

CERTIFICATE OF INCORPORATION  
OF

AG PROCO, INC.

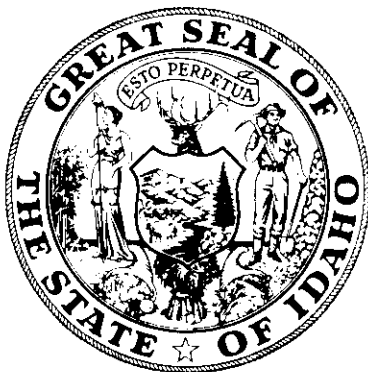
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

AG PROCO, 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 13, 1984.



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

AG PROCO, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is Ag Proco, Inc.

SECOND

This corporation is formed and organized to engage in the general business of professional agronomic services, or such other business as the board of directors may from time to time determine, and shall have all of the statutory powers conferred upon corporations by Title 30 of the Idaho Code, as it now exists or may from time to time be amended.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation and the registered agent at that address is James E. Glarborg, 714 Hutchinson, American Falls, Idaho 83211.

FIFTH

The amount of the total authorized capital stock of this corporation is 10,000 shares of common stock without nominal or par value, and which shall be all of the same class. Such stock may be issued from time to time upon approval by the stockholders, for such consideration as may be fixed from time to time by the stockholders, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment thereon.

#### SIXTH

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 10 persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

#### SEVENTH

The name and post office address of the incorporator is as follows:

##### NAME

##### ADDRESS

T. S. Longley

Rt. 1 Box 162 A  
Aberdeen, Idaho 83210

#### EIGHTH

The names and post office addresses of the initial directors of the corporation, appointed by the incorporator to serve until the first election of directors, are as follows:

##### NAME

##### ADDRESS

Jesse Wilson

P.O. Box 715  
American Falls, ID 83211

Brendan O'Connel

Aberdeen, Idaho 83210

T. S. Longley

Rt. 1 Box 162 A  
Aberdeen, ID 83210

#### NINTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

#### TENTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

#### ELEVENTH

Stockholders of the corporation shall have preemptive rights and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

#### TWELFTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the board of directors after authorization by the shareholders upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

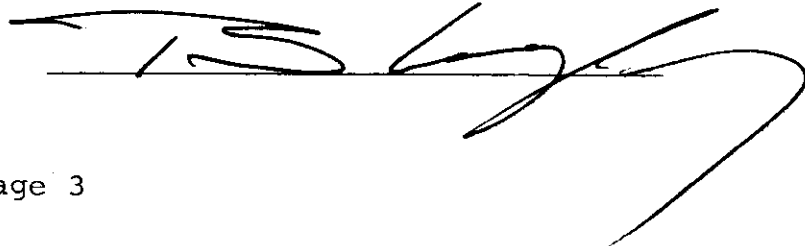
#### THIRTEENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member may be a party to, or may be of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the the board of directors or a majority thereof, and any director of the corporation who is also a director or officer in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### FOURTEENTH

The board of directors is expressly authorized to repeal and amend the bylaws of the corporation and to adopt new bylaws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these articles, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand this 6TH day of February, 1984.

A large, stylized handwritten signature in black ink, appearing to be 'T. S. G.', is written over a horizontal line.

STATE OF IDAHO

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County of Power

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On this 6<sup>th</sup> day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared T. S. Longley, known to me to be the person whose name is subscribed as incorporator to the within Articles of Incorporation, and acknowledged to me that he executed the same and that he is a person over the age of eighteen years and a citizen of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written.

  
NOTARY PUBLIC FOR IDAHO

Residing at:

My Commission Expires:

(SEAL)