

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE GROWING COMPANY, INC.

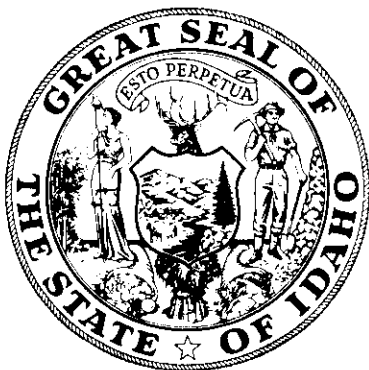
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE GROWING COMPANY, 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: *August 19, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

THE GROWING COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned persons, being citizens of the United States of America, and of full legal age, being residents of the State of Idaho, having this day voluntarily associated ourselves together for the purpose of forming a domestic, profit making, corporation, and have agreed to be governed by the laws of the State of Idaho, and we do hereby certify as follows:

ARTICLE I

Name: The name of this Corporation shall be "THE GROWING COMPANY, INC."

ARTICLE II

Duration: The Corporation shall have perpetual existence, unless sooner dissolved by action of the stockholders or by operation of law.

ARTICLE III

Purposes: The purposes for which this Corporation is formed shall be as follows:

(a.) To perform or undertake any act, in any part of the world, any or all of the herein set forth purposes, to the same extent as a natural person might or could do, as either principal or agent.

(b.) To carry on the business of a fertilizer and chemical production business, either wholesale or retail; and to engage in the sale of processed fertilizers or chemicals of any legal kind or nature together with the production, processing, and sale of fertilizer and chemical production by-products. To transport, apply and store fertilizer and chemical products and by-products.

(c.) To enter into, make, perform and carry out contracts, leases, deeds, notes, mortgages; to borrow money, hypothecate property and deal in any manner with any chose-in-action or involving any kind or form of property or property right, in any amount, character or kind; and to deal and contract with any person, firm or corporation or other legal entity.

(d.) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, real and personal property of every kind and nature including debts, dues, demands, evidences of debts, bonds and stocks of corporations, public or private; to specifically buy, sell or deal in the stock of this corporation.

(e) To own, hold, lease, sublet, buy or sell, on its own account or for others, every kind of merchandise or property.

(2)

(f.) To build any and all shops, buildings, warehouses and structures, at any place proper or convenient to carry on any or all of the purposes stated in these articles.

(g.) To purchase or otherwise acquire and own the common or preferred stock of any private or public corporation; and to purchase, acquire and deal in this Corporation's common stock, other than as may be prevented by the laws of Idaho.

(h.) To issue corporate bonds or debentures; form subsidiary corporations; enter joint ventures or form partnerships with any person, firm or corporation.

(i.) To transact and do all such things as or may be considered as conducive or incidental to each and every purpose above set forth; and to conduct and carry on the business for which this Corporation is organized alone and or with others; it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

(j.) In addition to the foregoing powers, to have all authority, powers and rights granted by the laws of the State of Idaho, particularly Section 30-1-4, Idaho Code, as the same may be amended.

ARTICLE IV

Registered Office & Agent: The registered office of this Corporation and the principle place for the transaction of it's business is designated as: The Growing Company, 822 Grant, Caldwell, Idaho, 83605; and the registered agent shall be: Norman L. Hogg, 1908 Locust, Caldwell, Idaho, 83605.

ARTICLE V

Directors & Officers: Until the organizational meeting of the stockholders and formal election of a board of directors and officers of this Corporation, the undersigned incorporators shall be the directors of the Corporation. The board of directors shall be elected at the organizational meeting of the stockholders of the Corporation and at each meeting of the stockholders annually, as may be prescribed by the by-laws. The board of directors of this Corporation shall consist of not less than three nor more than twelve, to be determined by any regular or special meeting of the stockholders. Directors shall have the qualifications of stockholders of this Corporation as defined by the corporate by-laws, but shall not be required to be actual stockholders in order to serve.

ARTICLE VI

Capital Stock: The authorized capital stock of this Corporation shall be 500,000 shares no par value. The transfer of stock shall be restricted as provided in the by-laws. All stock issued shall comply with and be subject to the operation of Sections 1240 and 1244, Internal Revenue Code, United States of America.

ARTICLE VII

Incorporators & Stock Subscription: The amount of capital stock subscribed as of the date of execution of these Articles and the names and addresses of the incorporators and subscribers are:

J. Ramon Yorgason	32,000 Shares
5000 Farrow	
Boise, Ida. 83605	

Robert S. Hogg 32,000 Shares
700 North Indiana
Caldwell, Ida. 83605

Vernal Reece 18,000 Shares
1415 Uvalde
Caldwell, Ida. 83605

Larry Thueson 18,000 Shares
904 South Powerline
Nampa, Ida. 83651

The stock subscribed to by the above incorporators is based upon the agreed value of money paid to and services performed to the Corporation by the incorporators.

IN WITNESS WHEREOF, we have set our hands this _____ day of Aug.

Ramon Yorgason
R. Ramon Yorgason


Robert S. Hogg


Vernal Reece

N. Larry Thueson