



CERTIFICATE OF INCORPORATION  
OF

J.S. CO.

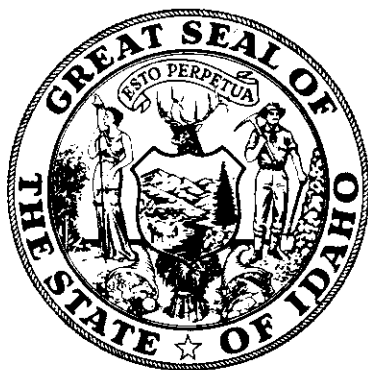
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

J.S. CO.

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: **February 14, 1983**



SECRETARY OF STATE

by: \_\_\_\_\_

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ARTICLES OF INCORPORATION

SECRETARY OF  
STATE

J.S. CO.

The undersigned, being over the age of eighteen (18), acting as incorporators of a Corporation under the Idaho Business Corporation Act hereby adopt, in duplicate, the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

J.S. CO.

ARTICLE II

DURATION OF CORPORATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III

CORPORATE PURPOSES

The purpose or purposes for which the Corporation is organized are:

Section 1.

To grow, process and market improved seed, patented and proprietary varieties, under its own registered trade names and under private labels of others.

Section 2.

In general, to carry on any lawful business whatsoever in connection with the foregoing which is

calculated, directly or indirectly, to promote the interests of the Corporation or to enhance the value of its properties.

### Section 3.

To engage in and carry on any lawful business or trade, regardless of whether or not said business or trade is directly or indirectly related to the business referred to in subsection 1 of this Article and to exercise all powers granted to a corporation formed under the Idaho Business Corporation Act, including any amendments thereto or successor statute that may hereinafter be enacted.

## ARTICLE IV

### CAPITALIZATION

The total authorized number of shares of this corporation shall consist of 20,000 shares of Non-Voting, Non-Cumulative Preferred Stock of the par value of \$1.00 each (hereinafter referred to as "Preferred Stock") and 30,000 shares of Voting Common Stock of the par value of \$1.00 each. The relative rights, voting power, preferences and restrictions granted to or imposed upon the shares of each class of the corporation are as follows:

#### A. Non-Cumulative Preferred Stock

(1) Dividends. The holders of Preferred Stock shall be entitled to receive out of funds legally available for the declaration of dividends, cash dividends at the rate of \$6.00 per annum per share, such dividends to be payable quarterly not later than the last business day of each calendar quarter. Dividends on the Preferred Stock shall start to accrue from the first day of each quarter and shall not be cumulative. However, before any distribution in any calendar quarter to the Common Stockholders, or to the holders of any other shares ranking junior in right to payment of dividends to the Preferred Stock, dividends on the Preferred Stock for such calendar quarter shall be paid or shall be declared and set apart for payment.

(2) Liquidation Preference. In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of Preferred Stock shall be entitled to receive in cash, out of the assets of the corporation, an amount equal to \$100.00 per share for each outstanding share of Preferred Stock and, in addition to such amount, a further amount equal to the dividends accumulated and unpaid thereon from the beginning of the calendar quarter to the date of such distribution, before any

payment shall be made or any assets distributed to the holders of Common Stock or any other shares junior to the Preferred Stock as to distribution of assets on such liquidation, dissolution or winding up; provided that if the assets of the corporation are insufficient to pay such \$100.00 per share plus such accumulated but unpaid quarterly dividends for each outstanding share of Preferred Stock, such lesser (but equal) amount as is available for distribution shall be paid for each share of Preferred Stock outstanding. A consolidation or merger of the corporation or a sale of all or substantially all of the assets of the corporation shall not be deemed to be a liquidation, dissolution or winding up within the meaning hereof.

(3) Redemption. The Preferred Stock, or any part thereof, may be redeemed by the corporation at its option at any time at the redemption price of \$100.00 per share. If less than all of the Preferred Stock is to be redeemed, the corporation shall select the shares to be redeemed on a pro rata basis among all holders of Preferred Stock, to the nearest full share, or as the corporation and the Preferred Shareholders may otherwise agree. The corporation shall effect each such redemption of Preferred Stock by giving 30 days notice by mail, first-class postage prepaid, to the holders of record of the Preferred Stock to be redeemed.

(4) No Voting Rights. The holders of record of Preferred Stock shall be entitled to notice of and to attend all meetings of the shareholders of the corporation, but shall not be entitled to vote their shares of Preferred Stock.

(5) No Conversion Right. The Preferred Stock shall not be convertible into shares of Common Stock of the corporation.

B. Voting Common Stock. Subject to the provisions of this Article IV, the holders of Common Stock shall be entitled to receive dividends as declared by the Board of Directors out of funds legally available for such purpose. In event of liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, or a distribution of its assets to its shareholders, other than by dividends from funds legally available therefor, and other than payments made upon redemption or purchase of shares of the corporation, after payment in full of the amounts which the holders of Preferred Stock are entitled to receive in such event, the remaining assets of the corporation shall be distributed ratably to the holders of the Common Stock. Each holder of record of Common Stock shall be entitled to one vote for each share held.

C. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer and dispose of its own shares to the extent of both its unrestricted and unreserved capital surplus.

ARTICLE V  
PREEMPTIVE RIGHTS

The owners of shares of voting common stock of the Corporation shall be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

ARTICLE VI  
NO CUMULATIVE VOTING

Each shareholder entitled to vote at any election for Directors shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, and ~~no~~ shareholder shall be entitled to cumulate his votes.

*as per  
Kathy*

ARTICLE VII  
GENERAL PROVISIONS

Section 1.

The Board of Directors shall have full power to adopt, alter, amend, or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend, or repeal the Bylaws.

Section 2.

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

Section 3.

The Corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its Directors, officers, and shareholders and with Corporations, associations, firms, and entities in which they are or may be or become interested as Directors, officers, shareholders, members, or otherwise, as freely as though such adverse

interests did not exist, even though the vote, action, or presence of such Director, officer, or shareholder may be necessary to obligate the Corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be avoided and no such Director, officer, or shareholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of Directors and officers of the Corporation (but not in the case of shareholders who are not Directors or officers), the nature of the interest of such Director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a Director or officer of the Corporation is interested in any Corporation, association, firm, or entity shall be sufficient disclosure as to such Director or officer with respect to all contracts and transactions with that Corporation, association, firm, or entity.

#### ARTICLE VIII

##### REGISTERED OFFICE AND ADDRESS

The address of the initial registered office of the Corporation is West 5300 Jacklin Avenue, Post Falls, Idaho, 83854, and the name of its initial registered agent at such address is Duane A. Jacklin.

#### ARTICLE IX

##### BOARD OF DIRECTORS

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be prescribed in the Bylaws, but the number of first Directors shall be three (3), and they shall serve until the first annual meeting of shareholders or until their successors are elected and qualified; the names and post office addresses of the first Directors are as follows:

<u>Name</u>	<u>Address</u>
Duane A. Jacklin	West 5300 Jacklin Avenue Post Falls, Idaho 83854

Doyle W. Jacklin

West 5300 Jacklin Avenue  
Post Falls, Idaho 83854

Donald Jacklin

West 5300 Jacklin Avenue  
Post Falls, Idaho 83854

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Name

Address

Duane A. Jacklin

West 5300 Jacklin Avenue  
Post Falls, Idaho 83854

Executed in duplicate this 11th day of February, 1983.

  
DUANE A. JACKLIN