

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

CEDERA SEED CORPORATION

MAY -4 AM 8:32
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: That the name of the corporation is:

CEDERA SEED CORPORATION

SECOND: That the period of its duration is perpetual.

THIRD: That the purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: That the aggregate number of shares which the corporation shall have authority to issue is one hundred thousand (100,000) shares of common stock, all of one class, without par value.

FIFTH: That the address of the initial registered office of the corporation is: 118 State Highway 31, Swan Valley, Idaho 83449; that the name of its initial registered agent at such address is: Delbert F. Winterfeld.

SIXTH: The Shareholders of the corporation may, from time to time, distribute to themselves out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions;

IDAHO SECRETARY OF STATE

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(a) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent;

(b) No such distribution shall be made unless it is authorized by the affirmative vote of the holders of a majority of the outstanding shares;

(c) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the Stockholder receiving the same concurrently with the distribution thereof.

SEVENTH: That the number of Directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of Stockholders or until their successor is elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Delbert F. Winterfeld	P. O. Box 97 Swan Valley, Idaho 83449
June M. Winterfeld	P. O. Box 97 Swan Valley, Idaho 83449
Frank McClure	2229 East Dickson Circle Idaho Falls, Idaho 83402

EIGHTH: That the names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Delbert F. Winterfeld	P. O. Box 97 Swan Valley, Idaho 83449
June M. Winterfeld	P. O. Box 97 Swan Valley, Idaho 83449

Frank McClure

2229 East Dickson Circle
Idaho Falls, Idaho 83402

DATED this 30th day of April, 2000.

Delbert F. Winterfeld
Delbert F. Winterfeld

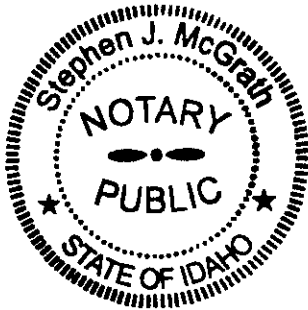
June M. Winterfeld
June M. Winterfeld

Frank McClure
Frank McClure

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 30th day of April, 2000, before me, Stephen J. McGrath, a Notary Public in and for said State, personally appeared DELBERT F. WINTERFELD, JUNE M. WINTERFELD, and FRANK McCLURE, 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.



Stephen J. McGrath
Notary Public for Idaho
Residing at: Swan Valley, Idaho
Commission Expires: 12/14/03