

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

NORGEDCO, INC.

a corporation duly organized and existing under the laws of **Oregon** 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 **30th** day of **August**, 1965, a properly authenticated copy of its articles of incorporation, and on the **30th** day of **August** 1965, a designation of **Paul G. Knarr** in the County of **Owyhee** 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 **30th** day of **August**, A.D. 1965.

ARNOLD WILLIAMS
Secretary of State

By:
Deputy Secretary of State.



Department of Commerce Corporation Division

I, Frank J. Healy, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation and all amendments thereto of NORSEDCO, INC.

..... with the originals thereof now on file in my office; that the same are correct transcripts therefrom and of the whole thereof; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

In Testimony Whereof, I have hereunto set my hand and
affixed hereto the seal of the Corporation Division of
the Department of Commerce of the State of Oregon
this 18th day of August, 19 65.



Frank J. Healy
Corporation Commissioner

By John J. Engen
Chief Clerk

FILE NO. 59347

FILED

IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON

FRANK J. HEALY
CORPORATION COMMISSIONER

ARTICLES OF INCORPORATION
OF
ADRIAN FEED CO., INC.

We, EARL WINN, PAUL G. KNARR and DUDLEY L. KURTZ, the undersigned, natural persons of the age of twenty-one (21) years or more, acting as incorporators under the Oregon Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be ADRIAN FEED CO., INC., and its duration shall be perpetual.

ARTICLE II

The object of this corporation, and the business in which it proposes to engage is as follows:

(a) To acquire farm properties and other real estate, by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, seed, hay, forage and all kinds of farm produce and products of the soil; to breed, raise, buy, pasture, prepare for market, sell and deal in livestock of all kinds; to engage in dairying and the poultry and market gardening business; to acquire and maintain shops, stores, stocks, stands and all other conveniences and equipment suitable for the vending of its products; in general, to conduct in all of their several departments and branches, the business of farmers, dairymen, stock raisers and seed producers.

As principal, commission merchant or agent, to buy, store, sell, ship, import, export and deal in produce, grain, hay, stock, roots, livestock, feeds, fertilizers, seeds, spraying mixtures, farm implements, machinery, supplies and produce of all kinds; and to deal in all goods, wares and merchandise used in connection therewith, and

in all by-products thereof.

(b) To manufacture, purchase, buy, sell, and deal in or with flour, feeds and any and all products of grain or similar products; and to acquire, purchase, lease, own, hold, use and operate any and all mills, factories, warehouses, storage houses, elevators, stores, machinery, equipment or facilities necessary thereto.

(c) To conduct a general warehouse business and to haul, carry and transport produce, commodities, goods, wares and merchandise of all types and description.

(d) To purchase, acquire, construct, own, operate, hold, use, improve, rent, lease, mortgage or otherwise encumber and sell and otherwise dispose of and deal in all kinds of and interests in real property.

(e) To purchase, acquire, construct, own, operate, hold, use, improve, rent, lease, mortgage or otherwise encumber and sell and otherwise dispose of and deal in all kinds of personal property and interests therein.

(f) To borrow money for the general or specific purposes of this corporation, and to make, execute and deliver promissory notes, bonds, or other evidences of indebtedness; to mortgage, pledge, hypothecate and give in trust any or all of the property of this corporation to secure the payment of such indebtedness, or any part thereof; to execute and deliver any guaranty for the payment of money and the performance of any obligation or undertaking; and to issue on commission or otherwise, subscribe for, take, acquire, hold, sell, exchange and deal in shares of stock, including shares of stock of this corporation, bonds, obligations, securities of any government, state or political subdivision thereof, corporation, firm, partnership or individual, and to accept, endorse, discount, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures, coupons, and other negotiable instruments and securities; to issue warrants

and receipts to corporations, firms, partnerships or individuals warehousing goods with the corporation, and to lend money upon the security of such goods.

(g) To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the Purposes set forth in Article II hereof.

(h) To act as agent for others in the purchase, sale, and handling of real and personal property, of every kind and nature, and in the transaction of any business not prohibited by law.

(i) To carry on and undertake any business, undertaking, transaction or operation commonly carried on and undertaken by capitalists, promoters, financiers, investors, and investment companies, concessionaries, contractors for public or other work, merchants and any other business which may seem to the corporation capable of being conveniently carried on in connection with the business hereinabove mentioned or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's properties or rights, and to enter into partnership agreements or joint ventures or other relationships with other corporations or individuals for the conduct or transaction of any such business or the performance of any such contracts or undertakings.

(j) To do each and everything necessary, suitable, convenient or proper for the accomplishment of the purposes or the attainment of any one of all of the objects hereinbefore enumerated or incidental to the powers herein named or which at any time shall appear conducive thereto or expedient for the protection or benefit of the corporation, either as a holder of or as interested in any property or otherwise; to do and perform every kind of business and corporate act permitted

by law under Articles of Incorporation of this character, whether or not such business or act is included among the purposes hereinabove specified.

ARTICLE III

The aggregate number of shares which the corporation shall be authorized to issue is two thousand (2,000) shares of capital stock, each of the par value of One hundred and 00/100 (\$100.00) Dollars.

ARTICLE IV

The corporation will not commence business until not less than One thousand and 00/100 (\$1,000.00) Dollars has been received by it as consideration for the issuance of its shares.

ARTICLE V

The address of the initial registered office of the corporation is 106 Main Street, Nyssa, Oregon, and the name of its initial registered agent at such address is Harold Henigson.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Earl Winn	Adrian, Oregon
Paul G. Knarr	Adrian, Oregon
Dudley L. Kurtz	Route 1 Nyssa, Oregon

ARTICLE VII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Earl Winn	Adrian, Oregon
Paul G. Knarr	Adrian, Oregon
Dudley L. Kurtz	Route 1 Nyssa, Oregon

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 31st day of July, A.D., 1957.

Earl Winn

(SEAL)

Paul G. Knarr

(SEAL)

Dudley L. Kurtz

(SEAL)

STATE OF OREGON)
) ss.
County of Malheur)

I, Harold Henigson, a notary public for Oregon, hereby certify
that on the 31st day of July, A.D., 1957, personally appeared before
me Earl Winn, Paul G. Knarr and Dudley L. Kurtz who being by me first
duly sworn, severally declared that they are the persons who signed
the foregoing document as incorporators, and that the statements
therein contained are true.

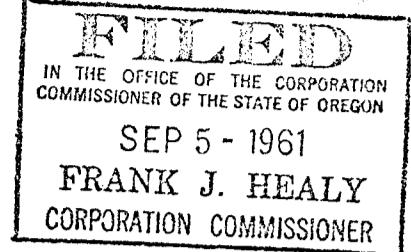
Harold Henigson
Notary Public for Oregon
My Commission Expires 9/3/59

FILE NO.

59347

Articles of Amendment
to the

Articles of Incorporation
of



ADRIAN FEED CO. INC.

Pursuant to the provisions of ORS 57.370 of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation isAdrian Feed Co., Inc.....

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation onAugust 23....., 19.61., in the manner prescribed by the Oregon Business Corporation Act, and the text of the amendment is as follows:

That the name of the aforementioned corporation be changed
from Adrian Feed Co., Inc. to NORSEDCO, INC.

Article I is amended to read as follows:

ARTICLE I

The name of this corporation shall be
NORSEDCO, INC., and its duration shall be
perpetual.

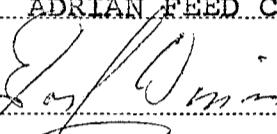
3. The number of shares of the corporation outstanding at the time of such adoption was ... 910, and the number of shares entitled to vote thereon was 910, the number of shares voted for such amendment was 910, and the number of shares voted against such amendment was ... none

4. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows: none

Dated August 25 19.61.

..... ADRIAN FEED CO. INC.

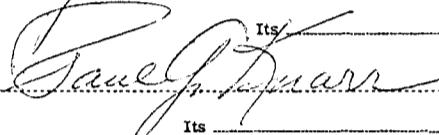
By



Its

President

and



Its

Secretary

IDAHO
STATE OF OREGON
County of Canyon

} ss.

I, Jerry D. Stone , a notary public, do hereby certify that on this 25th day of August , 19.61, personally appeared before me Earl Winn and Paul G. Knarr , who each being by me first duly sworn, severally declared that they are the President and Secretary, who signed the foregoing document as such officers of said corporation, and that the statements therein contained are true.


Notary Public for Oregon Idaho

My commission expires: January 1, 1962