# FILED EFFECTIVE

2008 APR 30 PM 1: 43 SECRETARY OF STATE ARTICLES OF INCORPORATION STATE OF IDAHO

#### 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:

#### <u>ARTICLE 1. NAME</u>

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

#### ARTICLE 2. PURPOSE

- The Corporation is organized for the following purposes: 2.1
  - To engage in the activity of handling, storing, processing, standardizing, 2.1.1 transporting, financing, advertising, selling, marketing, and/or distributing agricultural commodities produced by the Corporation's shareholders as well as non-shareholders.
  - To act as the agent or representative of any shareholder or non-shareholder in any of the above-mentioned activities.
  - 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.
  - To establish, secure, own, and develop, plant variety protection, patents, 2.1.4 trademarks and copyrights.
  - 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

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

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# 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:

Registered Office Address:

Joe Hulett

6.1

212 W. 8th Street Moscow, ID 83843

## ARTICLE 5. CAPITAL STOCK

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

# ARTICLES 6. CUMULATIVE VOTING

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.
  - 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 (LC.) 30-1-833, or

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MANUROMENCHARTS INC

(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:

Name	Address
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
	Genesce, 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

FAX NO. 3609569504

entitled.

The term of the initial directors shall be until the first annual meeting of the shareholders of the Corporation and until their successors are elected and qualified.

## ARTICLES 8. INDEMNIFICATION

- The Corporation shall provide any indemnification required by the Idaho Business Corporation Act and shall indemnify directors, officers, agents and employees as follows:
  - 8.1.1 The Corporation shall indemnify its officers and directors in advance or reimburse expenses to the full extent required or permitted by the Idaho Business Corporation Act now or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any director from or on account of any (i) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of the law; (ii) conduct of the director finally adjudged to be in violation of I.C. 30-1-833, or (iii) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally
  - 8.1.2 The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.
  - 8.1.3 The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and be permitted by law, whether the employees and agents are serving the corporation or, at its request, any other entity.
  - 8.1.4 The foregoing rights of indemnification shall not be exclusive to any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.
  - 8.1.5 No amendment or repeal of this Article shall apply to or have any effect on any other right to indemnification provided hereunder with respect to acts or admissions occurring prior to such amendment or repeal.

### ARTICLE 9. INCORPORATORS

9.1 The name and address of each incorporator is:

Name

Address

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, IOE 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

JOBHULETT 212 W 8th Street Moscow, ID 83843