



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

EMPIRE FARM CHEMICALS, INC.

was filed in the office of the Secretary of State on the **twenty-eighth** day of **July** A.D., One Thousand Nine Hundred **seventy-two** and ~~will be~~ ^{will be} duly recorded on ~~film~~ ^{microfilm} 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 **Moscow, Idaho** in the County of **Latah**

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 **28th** day of **July**, A.D., 19 **72**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

1 ARTICLES OF INCORPORATION
2 OF
3 EMPIRE FARM CHEMICALS, INC.
4

5 KNOW ALL MEN BY THESE PRESENTS:

6 That we, the undersigned, being natural persons of legal
7 age, and at least two-thirds of them being citizens of the United
8 States, in order to form a corporation for the purposes hereinafter
9 stated pursuant to the Business Corporation Act of Idaho, do hereby
10 certify as follows:
11

12 FIRST:

13 The name of the Corporation is EMPIRE FARM CHEMICALS, INC.
14

15 SECOND:

16 The purposes for which said Corporation is formed are:

17 To generally engage in, do and perform any enterprise, act
18 or vocation that a natural person might or could do or perform.

19 To buy, sell, receive, store, forward, and handle fertili-
20 zers, liquid and dry fertilizers, bulk and bag chemicals, insecti-
21 cides, to apply the same, to rent or furnish necessary equipment
22 to apply the fertilizers or chemicals for the purchasers, to deal
23 in all allied products connected with the chemical industry, and
24 to sell or exchange all commodities or manufacture such commodities
25 necessary to conduct a chemical, fertilizing business, to engage
26 in the business of all types of ranch, farm and garden supplies
27 and equipment.
28

29 To manufacture and sell food for cattle and poultry.
30

31 To manufacture and sell other useful articles not prohi-
32 bited by law as may from time to time be determined upon. And to

1 do all acts and things necessary, convenient, expedient or inci-
2 dent to the carrying out of the purposes of operating a chemical
3 farm operation.

4 To lend money, either without any collateral security or
5 on the security of real or personal property, and to enter into,
6 make, perform and carry out, or cancel and rescind contracts of
7 every kind and for any lawful purpose with any person, firm, asso-
8 ciation, corporation, syndicate, governmental, municipal or public
9 authority, domestic or foreign, or others.

10 To make, execute and enter into contracts with, and to take
11 and receive contracts or assignments of contracts from any and all
12 persons, firms, co-partnerships, associations and corporations, for
13 doing any or all of the acts or things that this corporation is,
14 or may be, authorized to do; and to carry out and perform, assign
15 or sublet to others in whole or in part, any or all such contracts
16 whether originally made and entered into by this corporation, or
17 acquired by assignment from others.

18 To be appointed and to act as the agent or representative,
19 or both, of any corporation, firm or individual in any and all
20 parts of the world, in such capacity and on such terms and condi-
21 tions as may from time to time be mutually determined upon.

22 To conduct a general agency business, to employ, engage,
23 hire, and to appoint corporations, firms and individuals in any
24 and all parts of the world; to act as agents and/or sub-agents for
25 this company in such capacity and on such conditions as may be
26 determined from time to time by the board of directors.

27 To manufacture, purchase or otherwise acquire, own, mort-
28 gage, pledge, sell, assign, and transfer or otherwise dispose of,

1 to invest, trade, deal in and deal with, goods, wares and merchan-
2 dise and personal property of every class and description.

3 To acquire, and pay for in cash, stocks or bonds of this
4 corporation or otherwise, the good will, rights, capital stock,
5 assets and property, and to undertake or assume the whole or any
6 part of the obligations or liabilities of any person, firm asso-
7 ciation or corporation.

9 To borrow or raise moneys for any of the purposes of the
10 corporation, and, from time to time, without limit as to amount,
11 to draw, make, accept, endorse, execute and issue promissory notes,
12 drafts, bills of exchange, warrants, bonds, debentures and other
13 negotiable or non-negotiable instruments and evidences of indebt-
14 edness for any of the objects or purposes of the corporation, and
15 to secure payment of any thereof and of the interest thereon by
16 mortgage upon or pledge, conveyance or assignment in trust of the
17 whole or any part of the property of the corporation and to sell,
18 pledge or otherwise dispose of such bonds or other obligations of
19 the corporation for its corporate purposes.

22 To endorse, guarantee and secure the payment and satisfac-
23 tion of bonds, coupons, mortgages, deeds of trust, debentures,
24 securities, obligations and evidences of indebtedness, and also to
25 guarantee and secure the payment or satisfaction of interest on
26 obligations and of dividends on shares of the capital stock of
27 other corporations, also to assume the whole or any part of the
28 liabilities existing or prospective of any person, corporation,
29 firm or association and to aid in any manner any other person, firm
30 or corporation with which it has business dealings or whose stock,
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1 bonds, or other obligations are held or are in any manner guaran-
2 teed by the corporation, and to do any other acts and things for
3 the preservation, protection, improvement or enhancement of the
4 value of such stocks, bonds or other obligations.

5 To have one or more offices, to carry on all or any of
6 its operations and business, and without restriction or limit as
7 to amount to purchase or otherwise acquire, hold, own mortgage,
8 pledge, sell, convey or otherwise dispose of such real and personal
9 property as the purposes of this corporation may require, in any
10 of the states, districts, territories or colonies of the United
11 States, and in any and all foreign countries, subject to the laws
12 of such state, district, territory, colony or country.

13 To engage in any of the activities enumerated herein
14 either alone or in conjunction with other persons, firms or corpor-
15 ations by joint lease, joint venture, or other forms of joint enter-
16 prise.

17 In general to carry on any other business whatsoever in
18 connection with the foregoing, or which is calculated directly or
19 indirectly to promote the interest of the corporation or to enhance
20 the value of its properties and to have and exercise all the rights,
21 powers and privileges which are now or may hereafter be conferred
22 by the laws of Idaho to execute from time to time general or spe-
23 cial powers of attorney to persons, firms, associations or corpor-
24 ations, either in the United States or in any other country, state
25 or locality, and to revoke the same as and when the board of dir-
26 rectors may determine, and to do any and all of the things herein-
27 before set forth to the same extent as natural persons might or
28 Could do.

1 The objects and purposes specified in the foregoing clauses
2 shall, except where otherwise expressed, be in no way limited or
3 restricted by reference to, or inference from the terms of any
4 other clause in these articles of incorporation, but the objects
5 and purposes specified in each of the foregoing clauses of this
6 article shall be regarded as independent objects and purposes.
7

8 THIRD:

9 The location and post office address of the registered
10 office of the Corporation is 137 Troy Road, Moscow, Latah County,
11 Idaho.
12

13 FOURTH:

14 The total authorized number of par value shares is 1,000
15 shares of the value of \$100.00 per share, aggregate par value,
16 \$100,000.00
17

18 FIFTH:

19 The names and post office addresses of the incorporators
20 and the number of shares subscribed by each are as follows:

21 Donald W. Castellaw	804 E. E St., Moscow, Idaho	1 Share
22 Geraldine E. Castellaw	804 E. E St., Moscow, Idaho	1 Share
23 Robert W. Castellaw	804 E. E St., Moscow, Idaho	1 Share

24 SIXTH:

25 The private property of the stockholders shall not be
26 subject to the payment of corporate debts to any extent whatever.
27

28 SEVENTH:

29 The board of directors shall consist of not less than three
30 (3) or more than five (5) directors, the exact number to be estab-
31 lished by the by-laws. Any vacancies occurring in the office of
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1 any director, however occasioned, may be filled by the remaining
2 members of said board. On failure of the board to elect, a spe-
3 cial meeting of the stockholders shall be called to fill the
4 vacancy.

5 EIGHTH:

6 The existence of this Corporation is to be perpetual.

7 NINTH:

8 The directors shall have the power to make and to alter or
9 amend the by-laws, to fix the amount to be reserved as working
10 capital and to authorize and cause to be executed mortgages and
11 liens without limit as to the amount upon the property and fran-
12 chise of this corporation.

13 TENTH:

14 This corporation shall indemnify any and all of its direc-
15 tors or officers or former directors or officers or any person who
16 may have served at its request as a director or officer of another
17 corporation in which it owns shares of capital stock or of which
18 it is a creditor against expenses actually and necessarily incurred
19 by them in connection with the defense of any action, suit or
20 proceeding in which they, or any of them, are made parties, or a
21 party, by reason of being or having been directors or officers or
22 a director or officer of the corporation, or of such other corpor-
23 ation, except in relation to matters as to which any such director
24 or officer or former director or officer or person shall be
25 adjudged in such action, suit or proceeding to be liable for neg-
26 ligence or misconduct in the performance of duty. Such indemnifi-
27 cation shall not be deemed exclusive of any other rights to which
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1 those indemnified may be entitled, under any by-law, agreement,
2 vote of stockholders, or otherwise.

3 We, the undersigned, for the purpose of forming a corpor-
4 ation under the laws of the State of Idaho, do make, file and re-
5 cord this certificate and do hereby certify that the facts here-
6 in stated are true; and we have accordingly hereunto set our
7 respective hands and seals.
8

9 DATED at Moscow, Idaho, this 5th day of July, 1972.

11 Donald W. Castellaw (Seal)

12 Geraldine E. Castellaw (Seal)

14 Robert W. Castellaw (Seal)

16 STATE OF IDAHO)
17) ss.
18 County of Latah)

19 BE IT REMEMBERED that on this 5th day of July, 1972,
20 personally appeared before me DONALD W. CASTELLAW, GERALDINE E.
21 CASTELLAW and ROBERT W. CASTELLAW, parties to the foregoing cer-
22 tificate of incorporation, known to me personally to be such, and
23 I have first made known to them, and each of them, the contents
24 of said certificate, and they did each severally acknowledge that
25 they signed, sealed and delivered the same as their voluntary act
26 and deed, and each deposed that the facts therein stated were
27 truly set forth.
28

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

31 Robert L. Thompson

32 Notary Public in and for the State
of Idaho, residing in Latah County.