



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that **AGRONOMICS WEST, INC.**

a corporation duly organized and existing under the laws of **DELAWARE** 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 **Seventh** day of **October** **1969**, a properly authenticated copy of its articles of incorporation, and on the **Seventh** day of **October** **1969**, a designation of **T. J. Jones, III** 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 **7th** day of **October**, A.D., **1969**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

CERTIFICATE OF INCORPORATION

OF

AGRONOMICS WEST, INC.

* * * * *

FIRST. The name of the corporation is AGRONOMICS WEST, INC.

SECOND. The corporation is to have perpetual existence.

THIRD. Its registered office in the State of Delaware is to be located at 900 Market Street, in the City of Wilmington, County of New Castle, and its registered agent is CORPORATION SERVICE COMPANY, 900 Market Street, Wilmington, Delaware.

FOURTH. The nature of the business or purposes to be conducted or promoted by it are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FIFTH. The total number of share of stock which this corporation is authorized to issue is One Hundred Thousand (100,000) share of the par value of ten cents (\$0.10) each, amounting to Ten Thousand Dollars (\$10,000).

SIXTH. The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

SEVENTH. Stockholders of the corporation shall not have pre-emptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation.

EIGHTH. The name and addresses of the incorporators are as follows:

L. W. PHILLIPS	900 Market Street, Wilmington, Delaware
A. F. STIMER	900 Market Street, Wilmington, Delaware
L. PANARIELLO	900 Market Street, Wilmington, Delaware

NINTH. For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders, it is further provided:

1. The number of directors of the corporation shall be as specified in the By-Laws of the corporation, but such number may from time to time be increased or decreased in such manner as may be prescribed by the By-Laws. In no event shall the number of directors be less than three. In case of any increase in the number of directors, the additional directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

2. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal By-Laws subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors.

(b) Subject to the applicable provisions of the By-Laws then in effect, to determine, from time to time, whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of

the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by the laws of the State of Delaware, unless and until authorized so to do by resolution of the Board of Directors or of the stockholders of the corporation.

(c) Without the assent or vote of the stockholders, to authorize and issue obligations of the corporation, secured or unsecured, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine, and to authorize the mortgaging or pledging, as security therefor, of any property of the corporation, real or personal, including after-acquired property and good-will.

(d) To determine whether any, and, if any, what part, of the net profits of the corporation or of its net assets in excess of its capital shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any such net profits or such net assets in excess of capital.

(e) To fix from time to time the amount of profits of the corporation to be reserved as working capital or for any other lawful purpose.

(f) To establish bonus, profit-sharing or other types of incentive or compensation plans for the employees (including officers and directors) of the corporation and to fix the amount of profits to be distributed or shared and to determine the persons to participate in any such plans and the amounts of their respective participations.

(g) By resolution passed by a majority of the whole Board to designate one or more committees to consist of two or more directors of the corporation which, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it, such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as determined from time to time by resolution adopted by the Board of Directors.

In addition to the powers and authorities 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 Delaware, of the Certificate of Incorporation and of the By-Laws of the corporation.

3. Any director or any officer elected or appointed by the stockholders, or by the Board of Directors, may be removed at any time in such manner as shall be provided in the By-Laws of the corporation.

4. No contract or other transaction between the corporation and any other corporation and no other act of the corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of the corporation individu-

ally or any firm or association of which any director may be a member, may be a party to, or may be pecunarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken. Any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

Any contract, transaction or act of the corporation or of the directors, which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting, or at any special meeting called for such purpose, shall, insofar as permitted by law or by the Certificate of Incorporation of the the corporation, be as valid and as binding as though ratified by every stockholder of the corporation; provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act.

5. Subject to any limitation in the By-Laws, the members of the Board of Directors shall be entitled to reasonable fees, salaries or other compensation for their services and to reimbursement for their expenses as such members. Nothing contained herein shall preclude any director from serving the corporation, or any subsidiary or affiliated corporation, in any other capacity and receiving proper compensation herefor.

6. If the By-Laws so provide, the stockholders and Board of Directors of the corporation shall have power to hold their meetings, to have an office or offices and to keep the books of the corporation, subject to the provisions of the laws of Delaware, outside of said State at such place or places as may from time to time be designated by them.

TENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs.

If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any com-

promise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors and/or on all the stockholders or class of stockholders of this corporation, as the case may be, and also on this corporation.

ELEVENTH. The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Delaware otherwise provide.

WE, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

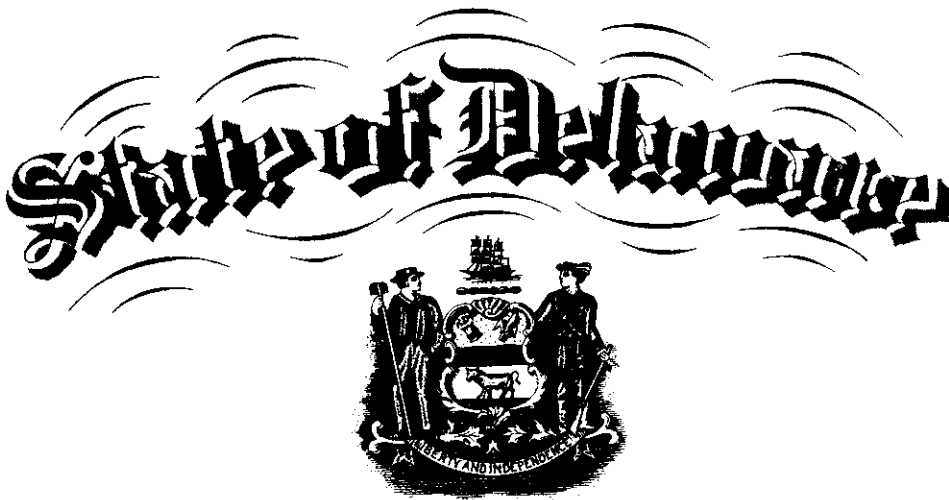
Dated at Wilmington, Delaware October 2 1969
L. W. Phillips (SEAL)
A. F. Stimer (SEAL)
L. Panariello (SEAL)

STATE OF DELAWARE SS
COUNTY OF NEW CASTLE

BE IT REMEMBERED, That on this second day of October
A.D. 1969 personally appeared before me C. Marsden
Ungerbuehler a Notary Public, L. W. Phillips, A. F. Stimer
and L. Panariello

parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first make known to them and each of them the contents of said certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

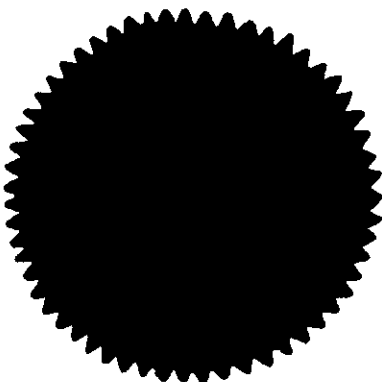
GIVEN under my hand and seal of office the day and year aforesaid.
(Notary Seal) C. Marsden Ungerbuehler
Notary Public



Office of Secretary of State.

J. Eugene Bunting, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "AGRONOMICS WEST, INC.", as
received and filed in this office the second day of October, A. D.
1969, at 9 o'clock A. M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this second day
of October in the year of our Lord
one thousand nine hundred and sixty-nine.



Eugene Bunting

Secretary of State

R. N. Caldwell

Ass't Secretary of State