

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
AGRA FOUNDATIONS, INC.**

File Number C 140124

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: August 2, 2001f



Pete T. Cenarrusa
SECRETARY OF STATE

By *Kim Hunter*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

6-2 4110:10

STATE OF IDAHO

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is AGRA Foundations, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is June 8, 1981
5. The address of its principal office is 801 - 6th Avenue S.W., 900 Monenco Place
Calgary, Alberta, Canada T2P 3W3
6. The address to which correspondence should be addressed, if different from item 5, is _____
7. The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street,
Boise, Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Mike Hadzariga</u>	<u>President/Director</u>	<u>10108 - 32nd Ave. West</u> <u>Everett, WA 98204</u>
<u>Randolph Settlege</u>	<u>V.P./Director</u>	<u>10108 - 32nd Ave. West</u> <u>Everett, WA 98204</u>
<u>Charles Lammers</u>	<u>V.P., Finance</u>	<u>7708 Wagner Road</u> <u>Edmonton, AB T6E 5B2</u>
<u>Sean James</u>	<u>Secretary</u>	<u>801 - 6th Avenue S.W.</u> <u>Calgary, AB T2P 3W3</u>

Dated: July 16, 2001

AGRA Foundations, Inc.

(Corporation name)

By

Sean James

Its

Secretary

(specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

Revised 7/97 g:\corpforms\CA.pms

IDAHO SECRETARY OF STATE
08/02/2001 05:00
CK: 138823884 CT: 38212 BH: 411269
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C140124

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGRA FOUNDATIONS, 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 TWENTY-FIFTH DAY OF JULY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1262983

DATE: 07-25-01