

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
ZACHARISEN SEED, INC.**

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The undersigned, in order to form a Corporation under the provisions of **FILE 30, Chapter 1, Idaho Code**, submits the following articles of incorporation to the Idaho Secretary of State.

**ARTICLE I
Name of the Corporation**

The corporation's name is Zacharisen Seed, Inc.

**ARTICLE II
Authorized Shares**

2.1 Number of Shares. The corporation is authorized to issue 1,000 shares of no par value common stock.

2.2 Rights of Common Stock. The holders of the common stock shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution.

2.3 Preemptive Rights. The corporation elects to have preemptive rights.

2.4 Voting of Common Stock. Except as otherwise required by law, each outstanding share of common stock is entitled to one vote on each matter voted on at a shareholder's meeting.

**ARTICLE III
Registered Office Address and Agent**

The address of the registered office of the corporation is 2103 Ranch Road, Nampa, ID 83686. The name of the registered agent at such address is Mark H. Zacharisen.

**ARTICLE IV
Incorporator**

The name and address of the Incorporator are:

Mark H. Zacharisen
2103 Ranch Road
Nampa, ID 83686

**ARTICLE V
Address for Notices**

The mailing address of the corporation is: 2103 Ranch Road, Nampa, ID 83686.

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ARTICLE VI
Board of Directors

6.1 Number of Directors. There shall be a minimum of two (2) and a maximum of five (5) Directors of the corporation. There shall be two (2) initial Directors of the corporation, whose names are as follows: Mark Zacharisen and Karen Zacharisen.

6.2 Vacancy. Any vacancy occurring in the Board of Directors, including any directorship to be filled by reason of any increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors, although less than a quorum of the Board of Directors, or by the sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office, if any.

ARTICLE VII
Liability of Directors

No Director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a Director; provided that this Article VII shall not eliminate the liability of a Director for any act or omission for which such elimination of liability is not permitted under the provisions of Title 30, Chapter 1, Idaho Code.

ARTICLE VIII
Indemnification

8.1 Indemnification. The corporation shall indemnify any Director or officer of the corporation made a party to a proceeding because the person is or was a Director or an officer of the corporation against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any Director or officer from or on account of (1) any breach of the Director's or officer's duty of loyalty to the corporation, (2) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, (3) any unlawful distribution, or (4) any transaction from which the Director or officer derived an improper personal benefit.

8.2 Advancement of Expenses. The corporation shall pay for or reimburse the reasonable expenses incurred by a Director or an officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted.

Dated: 29 Aug, 2007

SIGNATURE OF INCORPORATOR:


Mark H. Zacharisen

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