



CERTIFICATE OF INCORPORATION
OF

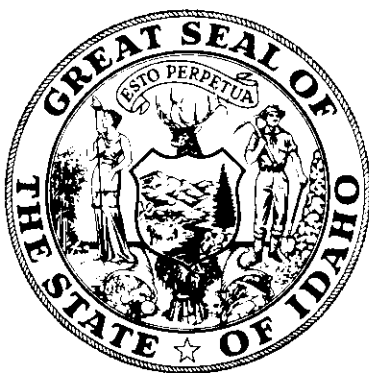
UPPER VALLEY FARM SERVICE, INC.

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 UPPER VALLEY FARM SERVICE, INC.

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: December 19, 1983



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
UPPER VALLEY FARM SERVICE, INC.

DEC 13 9 28 AM '83

The following Articles of Incorporation are hereby adopted pursuant to the Idaho Business Corporation Act:

1. Name.

The name of the corporation is:
UPPER VALLEY FARM SERVICE, INC.

2. Duration.

The corporation shall have perpetual duration.

3. Purposes.

The corporation is formed for the purposes of general retail sales of fertilizer and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. Authorized Shares; Classes of Stock.

A. The corporation shall be authorized to issue 100,000 shares of a par value of \$1.00 per share, divided into classes as follows:

- (1) 50,000 Shares of Class A Common Stock.
- (2) 50,000 Shares of Class B Common Stock.

B. The following is a statement of the rights, voting power, preferences, and restrictions granted to or imposed upon the shares of each class:

(1) VOTING. Each share of Class A Common Stock shall be entitled to one vote on all matters submitted to the shareholders. Shares of Class B Common Stock shall not be entitled to vote, except on special corporate matters described in balance of this subsection, and as to those matters each share of Class B Common Stock shall be entitled to one vote. In addition there must be approval by the holders of Class B Common shares, as a class, to amend, alter, or repeal any provisions of the Articles of Incorporation which are protective provisions for the holders of Class B Common Stock. There must be approval of the holders of Class B Common shares, as a class, to approve merger or consolidation with any other corporation or

corporations; to approve selling, leasing, or otherwise disposing of all or substantially all of the corporations' assets; to dissolve, liquidate, or wind up the affairs of this corporation; to increase the authorized amount of Class A Common or Class B Common; or to create new classes of stock or alter the attributes of existing classes as described herein.

(2) DIVIDENDS. No Stock shall have preference as to the payment of dividends.

(3) REDEMPTION. The corporation shall have the right and power to enter into stock retirement agreements with shareholders to redeem shares in the event of death or disability of a shareholder.

(4) LIQUIDATION. No Stock shall have preference in the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary. Distribution shall be made pro rata among outstanding shares of Common Stock, both Class A Common and Class B. Common.

(5) PREEMPTIVE RIGHTS. If the issuance of additional shares of stock be authorized, preemptive rights shall apply only to the holders of the same class of stock for which additional shares will be issued.

C. All stock, including Class A Common and Class B Common, when fully paid, shall be non-assessable.

5. Registered Agent and Office.

The name of the initial registered agent and the address of the initial registered office of the corporation are:

Max G. Parkinson
Route 2, Box 267
Rexburg, Idaho 83440

6. Directors.

The initial Board of Directors shall consist of three directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Max G. Parkinson	Route 2, Box 267 Rexburg, Idaho 83440
Craig Carter	Sugar City, Idaho 83448

Rex Hughes


51 North Second West
P.O. Box 119
Teton, Idaho 83451

7. Incorporator.

The name and address of the incorporator is:

Max G. Parkinson
Route 2, Box 267
Rexburg, Idaho 83440

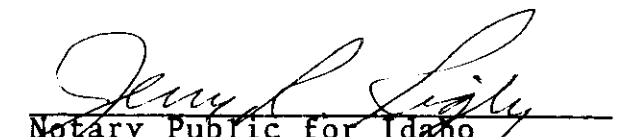
DATED This 16th day of December, 1983.


Max G. Parkinson

STATE OF IDAHO,)
 ss.
County of Madison.)

On this 16th day of December, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared Max G. Parkinson, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he 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.


Notary Public for Idaho
Residing at Rexburg, Idaho
My Commission Expires: Life.