

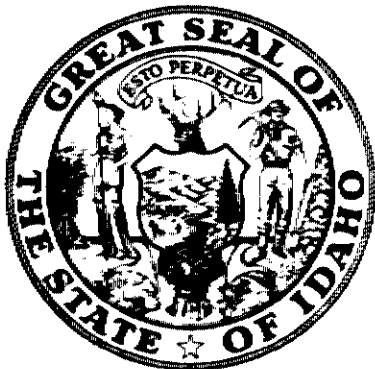
**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF  
VIGORO INDUSTRIES, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of VIGORO INDUSTRIES, INC.  
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to VIGORO INDUSTRIES, INC.  
to transact business in this State under the name VIGORO INDUSTRIES, INC.  
\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 18, 1987**



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sandra Mautner*  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

Nov 18 9 36 AM '87

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Vigoro Industries, Inc.

2. The name which it shall use in Idaho is N/A

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of the State of Delaware

4. The date of its incorporation is November 14, 1984 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 229 S. State Street, Dover, DE 19901

6. The address to which correspondence should be addressed, if different from that in item 5. N/A

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: SEE RIDER ATTACHED HERETO

9. The names and respective addresses of its directors and officers are:

Name	Office	Address

SEE RIDER ATTACHED HERETO

(continued on reverse)

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 16, 1987

VIGORO INDUSTRIES, INC.  
(Corporation Name)

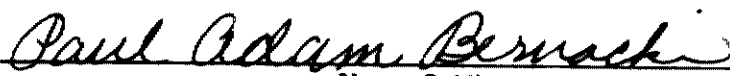
By   
Its ~~President~~ Vice President (please specify)

and   
Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF Illinois )  
COUNTY OF Cook ) ss:

I, Paul Adam Bernacki, a notary public, do hereby certify that on this 16th day of November, 19 87, personally appeared before me Robert Van Patten, who being by me first duly sworn, declared that ~~she~~ is the Vice-President of VIGORO INDUSTRIES, INC.

that ~~she~~ signed the foregoing document as Vice- President of the corporation and that the statements therein contained are true.

  
Notary Public  
Paul Adam Bernacki

R I D E R

The purpose or purposes for which the corporation proposes to transact business in this State are:

To manufacture and sell nitrogen fertilizer products, including anhydrous ammonia, nitric acid, ammonium nitrate, urea, and nitrogen-based solutions, at wholesale and at retail; to mix these products with phosphates, potash, other fertilizer materials and pesticide materials to produce liquid suspension and bulk blend products and to sell those products at wholesale and at retail; to manufacture and sell at wholesale and at retail, lawn and garden fertilizers and livestock feed supplements; to purchase and resell pesticides, herbicides and other farm chemicals or any other related products; and to provide services related or incidental to the sale and/or use of any of the foregoing products.

To deal in and with any and all chemicals used in the production of agricultural products and the care of lawns and gardens, including but not limited to fertilizers, insecticides and fungicides.

To own, operate, acquire, manage, lease, sell and/or develop any real estate and all rights appurtenant thereto, including mineral rights and exploitation thereof.

To own, operate, acquire, manage, lease, sell and/or develop any asset acquired from Kaiser Aluminum & Chemical Corporation or any corporation controlling, controlled by or under common control with Kaiser Aluminum & Chemical Corporation.

To acquire the goodwill, rights, assets, property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and tradenames, relating to or useful in connection with any business of the corporation.

To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidence of indebtednesses or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts of persons, public or private, or by the government of the United

States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, as owner thereof, to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

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.

To borrow or raise money for any of the purposes of the corporation, and, 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 or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan any person, firm or corporation any of the surplus funds either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock.

To conduct, effect or accomplish any activity, matter, business or purpose arising out of, incidental to, relating to or appropriate to any or all of the foregoing, including but not limited to, the borrowing and lending of monies, the giving and receiving of all manner of guarantees and sureties, the issuance of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and negotiable or non-negotiable instruments and evidences of indebtedness, the granting of mortgages or other security interests on any part of the property and assets of the corporation, and the issuance, purchase, holding and sale of shares of its own capital stock and capital stock of other corporations.

RIDER

OFFICERS

<u>Title</u>	<u>Name</u>	<u>Street Address</u>
Chairman of the Board	Joseph P. Sullivan	6145 N. Sheridan Road Chicago, IL 60660
Executive Vice President	Charles E. Seaton	211 Pettigrew Savannah, GA 31411
Executive Vice - President/Chief Financial Officer/ Secretary/Treasurer	Robert Van Patten	116 Ginger Forest Ct. Edwardsville, IL 62025
Vice President	Robert Lurie	1250 Westmoor Winnetka, IL 60093
Vice President - Operations	William J. Rigby	225 N. Michigan Avenue Chicago, IL 60601
Assistant Secretary/ Controller	Gerard W. Winterbottom	3 Parkview Drive St. Peters, MO 63376
Assistant Secretary	Lucas D. Clay	908 Wilmington Ireland Rd. Savannah, GA 31410
Assistant Secretary	Mary Beth Vieha	2909 N. Sheridan Rd. Chicago, IL 60657
Assistant Secretary	Susan Obuchowski	2 N. Riverside Plaza Chicago, IL 60606

RIDER  
DIRECTORS

<u>Name</u>	<u>Street Address</u>
Robert Van Patten	116 Ginger Forest Court Edwardsville, IL 62025
Charles E. Seaton	211 Pettigrew Savannah, GA 31411
Joseph P. Sullivan	6145 North Sheridan Road Chicago, IL 60660
Jay D. Proops	10 Longmeadow Road Winnetka, IL 60093

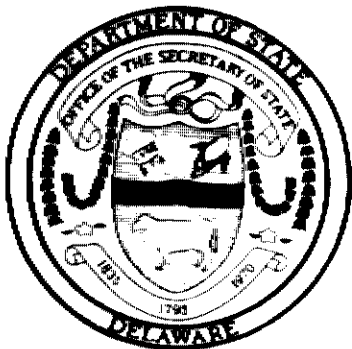


Nov 18 9 36 AM '87  
SECRETARY OF STATE

### Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY VIGORO INDUSTRIES, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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757296129

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: |1442811

DATE: 10/23/1987