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STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
IDAGROW, INC.

The undersigned, acting as the incorporators of a general business corporation under Title 30 of the Idaho Code, hereby adopt the following Articles of Incorporation for said corporation.

ARTICLE I

NAME

The name of the corporation is IDAGROW, INC.

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The corporation is organized for the purpose of seed production and any transaction of any and all lawful business for which corporations may be incorporated under applicable Idaho corporate statutory provisions except the businesses of banking and insurance.

ARTICLE IV

POWERS

The corporation shall be entitled to do anything authorized by applicable Idaho corporate statutory provisions subject to any written limitations or restrictions imposed by the Articles of Incorporation.

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ARTICLE V

SHARES

The corporation shall have authorized one class of Common Stock, in the amount of 1000 shares. All such shares shall be non-assessable and with no par value. Such shares as may be issued from time to time shall represent the only equity ownership in the corporation.

ARTICLE VI

BY-LAWS

The By-Laws of the corporation shall be adopted by the Board of Directors. The power to amend, alter or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors, subject to repeal or change by the shareholders. The By-Laws may contain any provision for the management of the affairs of the corporation not inconsistent with applicable Idaho corporate statutory provisions or these Articles.

ARTICLE VII

DIRECTORS

The Board of Directors shall consist of two persons. The names and addresses of the persons who will constitute the initial Board of Directors and who shall serve as Directors until the First Annual Meeting of Shareholders or until their successor is duly elected and qualified is as follows:

Michael D. Bernardo, 3723 Buhler Road, Filer, ID 83328
Penny Treat, 3723 Buhler Road, Filer, ID 83328

The number of Directors may be increased or decreased from time to time by amendment of the By-Laws.

ARTICLE VIII

OFFICERS

The officers of the corporation shall consist of a President, a Secretary and such other officers as may be prescribed by the By-Laws of the corporation, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the By-Laws. The offices of President and Secretary shall not be held by the same person. The officers shall have such powers as are specifically enumerated in or implied by the By-Laws.

ARTICLE IX

INCORPORATOR

The name and address of the person who is acting as incorporator of the corporation are as follows:

Michael D. Bernardo, 3723 Buhler Road, Filer, ID 83328

ARTICLE X

REGISTERED AGENT

The address of the initial Registered Office of the corporation and the name and address of the Registered Agent of the corporation are, respectively, as follows:

M. Lynn Dunlap, Attorney at Law, 415 Addison Avenue, Twin Falls, Idaho 83301.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any and all officers and directors to the broadest extent permitted by Title 30 of the Idaho Code.

ARTICLE XII

ADOPTION OF ARTICLES

The incorporators above named adopted these Articles of Incorporation by way of a unanimous vote of the incorporator on January, 2001.

IN WITNESS WHEREOF, I, Michael D. Bernardo, the above named incorporator, have hereunto set my hand and seal to these Articles of Incorporation on the 24 day of January, 2001.

Michael D. Bernardo
MICHAEL D. BERNARDO

I, Michael D. Bernardo, the incorporator of IDAGROW, INC., being first duly sworn, depose and on my oath say: That I am the incorporator of IDAGROW, INC.; that I have read the foregoing Articles of Incorporation, I know the contents thereof, and verily believe that the same are true to the best of my knowledge and belief.

Michael D. Bernardo
MICHAEL D. BERNARDO

STATE OF IDAHO

COUNTY OF TWIN FALLS

I, a Notary Public, do hereby certify that on the 24 day of January, 2001, personally appeared before me MICHAEL D. BERNARDO who, being by me first duly sworn, declared that he is the incorporator of IDAGROW, INC.; that he signed the foregoing document as such of said corporation, and that the statements therein contained are true.

Doris J. Fleck
Notary Public in and for the
State of Idaho

Commission Expires: 10-16-2003

