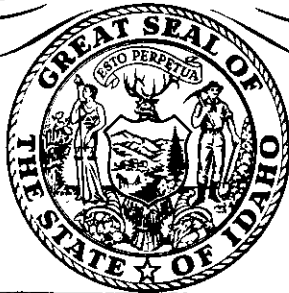


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**B & K SOILBUILDERS, INC.**

was filed in the office of the Secretary of State on the **Fourteenth** day of **February**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

**perpetual existence** from the date hereof, with its registered office in this State located at

**Idaho Falls**

in the County of

**Bonneville**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **14th** day of **February**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
B & K SOILBUILDERS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of the corporation shall be B & K SOILBUILDERS, INC.

II.

That the purposes for which corporation is formed are:

1. To own, equip, operate, conduct, maintain, and manage any business dealing in soil and crop improving products of any type or nature including, but not by way of limitation, soil conditioners, fertilizers, insecticides, venom and other pest control chemicals, and any and all other types of soil or crop improving products of any nature whatsoever, and to deal in same at wholesale and retail and to carry on all other business incident thereto or connected therewith, and to do a general commission agent's and broker's business in any or all of the foregoing businesses.
2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or any interest therein.
3. To purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.
4. To purchase, or otherwise acquire, to hold, use and enjoy, to improve, lease, mortgage, sell and transfer, exchange or otherwise dispose of, to invest in, trade in and deal with, and deal in, real estate of every kind and description.

5. To purchase, buy, invest in, guarantee, underwrite, or acquire any note, bond, stock, debenture, participation, security contract, overdraft, claim, judgment, choses in action, real estate, fixtures, furniture, or any other asset not herein enumerated.

6. To sue and be sued, appear and complain and defend in any court of law and equity, or before any Board, Commission, or Tribunal.

7. To make secured loans in any amount, and to sell participations in such loans, either with or without recourse, and to hold collateral in connection therewith in trust for the holders of participations, and to hold evidence of debt in connection with such loan, and to issue evidences of interest to any person, partnership, firm, or corporation or association which may purchase an interest in such loan; and to enforce the collection thereof for the benefit of the holders of such participations.

8. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes or formulas, and the like, which may seem capable of being used for any purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

9. To borrow or raise money for any of the purposes of the corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law for monies so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon by mortgage, pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the <sup>time</sup> owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the corporation for its corporate purposes.

10. To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any or all states,

territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

11. The foregoing objects and purposes shall, except only when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other articles of these articles of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

12. The corporation may do all things necessary, essential, convenient, or proper for the accomplishment of any and all of the aforementioned purposes, or the attainment of any and all of the objects above mentioned or incident to the powers herein named, or which shall at any time appear to be conducive or expedient or beneficial to this corporation, and to such end also to have any and all powers conferred upon corporations organized under the general laws of the State of Idaho.

### III.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

### IV.

The principal place of business, registered office and the location and post office address of the registered office of said corporation, shall be 520 D Street in / the City of Idaho Falls, County of Bonneville, State of Idaho. The number of directors shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the corporation. Directors shall be elected annually.

### V.

The total authorized capital stock of said corporation shall be Five Thousand Dollars (\$5,000.00), divided into Five Hundred (500) shares of the par value of Ten Dollars (\$10.00) each, all of such capital stock to be common stock.

VI.

The Board of Directors of the corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable. The Board of Directors shall further have the power to repeal and amend the By-Laws of the corporation and to adopt new By-Laws at any meeting of the Board of Directors. Further, all By-Laws shall be subject to amendment, alteration and repeal by the stockholders at any annual meeting or at any special meeting called for such purpose. The corporation further reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

VII.

The following are the names and post office addresses of the incorporators, together with the number of shares subscribed by each:

<u>NAME</u>	<u>P. O. ADDRESS</u>	<u>SHARES</u>
G. ROBERT BITTER	Swan Valley, Idaho, Box 117	1
KEITH C. DOCKSTADER	Shelley, Idaho	1
REED L. MOSS	Idaho Falls, Idaho, 520 D Street	1

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

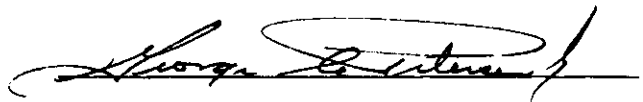
8<sup>th</sup> day of February, 1963.

*G. Robert Bitter*  
*Keith C. Dockstader*  
*Reed L. Moss*

STATE OF IDAHO,                    }  
County of Bonneville.        }   ss.

I hereby certify that on the 8<sup>th</sup> day of February, 1963, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared G. Robert Bitter, Keith C. Dockstader, and Reed L. Moss, known to me to be the persons whose names are subscribed to the within and 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.



(SEAL)

Notary Public for State of Idaho

Residing at Idaho Falls, Idaho

My Commission Expires: 3/15/63