

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

GROW BEST FERTILIZER, INC.

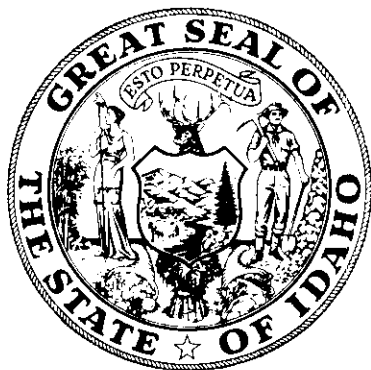
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

GROW BEST FERTILIZER, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **July 23, 1982**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

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ARTICLES OF INCORPORATION

SECRETARY OF  
STATE

GROW BEST FERTILIZER, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned,  
in order to form a corporation for the purposes hereinafter  
stated, under and pursuant to the provisions of the general  
corporation laws of the State of Idaho, and the Acts amendatory  
thereof and supplemental thereto, hereby certify as follows:

FIRST

The name of the corporation is GROW BEST FERTILIZER, INC.

SECOND

The purposes and objects for which the corporation is  
formed are:

(a) To manufacture, produce, blend, market, distribute  
and sell farm chemicals and fertilizers at both the retail and  
wholesale market levels;

(b) The remaining purposes for which the corporation is  
organized are the transaction of any and/or all business for  
which corporations may be incorporated under the Idaho Business  
Corporations Act.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name of the registered agent and the location and  
post office address of the registered office of the corporation  
is STUART W. CARTY, 1501 Idaho First Plaza, 101 South Capitol  
Blvd., Boise, Idaho 83702.

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FIFTH

The amount of capital stock of this corporation shall be and is 100,000 shares of stock of the par value of \$1.00 each, making an aggregate stock of \$100,000.00, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

The names and post office addresses of the incorporator(s) and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
BILL FIELD	908 Stillwell Drive Eagle, Idaho 83616	12,000
ZANE BLOCK	Star Route #2, Oreana, Idaho	51,000
STUART W. CARTY	2630 Starcrest Drive Boise, Idaho 83702	11,000
RAYMOND BOWDEN	4035 Kilarney Drive Boise, Idaho	11,000

SEVENTH

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 purposes of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The numbers of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be pre-

1 scribed in the By-Laws, and in accordance with Idaho Code.  
2 In case of any increase in the number of directors, the  
3 additional directors may be elected by the directors then in  
4 office, and the directors so elected shall hold office until  
5 the next annual meeting of the stockholders and until their  
6 successors are elected and qualified. The initial Board of  
7 Directors shall be in number and their name(s) and address(es)  
8 are as follows:

9 BILL FIELD	903 Stillwell Drive Eagle, Idaho 83616
10 ZANE BLOCK	Star Route #2 Oreana, Idaho
11 STUART W. CARTY	2630 Starcrest Drive Boise, Idaho 83702
12 RAYMOND BOWDEN	4035 Kilarney Drive Boise, Idaho

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15 NINTH

16 Stockholders of the corporation shall have pre-emptive  
17 and preferential rights of subscription to any shares of  
18 stock of the corporation, whether now or hereafter author-  
19 ized, or to any obligations convertible into stock of the  
20 corporation, or to obligations of the corporation converti-  
21 ble into stock. Any stock or obligations issued by the cor-  
22 poration shall first be offered to the stockholders of the  
23 corporation.

24  
25 TENTH

26 A voluntary sale, lease or exchange of all of the pro-  
27 perty and assets of the corporation, including its good will  
28 and its corporate franchises, may be made by the Board of  
29 Directors upon such terms and conditions as it may deem  
30 expedient for the best interests of the corporation, but  
31 only when such act is authorized by the vote of holders of  
32 two-thirds of the voting power of all shareholders.

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ELEVENTH


No contract or other transaction between the corporation and any other corporation and no act of the corporation shall 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 individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and 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 of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH

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 stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

1 IN WITNESS WHEREOF, for the purpose of forming this  
2 Corporation under the statutes of the State of Idaho, the  
3 undersigned, constituting the incorporator(s) of this  
4 Corporation, have executed these Articles of Incorporation  
5 the 22<sup>nd</sup> day of July, 1982.

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7   
8 BILL FIELD

9   
10 ZANE BLOCK


11   
12 STUART W. CARTY

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14 RAYMOND BOWDEN

15 STATE OF IDAHO )  
16 : ss.  
16 County of Ada )

17 On the date as first set forth above, before me, the  
18 undersigned, a Notary Public in and for the said State,  
19 personally appeared BILL FIELD, ZANE BLOCK, STUART W. CARTY,  
20 RAYMOND BOWDEN, known to me to be the person(s) whose name(s)  
21 is/are subscribed to the within instrument, and acknowledged  
22 to me that they executed the same.

23 IN WITNESS WHEREOF, I have hereunto set my hand and  
24 affixed my official seal the day and year in this certificate  
25 first above written.

26   
27 Notary Public for Idaho  
28 Residing at Boise, Idaho

29 (seal)