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State of Idaho

Department of State

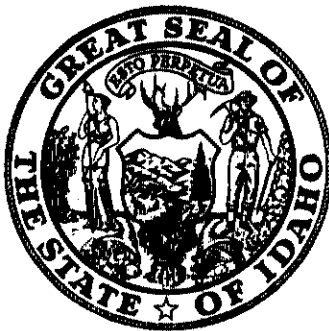
CERTIFICATE OF INCORPORATION OF

GROSS SEED CO.

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 the above named corporation, 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: March 09, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sherry Davies

RECEIVED
SEC. OF STATE
ARTICLES OF INCORPORATION OF
GROSS SEED CO.
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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of legal age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I.

Name

The name of the corporation shall be Gross Seed Co.

II.

Duration

The period of existence and duration of the corporation shall be perpetual.

III.

Corporate Purpose

The purpose for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

IV.

Authorized Capital Stock

The corporation shall have 1,000 shares of no par value common stock. Each share shall have the same rights, privileges and voting power and shall be non-assessable.

V.

Registered Office

The location and post office address of the registered office of the corporation shall be 20285 Travis Road, P.O. Box 241, Wilder, Idaho 83676.

VI.

Registered Agent

The name of the registered agent of the corporation is C. Douglas Gross.

VII.

Directors

There shall be two (2) directors of the corporation, but the number of directors may be increased or decreased from time to time as provided by the Bylaws. The names and post office addresses of the initial directors, named by the incorporators, are as follows:

<u>Name</u>	<u>Post Office Address</u>
C. Douglas Gross	P.O. Box 241 Wilder, ID 83676
Judith A. Gross	P.O. Box 241 Wilder, ID 83676

The initial directors shall serve until the first election of directors.

VIII.

Incorporators

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>
C. Douglas Gross	P.O. Box 241 Wilder, ID 83676
Judith A. Gross	P.O. Box 241 Wilder, ID 83676

IX.

Bylaws

The Board of Directors, by a majority vote, shall have the power to adopt Bylaws, and to repeal and amend Bylaws.

X.

Director Conflicts of Interest

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way 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 such 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; and the director of the corporation who is also 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 such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of said corporation have executed these Articles of Incorporation this 4th day of March, 1992.


C. Douglas Gross


Judith A. Gross

STATE OF IDAHO)
 :SS
County of Canyon)

On the 4th day of March, 1992, before me,
the undersigned, a Notary Public in and for said State,
personally appeared C. DOUGLAS GROSS and JUDITH A. GROSS,
known or identified to me to be the persons whose names are
subscribed to the foregoing instrument, and acknowledged to
me that they executed the same.

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

(SEAL)

Cindy Abbott
Notary Public for Idaho
Residing at Idaho, Idaho
Commission Expires: 10-10-92