the amendments were duly approved by the shareholders in the manner required by the Idaho Business Corporation Act, Chapter 1, and by the Articles of Incorporation.

DATED this 25th day of June, 2009.



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Ross H. Farmer, President



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Kaye Ivie, Secretary