

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

MT. EMILY SEEDS, INC.

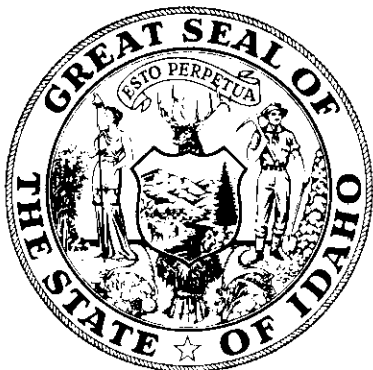
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MT. EMILY SEEDS, INC.

_____ for a Certificate of Authority to transact business in this State,
duly signed and verified 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 Authority to MT. EMILY SEEDS, INC.

to transact business in this State under the name MT. EMILY SEEDS, INC.
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **April 19, 1984**



Robt J. Cennamo

SECRETARY OF STATE

Denise Diner

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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**SECRETARY OF
STATE**

1. The name of the corporation is MT. Emily Seeds, Inc.

2. The name which it shall use in Idaho is MT. Emily Seeds, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Oregon

4. The date of its incorporation is 20 May, 1974 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is P. O. Box 159 Imbler, Oregon 97841

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 2000 E. Victory Road
Meridian, Idaho, and the name of its proposed registered agent in Idaho at that address is William C. Howell

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To sell current assets in Idaho

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Mr. Bert Barenbrug	President	Postbus 4 6800 AA Arnhem, The Netherlands
Fred Ledeboer	Vice-President	22068 Case Rd. N.E. Aurora, OR 97002
William C. Howell	Secretary	1408 Cedar La Grande, OR 97850

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
500	Common	Without Nominal or Par Value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
500	Common	Without Nominal or Par Value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: March 19, 1984

By Frederick B. Ledeboer V.P.
Its President/Vice President (please specify)
and [Signature] Sec
Its Secretary/Assistant Secretary (please specify)

STATE OF Oregon)
)ss
COUNTY OF Marion)

I, Linda E. Fender, a notary public, do hereby certify that on this 22nd day of March, 19 84, personally appeared before me Frederick B. Ledeboer, who being by me first duly sworn, declared that he is the vice president of Mt. Emily Seeds, Inc.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Linda E. Fender
Notary Public

7-16-84

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SEAL OF THE
STATE

State of Oregon

Department of Commerce

Corporation Division

I, Jane Edwards, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, do hereby certify that I have carefully compared the annexed copies

with the record now on file in my office, and that the same is a correct transcript therefrom, and of the whole thereof. I further certify that this authentication is in due form and by the proper officer.

In Testimony Whereof, *I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon*
this 5th day of April, 19 84.



Jane Edwards

Corporation Commissioner

By Betty K. Gzly



Department of Commerce Corporation Division

Certificate of Incorporation

OF

MT. EMILY SEEDS, INC.

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon **Business** Corporation Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

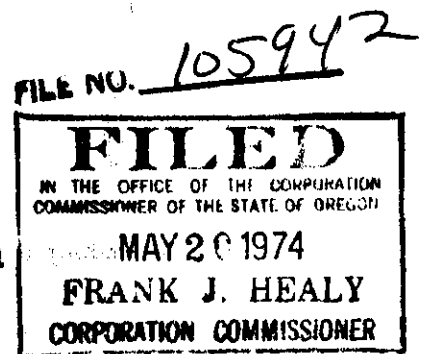
In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this
20th day of **May**, 19 **74**



Frank J. Healy
Corporation Commissioner

By *Nellie J. Kirk*
Chief Clerk

One or more natural persons of the age of 21 years or more may incorporate a business corporation by signing, verifying and delivering Articles of Incorporation in duplicate to the Corporation Commissioner. The procedure for the formation of business corporations is set forth in ORS 57.306 through 57.331. See ORS 57.311 for the content of Articles of Incorporation.



Articles of Incorporation
OF

MT. EMILY SEEDS, INC.

The undersigned natural person(s) of the age of twenty-one years or more, acting as incorporators under the Oregon Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I The name of this corporation is MT. EMILY SEEDS, INC.

(The corporate name must contain the word "Corporation", "Company", "Incorporated" or "Limited" or an abbreviation of one of such words.)

and its duration shall be perpetual

ARTICLE II The purpose or purposes for which the corporation is organized are:

To operate a feed and seed business, and to operate any other business interests; also to purchase, take, receive, lease or otherwise acquire, hold, own, improve use and otherwise deal in and with, real and personal property, or any interest therein, wherever situated; also to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets; also to engage in any lawful activity for which corporations may be organized under ORS chapter 57.

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(It is not necessary to set forth in the Articles any of the corporate powers enumerated in ORS 57.030 and 57.035. It is sufficient to state, either alone or with other purposes, "That the corporation may engage in any lawful activity for which corporations may be organized under ORS Chapter 57"; however, it is desirable to state the primary purpose of the corporation in conjunction with such statement.)

ARTICLE III The aggregate number of shares which the corporation shall have authority to issue is 500 shares; all of such shares are to consist solely of one class, and that is common stock; all of the shares shall be without par value.

Stock of the corporation shall be non-assessable in nature, and each paid up share shall entitle the owner and holder thereof to one vote per share for each director of the corporation.

(Insert statement as to par value of such shares or a statement that all of such shares are to be without par value. If there is more than one class of stock, insert a statement as to the preferences, limitations and relative rights of each class.)

ARTICLE IV The address of the initial registered office of the corporation is

Alicel Route Box 183

(Street and Number)

Cove, Oregon

(City and State)

97824

(Zip Code)

and the name of its initial registered agent at such address is OLIN M HOPKINS

ARTICLE V The number of directors constituting the initial board of directors of the corporation is 3 (at least three), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
(Street and Number)	(City and State) (Zip)
RONADD WESTENSKOW	Rt. 1 Box 1443, La Grande, Or 97850
RUSSELL ELMER	Rt. 1, Box 158, Cove, Or 97824
OLIN M HOPKINS	PO Box 106, Imbler, Or 97841

ARTICLE VI The name and address of each incorporator is:

Name	Address
(Street and Number)	(City and State) (Zip)
RONALD WESTENSKOW	Rt. 1 Box 1443, La Grande, Or 97850
RUSSELL ELMER	Rt. 1, Box 158, Cove, Or 97824
OLIN M. HOPKINS	P.O. Box 106, Imbler, Or 97841

- ARTICLE VII (Provisions for regulation of internal affairs of the corporation as may be appropriate.)
1. The corporation shall not transact any business or incur any indebtedness except such as may be incidental to it's organization, until there has been paid into the corporation for the issuance of shares consideration of the value of \$1,000.
 2. The corporation shall indemnify, exonerate, reimburse, or defend any present or former director, officer, employee, affiliate, agent or contractor of this corporation for expenses, claims, liabilities, indebtedness, penalties, damage or injury incurred by or caused by them in such capacity except for their own negligence, knowing unauthorized acts or defalcations not ratified, confirmed, or adopted, for the benefit thereof received by this corporation.

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

Ronald Westenskow
Russell W. Elmer
Olin M. Hopkins

Dated April 23, 1974

**Submit articles in duplicate original with filing and license fees as follows:

If authorized shares exceed	But do not exceed	Filing Fee	License Fee	Total Fees
\$ 0	\$ 5,000	\$ 10	\$ 10	\$ 20
5,000	10,000	15	15	30
10,000	25,000	20	20	40
25,000	50,000	30	30	60
50,000	100,000	50	50	100
100,000	250,000	75	75	150
250,000	500,000	100	100	200
500,000	1,000,000	125	125	250

If the authorized shares exceed \$1,000,000, a \$200 license fee and a \$200 filing fee—totaling \$400.
To determine the amount of organization fee payable by a corporation having stock without nominal or par value, but for no other purpose, such shares of stock shall be deemed equivalent to shares having a par value of \$10 each.

File with Corporation Commissioner, Commerce Bldg., 158 12th St. N E., Salem, Oregon, 97310.