

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

PETERSON AG SUPPLY, INC.

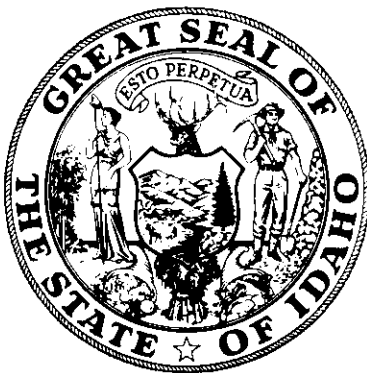
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PETERSON AG SUPPLY, 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: **November 22, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION SECRETARY OF
OF STATE
PETERSON AG SUPPLY, INC.

WE, THE UNDERSIGNED, being two natural persons of full age, all of whom are citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a corporation under the laws of the state of Idaho, and adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

PETERSON AG SUPPLY, INC.

ARTICLE II

The purposes and objectives of the corporation are:

(a) To buy and sell agriculture related products, including feed additives and feed supplements, and any other agriculture related personal property; to act as an agent, distributor, dealer, or intermediary for the purchase and sale of agriculture related personal property;

(b) To acquire, own, manufacture, sell, convey, operate, rent, mortgage, pledge, lease and otherwise dispose of and deal in and with real and personal property and services, of every nature and kind whatsoever, and any interest therein, including shares of stock of this and other corporations, so long as permitted by law to general business corporations organized and existing under the laws of the state of Idaho, as the same may be amended from time to time;

(c) To exercise all of the powers and do all of the acts and things permitted to general business corporations for profit to the maximum extent permitted or authorized by the laws of the state of Idaho now in effect, or as the same may be amended from time to time.

ARTICLE III

The duration of this corporation is perpetual.

ARTICLE IV

The total authorized capital of this corporation shall be One Hundred Thousand Dollars (\$100,000.00) and the total authorized number of shares shall be fifty thousand (50,000) shares of the par value of Two Dollars (\$2.00) per share. There are no preemptive rights.

ARTICLE V

The stock of this corporation shall be of only one class, to be known as common stock, and each share shall have full voting rights in accordance with the laws of the state of Idaho.

ARTICLE VI

The location and post office address of the registered office and registered agent of this corporation is:

Dan Edwards
380 West State Street
P.O. Box 118
Eagle, ID 83616

ARTICLE VII

The Board of Directors of this corporation shall consist of such number, not less than three (3), as shall from time to time be fixed by the Bylaws of the corporation and vacancies upon said Board of Directors, including vacancies resulting from amendments to the Bylaws increasing the number of directors, may be filled until the next succeeding Annual Meeting of Shareholders by the vote of a simple majority of the directors holding office at the time of said vote. In addition to all of the powers and duties provided by law, the Board of Directors is expressly authorized and empowered:

- (a) To make, alter, amend and repeal the Bylaws, subject to the power of the stockholders to alter or repeal the Bylaws made by the Board of Directors;
- (b) To issue the common stock of the corporation from time to time in such amounts and for such consideration as it shall in its discretion

deem in the best interests of the corporation; provided, that in no event shall such consideration be less than \$1.00 per share. Any consideration received for shares in excess of \$1.00 per share may be allocated by the Board of Directors of the corporation, on the books of the corporation, to the Capital Stock Account or the Paid-In-Surplus Account, or partly to each such account, as the Board shall from time to time determine;

- (c) To authorize and issue, without stockholder consent, obligations of the corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage as security therefor, any real or personal property of the corporation, including after-acquired property;
- (d) To determine whether any, and if so what part, of the earned surplus of the corporation shall be paid in dividends to the stockholders, and to determine and direct other use and disposition of any such earned surplus;
- (e) To fix, from time to time, the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose;
- (f) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two (2) or more directors, which, to the extent permitted by law and authorized by the resolution or by Bylaws, shall have and exercise the powers of the Board;
- (g) To provide for the reasonable compensation of its own members and to fix the terms and conditions upon which such compensation will be paid;
- (h) In addition to the powers and authority hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be

exercised or done by the corporation, subject nevertheless, to the provisions of the laws of the state of Idaho, of these Articles of Incorporation, and the Bylaws of the corporation.

ARTICLE VIII

The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. Except as otherwise provided by law, more than one office may be held by the same person. The duties and qualifications of the officers shall be prescribed in the Bylaws; provided, the President must also be a member of the Board of Directors.

ARTICLE IX

The incorporators and subscribers of this corporation shall adopt Bylaws at their first meeting, and such Bylaws so adopted may thereafter be amended by the shareholders as provided by law; further, the Board of Directors is expressly authorized to repeal and amend the Bylaws and to adopt new Bylaws from time to time.

ARTICLE X

The private property of the shareholders of the corporation shall not be subject to payment of corporate debts or obligations, and the shares of the corporation shall not be subject to assessment.

ARTICLE XI

No contract or transaction between this corporation and any of its directors, or between this corporation and any other corporation, firm, association or other legal entity, shall be invalidated by reason of the fact that the director of the corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested

director or directors is, or was necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's interest, be submitted for the approval or ratification of the stockholders.

ARTICLE XII

The names and post office addresses of each of the incorporators are:

Roy L. Peterson, M.D.
744 Eagle Hills Way
Eagle, ID 83616

John R. Peterson
3642 Frozen Dog Road
Emmett, ID 83617

ARTICLE XIII

The names and post office addresses of the first Board of Directors are:

Roy L. Peterson, M.D.
744 Eagle Hills Way
Eagle, ID 83616

John R. Peterson
3642 Frozen Dog Road
Emmett, ID 83617

Dan Edwards
P.O. Box 118
Eagle, ID 83616

ARTICLE XIV

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer shall have been reported to the Board of Directors and approved by them. No transfer of shares shall be permitted which shall have the effect of requiring the filing of a prospectus or registration statement in order to comply with federal or state securities laws or regulations or which will disqualify this corporation from a Sub-Chapter S election under the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporators
of PETERSON AG PRODUCTS, INC., have set their hands, this
8th day of November, 1983.

Roy L. Peterson
ROY L. PETERSON, M.D.

John R. Peterson
JOHN R. PETERSON

STATE OF IDAHO)
) ss.
County of Ada)

On this 8th day of November, 1983, before
me, the undersigned, a Notary Public in and for said county and
state, personally appeared ROY L. PETERSON, M.D. and JOHN R.
PETERSON, known to me to be the persons whose names are sub-
scribed to the foregoing instrument and acknowledged to me that
they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.

Dan Edwards
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho