



**Department of State.**

**CERTIFICATE OF QUALIFICATION OF  
FOREIGN CORPORATION**

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**AGRICO CHEMICAL COMPANY**

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 **Twenty-first** day of **February** **1966**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-first** day of **February**, **1966**, a designation of **T. H. Iberle or W. C. Boden,** 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 **February**, A.D. **1966**.

Secretary of State.

# State of Delaware



## Office of Secretary of State.

*I, Elisha C. Dukes, 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 "AGRICO CHEMICAL COMPANY", as  
received and filed in this office the twenty-seventh day of January,  
A.D. 1966, at 10 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal at Dover this* fourth *day*  
*of* February *in the year of our Lord*  
*one thousand nine hundred and* sixty-six.

*Elisha C. Dukes*

Secretary of State

*A. L. Thomas*

Ass't Secretary of State

CERTIFICATE OF INCORPORATION  
OF  
AGRICO CHEMICAL COMPANY

\* \* \* \* \*

FIRST. The name of the corporation is  
AGRICO CHEMICAL COMPANY

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 99, Delaware.

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

(1) To produce, manufacture, refine, extract, mine, treat and otherwise process, to purchase or otherwise acquire, to store, transport or otherwise handle, and to deal in, distribute, market, sell or otherwise dispose of or turn to account, any or all of the substances hereinafter mentioned and any or all ingredients or compositions thereof, of any state, form, nature, mixture or description, and any and all derivatives, products or by-products of any or all of said substances, to wit:

(a) organic and inorganic chemicals and fertilizers;

(b) oil, gas and other hydrocarbons;

(c) metallic and non-metallic minerals.

(2) To construct, lease, purchase or otherwise acquire, to hold, own, maintain, improve, operate or otherwise use, and to let, mortgage, sell, convey or otherwise dispose of or turn to account, any and all kinds of real and personal property and any and all rights and interests therein, useful or convenient in the conduct of the Corporation's business, including, without limiting the generality of the foregoing:

(a) plants, mills, factories, refineries, laboratories, warehouses, storage tanks, offices, stores, residences and other buildings and structures;

(b) roadways, railways, bridges, tunnels, airports, reservoirs, dams, waterways, wharves, piers, docks, levees and other land or water installations and facilities;

(c) oil wells, gas wells, water wells, mines and quarries;

(d) pipelines and appurtenant pumps, pumping stations and electrical powerlines;

(e) drainage, irrigation, sewage, heat, light, power and communication systems;

(f) agricultural equipment; railroad, rolling stock, automotive and other vehicles; tankers, boats, barges and other vessels; airplanes and other aircraft;

(g) machinery, tools, implements, appliances, equipment and apparatus of every kind and description.

(3) To contract for, lease, purchase and otherwise acquire, to hold, own, maintain, improve, develop, work, explore, exploit, operate, deal in and otherwise use, enjoy and turn to account, and to let, mortgage, exchange, sell, grant, transfer, convey and otherwise dispose of, any and all kinds of lands and real estate and any and all rights,

privileges, options, leases, concessions, licenses, claims, patents, grants, franchises, easements, royalties, tenements, estates, hereditaments, and interests in and to property, real or personal, tangible or intangible, of every kind and description.

(4) To manufacture, process, purchase, own, mine, handle, sell, import, export and generally to trade and deal in and with substances, raw materials, goods, wares and merchandise of every kind, nature and description, and to engage or participate, as principal or agent, and either alone or jointly with others, in any mercantile, industrial or trading business of any kind or character whatsoever.

(5) To conduct, carry on and engage in any experimental or research work in agricultural, chemical, engineering and any other scientific or technical fields, and to render to any person, firm, association or corporation services of an engineering, scientific, technical or business nature.

(6) To acquire all or any part of the business, good will, rights, assets and property of any person, firm, association or corporation, to pay for the same in whole or in part in cash or with the stock, bonds or debentures of the Corporation or otherwise, and to assume all or any part of the obligations and liabilities of any such person, firm, association or corporation.

(7) To apply for, register, obtain, take leases, licenses and immunities in respect of, purchase or otherwise acquire, and to hold, own, introduce, use, enjoy, develop, manufacture and sell under, grant leases, licenses and immunities in respect of, mortgage, pledge, sell, assign, transfer or otherwise dispose of or turn to account, and in any manner deal with:

(a) inventions, devices, designs, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, copyrights, trade-names, trade-marks and other distinctive words and symbols indicating origin or ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof or of any foreign country or subdivision thereof;

(c) any and all rights, privileges, licenses grants and concessions connected with or appertaining to the foregoing.

(8) To acquire by purchase, subscriptions or otherwise, to receive, own and hold for investment or otherwise, to mortgage, pledge, deposit, exchange, sell, assign, transfer or otherwise dispose of, and generally to deal in or with, any and all of the following (hereinafter sometimes referred to collectively as "securities") to wit: all kinds of shares, stocks, voting trust certificates, trust certificates, scrip, warrants, rights, bonds, mortgages, debentures, trust receipts, notes and other choses in action, obligations and evidences of indebtedness of any corporation, joint-stock company, trust, association, partnership, syndicate, person, or governmental or public agency or authority, domestic or foreign, and evidences of any interest therein or with respect thereto; and while the owner or holder of any such securities, to exercise all the rights, powers and privileges of ownership or interest in respect thereof, including the right to vote and to give consents, and to do any and all acts or things deemed by the Corporation to be necessary or advisable for the preservation, protection, improvement or enhancement of the value of such securities.

(9) To purchase, or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of, and to reissue or cancel, shares of the Corporation's own capital stock and any other securities or obligations of the Corporation in

the manner and to the extent now or hereafter permitted by the laws of the State of Delaware; provided that shares of its own capital stock belonging to the Corporation shall not be voted upon directly or indirectly.

(10) 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.

(11) To borrow or raise money for any of the purposes of the Corporation; from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage upon, or pledge, conveyance or assignment in trust of, the whole or any part of the assets and property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes.

(12) To lend money to others, with or without collateral security; provided that no loans shall be made by the Corporation to its officers and directors, and no loans shall be made by the Corporation secured by shares of its own capital stock.

(13) To guarantee the payment of dividends on any stock, or the principal or interest or both of any bonds or other securities or obligations, and the performance of any contracts.

(14) To establish and maintain one or more offices, to conduct and carry on its business or operations or any

part thereof, and to exercise any or all of its corporate rights, privileges and powers, in any or all of the states, districts, territories, colonies or dependencies of the United States of America and in any and all foreign countries and the territories, colonies or dependencies thereof.

(15) To conduct, carry on or engage in any other businesses, operations or activities in connection with or incidental to those above mentioned, and to do everything necessary, proper, advisable or convenient for the attainment of any of the objects, the accomplishment of any of the purposes and the exercise of any of the powers hereinabove mentioned.

The objects and purposes specified in the foregoing clauses shall be construed as powers as well as objects and purposes, and the matters referred to in each clause shall, unless herein otherwise expressly provided, be in nowise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers. The enumeration herein of objects, purposes and powers shall not be deemed to exclude by inference or otherwise any of the rights, privileges, powers, objects or purposes which this Corporation is or may be entitled to exercise under laws of the State of Delaware now or hereafter in effect or implied by reasonable construction of said laws.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is two hundred (200); all of such shares shall be without par value.



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>
S. H. Livesay	Wilmington, Delaware
F. J. Obara, Jr.	Wilmington, Delaware
A. D. Grier	Wilmington, Delaware

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 whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, 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 the resolution 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 may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall 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.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

ELEVENTH. 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, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this day of January, A. D. 1966.

S. H. LIVESEY (SEAL)

F. J. GRANA, JR. (SEAL)

A. D. GRIER (SEAL)

