

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

**ARNOLD-THOMAS SEED SERVICE, INC.**

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **22nd** day of **April** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **22nd** day of **April** 19 **65**, a designation of **W. C. Roden or T. H. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **22nd** day of **April**, A.D. 19 **65**.

**ARNOLD WILLIAMS**  
Secretary of State

By Deputy Secretary of State.

# STATE OF CALIFORNIA



## DEPARTMENT OF STATE

### (PHOTOCOPY CERTIFICATION)

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the photographic reproduction hereunto annexed was prepared by and in my office from the record on file of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I hereunto  
set my hand and affix the Great  
Seal of the State of California

this APR 15 1965

*Frank M. Jordan*

Secretary of State

By *[Signature]*

Assistant Secretary of State



436197

FILED

In the office of the Secretary of State of the State of California

ARTICLES OF INCORPORATION

2017182

FRANK M. JORDAN, Secretary of State

ARNOLD-THOMAS SEED SERVICE, INC.

*James E. Lewis*  
Deputy

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, WILLIAM C. CROSSLAND, ROBERT E. CROSSLAND and BAXTER K. RICHARDSON, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California.

AND WE DO HEREBY CERTIFY:

First: That the name of this corporation is:

ARNOLD-THOMAS SEED SERVICE, INC.

Second: That the specific business in which this corporation is primarily to engage is:

To buy and sell as principal agent or broker, and in all other legal capacities, seed of all varieties, types and descriptions.

To clean seed and operate seed cleaning plants, and to generally engage in the business of buying and selling and cleaning seed in all lawful capacities.

The general purposes and powers of this corporation shall include the following:

(a) To purchase, acquire, own, hold, lease either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, dwelling houses, apartment houses, hotels, boarding houses, business blocks, office buildings, manufacturing works and plants, and other buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind of description, real, personal and mixed, wheresoever situated, including water and water rights.

(b) To carry on the business of farming, dairying, truck and market gardening, and of producing, merchandising, manufacturing and preserving all kinds of farm, dairy, fruit, vegetable and garden products, and to carry on all other business incident thereto or connected therewith.

(c) To acquire, own, buy, hold, sell, convey, construct, operate, manage, control, lease, mortgage, convey in trust, bond, equip and maintain buildings, rights of way, pumps, poles, pipes, wires, conduits, flumes, reservoirs, ditches, machinery, and all appurtenances and appliances capable of being or necessary to be used in the distribution of water upon the property owned by it, solely for its own use or for the use of its tenants, also to sink wells for the purposes of developing water, and to construct pipe

CROSSLAND, CROSSLAND & RICHARDSON  
ATTORNEYS AT LAW  
EQUITABLE BUILDING  
10 FULTON STREET  
SAN FRANCISCO, CALIFORNIA  
TELEPHONE ADAMS 7-9311

lines for the purpose of distributing a levy for its own use, or for the use of its tenants, water for irrigation, farm use on the property, when by law.

(l) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation with any person, firm, corporation, private, public or municipal, body politic, any state, territory, or municipality of the United States or any foreign government, colony or body politic.

(m) To acquire by purchase, subscription, or otherwise hold, mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of shares of the stock of, or voting trust certificates for shares of the stock of, or any bonds or other securities, evidences of indebtedness or obligations created by, any other corporation or corporations organized under the laws of the State of California, or of any other state, or of any country, nation or government, and to pay therefor, in whole or in part, with cash or other property, or with shares, bonds or other obligations of this corporation, and while the owner or holder of any such shares, or voting trust certificates for shares, or bonds or other securities or evidences of indebtedness or obligations of any such other corporation or corporations, to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all the right to vote, thereon, and to consent in respect thereto for any and all purposes and all the rights, powers and privileges of ownership.

(n) To act as financial, commercial or general agent, other than fiscal or transfer agent, factor or representative, or individuals, partnerships, trustees, associations, joint stock companies, corporations or syndicates, and as such to develop and extend their business and to aid in any of their lawful enterprises, insofar as a corporation organized under the laws of the State of California may lawfully do so; and to the same extent, to manufacture, buy or otherwise acquire, sell or otherwise dispose of, import, export, distribute and deal in, either as principal or agent, goods, wares, and merchandise of every kind and description.

(o) To promote, aid and assist, financially or otherwise, corporations, copartnerships, joint stock companies, syndicates, trustees, associations and individuals to the extent legally permissible to a corporation organized under the laws of the State of California; and to a like extent to endorse or underwrite the shares, bonds, debentures, notes, securities, or other obligations or undertakings of any corporation, copartnership, joint stock company, association, syndicate, trustee or individual, and to guarantee the payment of any dividends on shares, or the principal or interest on bonds, notes, debentures or other obligations of, or the performances of any contracts by any corporation, copartnership, joint stock company, association, syndicate, trustee or individual.

(p) To adopt, apply for, obtain, register, purchase, lease, or otherwise acquire, and to maintain, protect, hold, use, own, exercise, develop, operate and introduce, and to

sell, grant licenses or other rights in respect of, assign or otherwise dispose of or turn to account any trade marks, trade names, patents, patent rights, copyrights, and distinctive marks and rights analogous thereto, and inventions, improvements, processes, formulas and the like, including such thereof as may be covered by, used in connection with, or secured or received under letters patent of the United States of America or elsewhere, or otherwise, which may be deemed capable of use in connection with the business of this corporation, and to acquire, use, exercise or otherwise turn to account licenses in respect of any such trademarks, trade names, patents, patent rights, copyrights, inventions, improvements, processes, formulas and the like.

(I) To acquire all or any part of the goodwill, rights, assets and business of any person, firm, association or corporation heretofore or hereafter engaged in any business, in whole or in part similar to the business of this corporation, and to hold, utilize, and in any manner dispose of the whole or any part of the rights and assets so acquired, and to conduct in any lawful manner the whole or any part of the business thus acquired.

(J) To purchase, lease as lessee, take in exchange or otherwise acquire and to own, hold, develop, operate, sell, assign, transfer, convey, exchange, lease as lessor, mortgage, pledge or otherwise dispose of and encumber real and personal property of every class and description, and rights and privileges therein, in the State of California and in any and all other states, territories, districts, possessions, colonies and dependencies of the United States of America and in any and all foreign countries, which may be suitable or convenient in connection with the business of this corporation.

(K) To borrow or raise moneys for any of the purposes of this corporation without limit as to amount, and, from time to time, to issue bonds, debentures, notes or other obligations secured or unsecured, of this corporation for moneys so borrowed, or in payment for property acquired, or for any of the other objects or purposes of this corporation or in connection with its business; to secure such bonds, debentures, notes and other obligations by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of this corporation, wherever situated, acquired or to be acquired, and to pledge, sell or otherwise dispose of any or all of such bonds, debentures, notes and other obligations of this corporation for its corporate purposes.

(L) To aid by loan, guaranty, subsidy or in any other manner whatsoever, insofar as may be permitted by law, any corporation or corporations, organized under the laws of the State of California or of any other state, or of any country, nation or government, any shares or voting trust certificates for shares or bonds or other securities or evidence of indebtedness or obligations of which shall be held by or for this corporation, or in which, or in the welfare of which, this corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares, voting trust certificates, bonds or other securities or evidences of indebtedness or obligations, and to do any and all acts designed to accomplish any such purpose.

(m) To join and become a party to, and to participate in, any plan or agreement for the reorganization of, or the readjustment of the capital structure of, or for the composition of the creditors of, any other corporation, shares of which, or voting trust certificates for the shares of which, or bonds or other securities or evidences of indebtedness or obligations created by which, this corporation may own, hold or be possessed of, or entitled to a beneficial interest in, and to possess, exercise and enjoy any and all rights, powers and privileges, for any purpose under the terms of such plan or agreement, to the same extent that an individual would be entitled to do.

(n) To guarantee the payment of dividends upon, or any sinking fund payment in respect of, any shares, or the payment of the principal of, or interest on, or sinking fund payments in respect of, any bonds or other securities or evidences of indebtedness, or the performance of any contract, of any other corporation or corporations, insofar as and to the extent that a guaranty in respect thereof by this corporation may be permitted by law.

(o) In connection with the purchase, lease or other acquisition by this corporation of any property of whatsoever nature, to pay therefor in cash or property or to issue in exchange therefor shares, bonds or other securities or evidences of indebtedness of this corporation, and to assume in connection with any such acquisition any liabilities of any person, firm, association or corporation.

(p) To carry out all or any part of the foregoing objects and purposes as principal, agent, broker, contractor, as a general or limited partner of a partnership, as member of a joint venture, or otherwise, either alone or in conjunction with any person, or persons, firm, association or other corporation, or combination thereof, and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and things, and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the laws of the State of California.

(q) To conduct its business in all or any of its branches in the State of California, and in any or all other states, territories, possessions, colonies and dependencies of the United States of America, and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within and outside the State of California.

(r) To do any and all things necessary, suitable, convenient or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation, or to enhance the value of any of its properties; and in general to do any and all things and exercise any and all powers which it may now or hereafter be lawful for the corporation to do or to exercise under the laws of the State of California that may now or hereafter be applicable to this corporation.

(s) The business or purpose of this corporation is from time to time and at any time, to do one or more of the acts and things herein set forth, and to have all the powers, rights and privileges now or hereafter conferred by the laws of the State of California upon corporations organized under the general laws of California authorizing the formation of corporations; this corporation may likewise engage in any one or more other businesses or transactions which the Board of Directors of this corporation may from time to time authorize or approve, whether related or unrelated to the business otherwise described in these articles or whether related to any other business then or heretofore done by this corporation.

(t) The objects specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these articles shall be regarded as independent objects, purposes or powers.

Third: The County in the State of California where the principal office for the transaction of the business of this corporation is to be located is Fresno County.

Fourth: That the total number of shares which this corporation shall have authority to issue is one Thousand (1,000) shares; that the par value of each share is one Hundred Dollars (\$100.00); and that the aggregate par value of all shares is one Hundred Thousand Dollars (\$100,000.00).

Fifth: That the shares of this corporation shall all be classified as common shares; that the total number of common shares is one Thousand (1,000) shares.

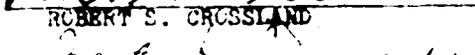
Sixth: That there shall be three directors; that the names and addresses of the persons who are appointed to act as the first directors are as follows:

WILLIAM C. CROSSLAND  
2513 East Lane Avenue  
Fresno, California

Robert S. Crossland  
904 East Yale Avenue  
Fresno, California

Baxter K. Richardson  
1145 West Celeste Avenue  
Fresno, California

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 3 day of July, 1962.

  
WILLIAM C. CROSSLAND  
  
ROBERT S. CROSSLAND  
  
BAXTER K. RICHARDSON

STATE OF CALIFORNIA )  
COUNTY OF FRESNO )

On this 3rd day of July in the year one thousand nine hundred and sixty-two, before me, M. E. RASMUSSEN, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared WM. C. CROSSLAND, ROBERT S. CROSSLAND and BAXTER K. RICHARDSON, known to me to be the persons described in, whose names are subscribed to and who executed the within instrument, and acknowledged that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said County, the day and year in this Certificate first above written.

M. E. Rasmussen  
Notary Public in and for said  
County and State.

M. E. RASMUSSEN