

**Department of State.**

**CERTIFICATE OF QUALIFICATION OF  
FOREIGN CORPORATION**

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**WESTERN PHOSPHATES, 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 **21st** day of **August** 19**58**, a properly authenticated copy of its articles of incorporation, and on the **21st** day of **August** 19**58**, a designation of **J. L. 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 **21st** day of **August**, A.D. 19**58**.

Secretary of State.

CERTIFICATE OF INCORPORATION  
of

WESTERN PHOSPHATES, INC.

First: The name of the corporation is

WESTERN PHOSPHATES, INC.

Second: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

Third: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

1 To make, produce, manufacture, purchase or otherwise acquire, use, treat, handle, store, transport, ship, sell, deal in, market or otherwise dispose of phosphoric acid and other acids, as well as alkalis, salts, chemicals, and the products of phosphoric acid and of other acids and of alkalis, salts and chemicals, and likewise fertilizers and other products or substances in the making, production or manufacture of which phosphoric acid or other acids or alkalis, salts or chemicals may be used: and for or in furtherance of the foregoing purposes or in connection therewith;

2. To explore and prospect for, examine, investigate, survey, locate, appraise, purchase, exchange, take on lease or sublease, and otherwise acquire, own, hold, use, occupy, operate, work, manage, control, maintain, develop, improve, exploit, mortgage and otherwise encumber, bargain, sell, grant, assign, transfer, convey, let or sublet, and otherwise dispose of, and

generally deal in and with mines, mining districts, mining rights, claims, concessions, quarries, phosphate deposits, timber lands, and rights, water rights and ways, grants, lodes, beds, deposits containing or supposed to contain minerals, metals or ores of any kind, or any other raw materials which may be used or put to account in the business of the corporation to mine, manufacture, produce, prepare, smelt, refine, treat, recover, reduce, convert, concentrate, experiment with, own, hold, use, buy, acquire, sell, dispose of, import, export, and generally deal in any materials which may be used or put to account in the business of the corporation:

3. To purchase, lease and otherwise acquire, erect, construct, make, improve, maintain and operate, or aid in or subscribe towards the erection, construction, making, improvement, maintenance and operation of, mills, factories, plants, laboratories, shops, store houses, tanks, buildings, roads, works and structures of every kind and description, insofar as the same may appertain to or be useful in the conduct of the business of the corporation:

4. To take, buy, purchase, exchange, take on lease and sublease, and otherwise acquire, own, hold, use, occupy, manage, control, maintain, improve, develop, mortgage and otherwise encumber, bargain, sell, grant, assign, transfer, convey, let or sublet, and otherwise dispose of, and generally deal in and with real estate, real property and any and all interests and rights therein and thereto, located in any part of the world:

5. To adopt, apply for, obtain, register, purchase, lease and otherwise acquire, procure licenses under, maintain, protect, hold, control, own, use, exploit, operate, introduce, develop, pledge, sell, assign, grant, grant licenses and other rights with respect to and otherwise dispose of, and generally deal in and with inventions, improvements, processes, copyrights, patents, trademarks, formulae, trade names, labels, distinctive marks and similar rights of any nature and whether or not granted, registered or established by or under the Laws of the United States, any State thereof or of any other country or place:

6. For any purpose, upon any terms and without limit, to borrow or raise money, and to issue, draw, make, accept, endorse, guarantee, sell and dispose of bonds, debentures, notes, drafts, bills of exchange, warrants, certificates of indebtedness, certificates of interest and other obligations and securities of the corporation, secured or unsecured and howsoever evidenced, and as security therefor to mortgage, pledge, convey, assign in trust or grant any charge or impose any lien upon all or any part of the real or personal property, rights, interests or franchises of the corporation, whether owned by it at the time or thereafter acquired, and to lend money or other property with or without collateral security;

7. To promote, finance, aid and assist, financially and otherwise, any body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or other entity, located in or organized under the laws of any part of the world, any stock, share, voting trust certificate, bond, mortgage, debenture, note, land trust certificate, right, warrant, scrip, commercial paper, chose in action, contract, evidence of indebtedness, certificate of interest or other obligation or security of which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have any interest: and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of any such entity, and to guarantee by endorsement or otherwise the payment of the principal of or interest or dividends on or sinking fund payments with respect to any such security of any such entity or any other payments whatsoever to be made by it; and to join in any reorganization with respect to any such entity;

8. To promote, institute, enter into, conduct, perform, assist or participate in every kind of commercial, mercantile, manufacturing, mining, or industrial enterprise, business, work, contract, undertaking, venture and operation in any part of the world; and for any such purpose to purchase, lease and otherwise acquire, take over, own, hold, sell, liquidate and otherwise dispose of the real estate, plants, equipment, inventory, merchandise, materials, stock, good

will, rights, franchises, patents, trade-marks and trade names and other properties of corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations and entities located in or organized under the laws of any part of the world; to continue, alter, extend and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital and participate in any way in their affairs, and to take over as a going concern and to continue in its own name any business so acquired;

9. To carry on all or any part of its business, objects or purposes as principal, factor, agent, contractor, trustee or otherwise, either alone or associated with any corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity in any part of the world;

10. To conduct its business in any and all branches thereof, so far as permitted by law, in the State of Delaware, other States, the District of Columbia, the territories, colonies, possessions and dependencies of the United States and in foreign countries, and to maintain one or more offices and agencies either within or anywhere without the State of Delaware, and to hold, purchase, mortgage, convey and otherwise deal in and with real and personal property out of as well as within the State of Delaware;

11. To do any and all other acts and things necessary, appropriate or convenient for the furtherance of the business, objects and purposes herein enumerated and for the exercise of the powers herein conferred.

The foregoing clauses of this Article Third shall be construed as purposes, objects and powers, and the matters expressed in each clause shall not be limited in any way, except as otherwise expressly provided, by reference to or inference from the terms of any other clause (or any other matter within the same clause), but shall be

regarded as independent purposes, objects and powers. The enumeration of specified purposes, objects and powers shall not be considered to exclude, limit or restrict in any manner any power, right or privilege given to the corporation by law, or to limit or restrict the meaning of the general terms or the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

Nothing herein contained shall be construed as giving the corporation any rights, powers or privileges not permitted to it by law, but the occurrence within any of the foregoing clauses of this Article Third of any purpose, power or object prohibited by the laws of the State of Delaware or of any other State or of any district, territory, colony, dependency or foreign country in which the corporation may carry on business shall not invalidate any other purpose, power or object not so prohibited, by reason of contiguity or apparent association therewith.

Fourth: The total number of shares of capital stock which the corporation shall have authority to issue is forty thousand (40,000), and the par value of each of such shares is One Hundred Dollars (\$100.00), amounting in the aggregate to Four Million Dollars (\$4,000,000.00). All shares of stock to be issued by the corporation shall have equal voting rights and equal rights to participate

in the profits of the corporation, if any, and equal rights in the assets thereof upon liquidation.

Fifth: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

Sixth: The names and places of residence of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
Vincent H. O'Donnell	1820 Mills Tower San Francisco 4 California
Fredrik S. Waiss	1820 Mills Tower San Francisco 4 California
Albert J. Steiss	1820 Mills Tower San Francisco 4 California

Seventh: The corporation is to have perpetual existence.

Eighth: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever. The original by-laws of the corporation shall be adopted by the incorporators, but thereafter the stockholders of the corporation shall have the sole power to make, alter and repeal by-laws for the management and control of the business of the corporation.

Except at the annual meeting or with unanimous consent of the stockholders, by-laws may be made, altered, repealed or amended only at a meeting called and noticed for that purpose.

Ninth: The number of directors of the corporation shall be eight. At all elections of directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit. Election of directors need not be by ballot. Directors of the corporation need not be stockholders.

In case of the death, resignation, or incapacity of any director to serve as such, the vacancy so caused shall be filled by the remaining directors.

Tenth: All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided by law.

Eleventh: In furtherance, not in limitation, of the powers conferred upon the Board of Directors by statute, the Board of Directors is expressly authorized, without any vote or other action by stockholders other than such as at the time shall be expressly required by statute or by the provisions of this Certificate of Incorporation (and amendments thereof, if any) or the by-laws, to exercise all of the powers, rights and privileges of the corporation (whether expressed or implied in this Certificate of Incorporation or conferred by statute) and do all acts and things which may be done by the corporation, in-



cluding, but without limiting the generality of the foregoing, the right

(a) By resolution or resolutions, passed by a majority of the total authorized number of directors, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions 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 which may have power to authorize the seal of the corporation to be affixed to all papers which may require it, such committee or committees to have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors;

(b) To determine from time to time, subject to the laws of the State of Delaware, whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders; and, except as conferred by the laws of the State of Delaware, no stockholder shall have any right to inspect any account, book or document of the corporation unless and until authorized so to do by resolution of the Board of Directors or of the stockholders entitled to vote; and

(c) To mortgage, pledge, hypothecate and otherwise encumber all or any of the property of the corporation, whether real, personal or otherwise.

Twelfth. Both the stockholders and the Board of Directors shall have power to hold their meetings either within or without the State of Delaware, and the books of the corporation (so far as not prohibited by the laws of said State) may be kept outside of the State of Delaware at such place or places as from time to time may be

designated by the Board of Directors.

Thirteenth: No director of the corporation shall be disqualified by his office from dealing or contracting with the corporation as vendor, purchaser or otherwise, nor shall any contract or other transaction of the corporation be void or voidable by reason of the fact that any of its directors or any firm or association of which any of its directors are members or any corporation of which any of its directors are stockholders, directors or officers, is in any way interested in such transaction or contract, provided that the fact of such interest be disclosed or known to the Board of Directors and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting. No director shall be liable in any way with respect to any such transaction or contract which shall be authorized, approved or ratified as aforesaid. This Article Thirteenth shall not be construed to invalidate or in any way affect any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

Fourteenth: Subject to the limitations provided for by the General Corporation Law of the State of Delaware,

as from time to time amended, the corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except that this Certificate of Incorporation may be amended only by the affirmative vote of the holders of four-fifths of the outstanding capital stock of the corporation, and all rights herein conferred upon stockholders are granted subject to such reservation.

We, the undersigned, being each of the incorporators hereinbefore mentioned, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, and the acts amendatory thereof and supplemental thereto, do make, file and record this certificate, hereby declaring and certifying that the facts herein stated are truly set forth, and, accordingly, have signed and sealed this certificate this 19th day of September, A.D. 1952.

Vincent H. O'Donnell (SEAL)  
Vincent H. O'Donnell

Fredrik S. Weiss (SEAL)  
Fredrik S. Weiss

Albert J. Steiss (SEAL)  
Albert J. Steiss

STATE OF CALIFORNIA  
CITY AND COUNTY OF SAN FRANCISCO

BE IT REMEMBERED that, on this 19th day of September, A.D. 1952, personally came before me, a Notary Public for the State of California, VINCENT H. O'DONNELL, FREDRIK S. WAISS and ALBERT J. STEISS, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day  
and year aforesaid.

Eileen Griffin  
Notary Public  
in and for the City and  
County of San Francisco,  
State of California

(SEAL)  
My Commission Expires  
Nov. 16, 1955

EILEEN GRIFFIN  
NOTARY PUBLIC  
CITY AND COUNTY OF SAN FRANCISCO

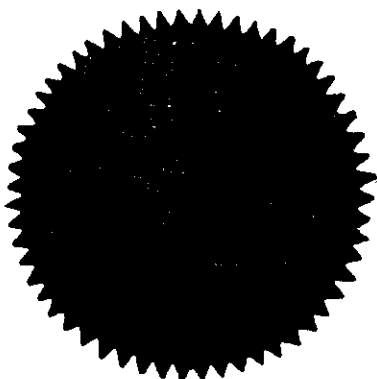
# State of Delaware



## Office of Secretary of State

I, George J. Schulz, 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 "WESTERN PHOSPHATES, INC.", as received and filed in this office the twenty-second day of September, A.D. 1952, at 10 o'clock A.M.

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



George J. Schulz  
Secretary of State

John P. ...  
Ass't. Secretary of State