

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ~~ARTHUR W. STAFF~~ ^{LOUIS E. STAFF}, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

BEVERLY CORPORATION,

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 **Twenty-Second** day of **July** 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-Second** day of **July** 19 **66**, a designation of **T.H. Marie or W.C. Roden** 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 **July**, A.D. 19 **66**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

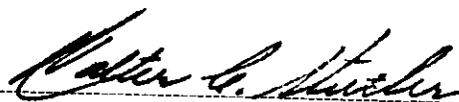
I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

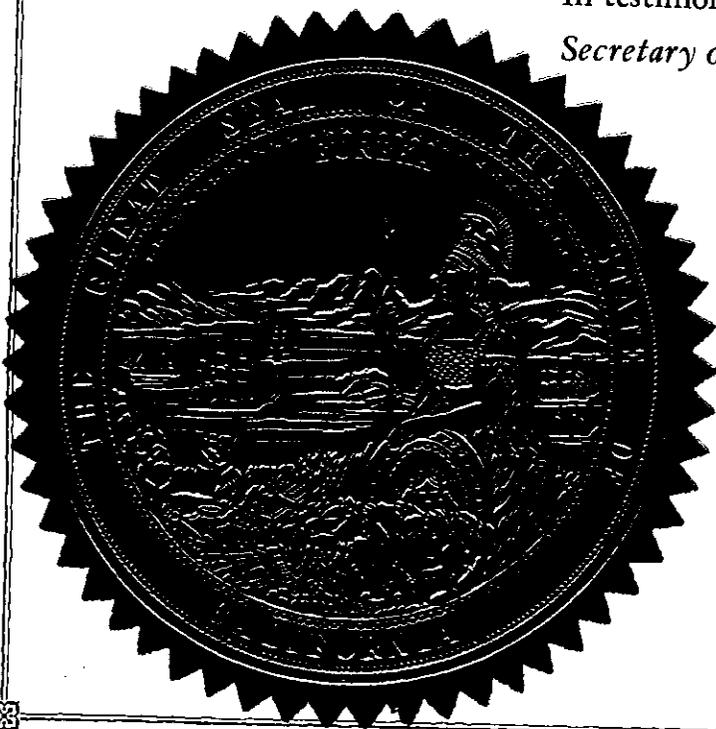
That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,

this SEP 22 1964


Secretary of State

By 
Assistant Secretary of State



ARTICLES OF INCORPORATION
OF
BIOFERM CORPORATION

* * * * *

**ENDORSED
FILED**

In the Office of the Secretary of State
of the State of California

APR 19 1968

FRANK M. JORDAN, Secretary of State

By RALPH R. MARTIG
Deputy

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California, AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation is
BIOFERM CORPORATION

SECOND: That the specific business in which the said corporation will primarily engage is:

To manufacture, buy, sell, import, export and deal in and with, as principal or agent, at wholesale or retail, chemicals, drugs, insecticides, fertilizers, chemical products and by-products of any and all description.

The general purposes and powers of the corporation are:

To manufacture, buy, sell, import, export and deal in and with, as principal or agent, at wholesale or retail, chemicals, drugs, insecticides, fertilizers, chemical products and by-products of any and all description.

To manufacture, 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.

To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire, subscribe for, hold, own, pledge and otherwise dispose of and vote shares of stock, bonds and securities of any other corporation, domestic or foreign.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof, conducive to the attainment of any of the objects or purposes of the corporation.

To borrow money and issue bonds, debentures, notes and evidences of indebtedness and to secure the payment or performance of its obligations by mortgage, deed of trust, pledge or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock so far as may be permitted by the laws of the State of California.

To have one or more offices within or without the State of California, to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the State of California upon corporations formed under the laws of the State of California.

THIRD: That the principal office for the transaction of business shall be located in the City and County of San Francisco, State of California.

FOURTH: The number of its directors is Five (5). The names and addresses of the persons who are appointed to act as the first directors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
F. L. Ungerott	208 South LaSalle Street Chicago 4, Illinois
J. R. Broadway	208 South LaSalle Street Chicago 4, Illinois

E. N. Sajewski	208 South LaSalle Street Chicago 4, Illinois
R. M. Sykes	208 South LaSalle Street Chicago 4, Illinois
H. J. Wronski	208 South LaSalle Street Chicago 4, Illinois

The number of directors may be changed from time to time by a by-law fixing or changing the number duly adopted by the shareholders.

FIFTH: The total number of shares which the corporation is authorized to issue is one hundred (100) of the par value of Ten Dollars (\$10.00) each amounting in the aggregate to One Thousand Dollars (\$1,000.00).

SIXTH: Subject to the right of shareholders to adopt, amend or repeal by-laws, by-laws may be adopted, amended, or repealed by the board of directors, except a by-law or amendment thereof changing the authorized number of directors.

SEVENTH: This 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 statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands
 Fourth December
 and seals this ~~XXXXXXXXXX~~ day of ~~XXXXXX~~ A. D. 1963.

<u>F. L. UNGEROTT</u>	(SEAL)
F. L. Ungerott	
<u>J. R. BROADWAY</u>	(SEAL)
J. R. Broadway	
<u>E. N. SAJEWSKI</u>	(SEAL)
E. N. Sajewski	
<u>R. M. SYKES</u>	(SEAL)
R. M. Sykes	
<u>H. J. WRONSKI</u>	(SEAL)
H. J. Wronski	

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK

 Fourth December,
On this ~~XXXXXXXXXX~~ day of ~~XXXXXX~~, 1963, before me,
a notary public in and for the county and state aforesaid,
personally appeared, F. L. Ungerott, J. R. Broadway, E. N.
Sajewski, R. M. Sykes and H. J. Wronski, known to me to be
the persons whose names are subscribed to and who executed
the within instrument, and acknowledged to me that they
executed the same, and that they are the directors named
therein.

 IN WITNESS WHEREOF, I have hereto set my hand and
affixed my official seal the day and year above written.

WILLIAM R. GAVIN
Notary Public

(SEAL)