

**FILED EFFECTIVE****2008 APR 30 PM 1:43****SECRETARY OF STATE  
STATE OF IDAHO****ARTICLES OF INCORPORATION****OF****CRITES SEED, INC.**

**THE UNDERSIGNED, for the purpose of forming a corporation under the Idaho Business Corporation Act hereby certifies and adopts the following Articles of Incorporation:**

**ARTICLE 1. NAME**

- 1.1 The name of this Corporation shall be CRITES SEED, INC.**

**ARTICLE 2. PURPOSE**

- 2.1 The Corporation is organized for the following purposes:**

**2.1.1 To engage in the activity of handling, storing, processing, standardizing, transporting, financing, advertising, selling, marketing, and/or distributing agricultural commodities produced by the Corporation's shareholders as well as non-shareholders.**

**2.1.2 To act as the agent or representative of any shareholder or non-shareholder in any of the above-mentioned activities.**

**2.1.3 To buy, lease, hold, and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct or operation of the business of the Corporation, or incidental thereto.**

**2.1.4 To establish, secure, own, and develop, plant variety protection, patents, trademarks and copyrights.**

**2.1.5 To engage in any other business, trade or activity which may lawfully be conducted by a corporation organized under the Idaho Business Corporation Act.**

**ARTICLE 3. PREEMPTIVE RIGHTS**

- 3.1 Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.**

**C178385**

ARTICLE 4. REGISTERED OFFICE AND AGENT

4.1 The address of the initial registered office of the Corporation and the name of the initial registered agent at that address are:

Registered Agent:

Joe Hulett

Registered Office Address:212 W. 8<sup>th</sup> Street  
Moscow, ID 83843ARTICLE 5. CAPITAL STOCK

5.1 The Corporation is authorized to issue two million (2,000,000) shares of common stock without a par value.

ARTICLE 6. CUMULATIVE VOTING

6.1 Shareholders of this Corporation shall not have cumulative voting rights.

ARTICLE 7. DIRECTORS

7.1 The number and qualifications of directors shall be fixed as provided in the Bylaws, and may be changed from time to time by amending the Bylaws.

7.2 In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the Corporation, subject to the power of the shareholders of the Corporation to amend or repeal such Bylaws.

7.3 A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) conduct violating Idaho Code (I.C.) 30-1-833, or

(iii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of these Articles of Incorporation. If the Idaho Business Corporation Act is amended to authorize corporate action further limiting or eliminating liability, this Article shall, to the fullest extent permitted by the Idaho Business Corporation Act, be so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely effect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

7.4 The first directors of this Corporation and their addresses are as follows:

<u>Name</u>	<u>Address</u>
LARRY COCHRAN	1301 Crumbaker Road Colfax, WA 99111
JEFF DRUFFEL	8201 Johnson Road Colton, WA 99113
NORMAN DRUFFEL	2653 Sand Road Pullman, WA 99163
JACK FLACK	2732 Snow Road Pullman, WA 99163
JOHN HERMANN	18696 Gray Eagle Road Genesee, ID 83832
WAYNE JENSEN	1461 Thorncreek Road Genesee, ID 83832
RICHARD KOSTER	925 Park Drive Moscow, ID 83843
TED THOMPSON	1024 Pine Crest Road Moscow, ID 83843

## ARTICLES 8. INDEMNIFICATION

ARTICLE 9. INCORPORATORS

9.1 The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
CRITES MOSCOW GROWERS, INC.	P.O. Box 8912 Moscow, ID 83843-1412

IN WITNESS WHEREOF, the incorporators hereinabove named have hereunto set their hands in duplicate this 29th day of April, 2008.

CRITES MOSCOW GROWERS, INC.

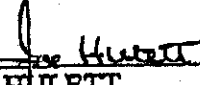
By: 

TED THOMPSON, President  
Incorporator

CONSENT OF REGISTERED AGENT

I, JOE HULETT, hereby consent to serve as Registered Agent, in the State of Idaho, for the following corporation, CRITES SEED, INC. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Date: 4/29/08

  
JOE HULETT  
212 W. 8<sup>th</sup> Street  
Moscow, ID 83843