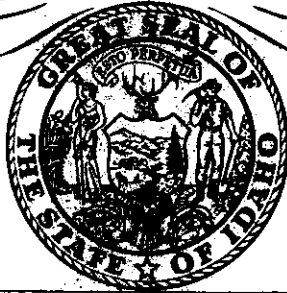


State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

LOUIS L. CLAY
I, ~~LOUIS L. CLAY~~, 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

C & S ENTERPRISES, INC.,

was filed in the office of the Secretary of State on the **Twenty-first** day
of **September** A.D. One Thousand Nine Hundred **Sixty-six** and
~~will be~~

duly recorded on ~~Form No. 11~~ 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

Soda Springs,

in the County of

Caribou.

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 **21st** day of **September**,
A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, being natural persons, of full age, and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

I.

That the name of this corporation is, and shall be:

C & S ENTERPRISES, INC.

II.

That the purposes for which said corporation is formed are:

- A. To organize and construct facilities for handling bulk fertilizer; to deal in, store, ship, bag, and generally handle bulk fertilizer as well as bagged fertilizer and other related products and merchandise.
- B. To build, erect, construct, manage, occupy, maintain and operate a building, or buildings, of every or any kind, and for all purposes, including a facility referred to in the preceding sub-paragraph; and to enter into contracts for the construction, maintenance and erection of buildings of any type.
- C. To sell, assign, transfer, lease, mortgage, manage, pledge, exchange, or otherwise dispose of the properties of said corporation.
- D. To incur indebtedness and to raise, borrow and secure the payment of money in any lawful manner, including the right to mortgage its property and issue and sell debentures, obligations, negotiable and transferable instruments, and evidence of indebtedness of all kinds, and to secure the same by pledge, mortgage, deed of trust, or otherwise; to borrow money of its shareholders, to issue debentures or other negotiable instruments therefor, and authorize the payment of interest thereon.
- E. To purchase, acquire, hold, possess, sell, lease, convey and dispose of lands, lots and other property, both real and personal.
- F. To purchase or otherwise acquire, own, hold, lease, sell, transfer, mortgage, or otherwise dispose of and deal in and with personal property of every class and description. Also, to install, utilize and operate machinery of all types, whether related to warehousing and storage facilities, or otherwise.
- G. To build, conduct or operate other facilities not specifically referred to herein, including operation of a lime kiln, developing any such deposits or products, mining, selling or manufacturing the same, or related products.
- F. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for

the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether specified or not, either alone, or in conjunction with other firms, individuals or corporations, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, and to promote the objects for which said corporation is formed; and to deal with goods, wares, merchandise and real and personal property of every class and description.

III.

That the corporation is to have perpetual existence.

IV.

That the location and post office address of its registered office in this state shall be the City of Soda Springs, County of Caribou, State of Idaho.

V.

That the total authorized capital stock of said corporation is TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000.00), consisting of TWO THOUSAND FIVE HUNDRED (2,500) shares of capital stock of the par value of ONE HUNDRED DOLLARS (\$100.00) per share, and the entire voting stock of this corporation shall be divided into TWO THOUSAND FIVE HUNDRED (2,500) shares.

VI.

That the amount of capital stock of said corporation which has actually been subscribed is THREE HUNDRED (300) shares of capital stock.

VII.

That the following are the names and post office addresses of the incorporators, together with the number and the par value of the shares subscribed by each of said incorporators:

<u>NAMES AND ADDRESSES</u>	<u>SHARES</u>	<u>PAR VALUE</u>
Marlow L. Skinner Northwest of City Soda Springs, Idaho	149 Shares	\$100.00
Dale K. Corbridge 250 East 3rd North Soda Springs, Idaho	149 Shares	\$100.00
Marjory Carol Skinner Northwest of City Soda Springs, Idaho	1 Share	\$100.00
Anna Lee Corbridge 250 East 3rd North Soda Springs, Idaho	1 Share	\$100.00

VIII.

The corporate powers, business and property of this company shall be exercised, conducted and controlled by a Board of not less than three nor more than five directors.

IX.

That the power to appeal and amend the By-laws and adopt new By-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors or of the allotted shares as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-laws.

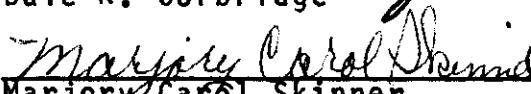
X.

That said corporation shall have the power to purchase, hold, sell and transfer shares of its own capital stock, provided, however, its funds or property shall not be used for the purchase of shares of capital stock issued by it if such use should cause an impairment of its capital; and provided further, that the shares of capital stock so purchased shall not be voted at meetings of shareholders of this corporation, and shall be eliminated in determining the presence of a quorum at such meetings.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16th day of September, 1966.

 (Seal)
Marlow L. Skinner

 (Seal)
Dale K. Corbridge

 (Seal)
Marjory Carol Skinner

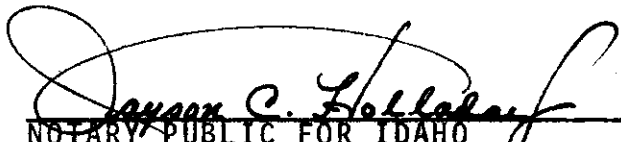
 (Seal)
Anna Lee Corbridge

STATE OF IDAHO)
 : ss
COUNTY OF BANNOCK)

On this 16th day of September, 1966, before me personally appeared Marlow L. Skinner, Dale K. Corbridge, Marjory Carol Skinner, Anna Lee Corbridge, known to me to be the persons whose names are subscribed to the within 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 IDAHO
Residing at Pocatello, Idaho