



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 Articles of Merger whereby HAINES COMMERCIAL ELEVATOR COMPANY is merged with and into FARM CHEMICALS OF OREGON, INC., which latter is the surviving corporation, the name of the surviving corporation being changed to FARM CHEMICALS, INC.

with the record now on file in my office, and that the same is a correct transcript therefrom, and of the whole thereof. I further certify that this authentication is in due form and by the proper officer.

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 25th day of October , 19 68 .



Frank J. Healy

Corporation Commissioner

By

A handwritten signature in dark ink, appearing to read "John H. Hargis".

Chief Clerk

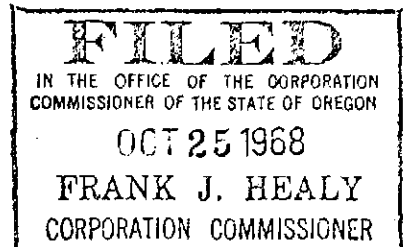
FILE NO. 64442

ARTICLES OF MERGER

OF

DOMESTIC AND FOREIGN CORPORATIONS

* * * * *



The undersigned corporations, pursuant to Section 57.458 of the Oregon Revised Statutes, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized, are as follows:

<u>NAME OF CORPORATION</u>	<u>STATE OF INCORPORATION</u>
FARM CHEMICALS, INC.	Washington
DAVENPORT CHEMICALS, INC.	Washington
HAINES COMMERCIAL ELEVATOR COMPANY	Oregon
FARM CHEMICALS OF OREGON, INC.	Oregon

SECOND: The laws of the State of Washington under which such foreign corporations are organized, permit such merger.

THIRD: The name of the surviving corporation is FARM CHEMICALS OF OREGON, INC. and it shall be governed by the laws of the State of Oregon; following the merger its name shall be FARM CHEMICALS, INC.

FOURTH: The Agreement and Plan of Merger and Reorganization attached hereto and incorporated herein was duly adopted by the Boards of Directors of each corporation and thereafter approved by the shareholders of the undersigned domestic corporations in the manner prescribed by the Oregon Revised Statutes, and was approved by the undersigned foreign corporations in the manner prescribed by the laws of the State of Washington.

AGREEMENT AND PLAN OF MERGER
AND REORGANIZATION

THIS AGREEMENT AND PLAN OF MERGER AND REORGANIZATION (hereinafter called "Agreement") this 31st day of March, 1968 between Farm Chemicals, Inc. (hereinafter called "Wash"), a Washington corporation, Davenport Chemicals, Inc. (hereinafter called "Davenport"), a Washington corporation, Haines Commercial Elevator Company (hereinafter called "Haines"), an Oregon corporation and Farm Chemicals of Oregon, Inc. (hereinafter called "Farm Chemicals"), an Oregon corporation, made as follows:

WHEREAS, Shell Oil Company, a Delaware corporation, is the sole shareholder of all the outstanding shares of capital stock of Wash and Farm Chemicals and Wash is the sole shareholder of all the outstanding shares of capital stock of Davenport and Haines and Shell Oil Company and the Directors of Wash, Farm Chemicals, Davenport and Haines believe that it will be in the best interests of each corporation that Wash, Davenport and Haines be merged into Farm Chemicals (the four corporations hereinafter sometimes collectively called "Constituent Corporations");

WHEREAS, the Constituent Corporations desire to enter into a reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1954 and plan of merger pursuant to Section 23A.20.040 of the Washington Business Corporation Act and Section 57.455 of the Oregon Revised Statutes.

NOW, THEREFORE, in consideration of the mutual understandings herein set forth, the Constituent Corporations agree as follows:

(1) That Wash, Davenport and Haines will be on the effective date of the merger, merged into Farm Chemicals (hereinafter sometimes called "Surviving Corporation")

(2) The name of Farm Chemicals, the Surviving Corporation, shall be changed to "Farm Chemicals, Inc.";

(3) On the effective date of the merger, the By-Laws of Farm Chemicals and the Articles of Incorporation of Farm Chemicals as amended by this Agreement shall be the By-Laws and Articles of Incorporation of the Surviving Corporation;

(4) The directors and officers of the Surviving Corporation shall be the same as the present officers and directors of Farm Chemicals;

(5) The authorized number of shares of capital stock of the Surviving Corporation is 2,500 shares of common stock of \$100 per share par value, of which 1,826 shares will be issued and outstanding;

(6) Upon this merger becoming effective:

(a) The Surviving Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Constituent Corporations, except as otherwise herein provided by law;

(b) The Surviving Corporation shall be vested with all property, real, personal, or mixed, and all debts due to the Constituent Corporations on whatever account as well as all other things in action or belonging to the Constituent Corporations;

(c) All and singular, the property, rights, privileges, powers, and franchises of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate, whether by deed or otherwise vested in any of the Constituent Corporations, shall not renew or in any way be impaired by reason of this merging, but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired limited in lien to the property affected by such liens immediately prior to the effective date of the merger; and all debts, liabilities, obligations, and duties of the Constituent Corporations shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations, and duties had been incurred or contracted by it; and

(d) Such other rights and obligations as provided for in Section 23A.20.060 and 23A.20.070 of the Washington Business Corporation Act and in Section 57.455 of the Oregon Revised Statutes.

(7) From time to time as and when requested by the Surviving Corporation or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order more fully to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises referred to in paragraph 6 thereof and otherwise to carry out the intent and purposes of this Agreement. For the convenience of the parties and to facilitate the filing and recording of this Agreement, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument;

(8) The capital stock of Wash, Davenport and Haines shall be cancelled, and the 1,826 shares of the Surviving Corporation shares held by Shell Oil Company shall remain issued and outstanding after the merger;


(9) The registered office of the Surviving Corporation, in the State of Oregon shall be

ATHENA, OREGON


(10) Following the adoption of this Agreement by the shareholders of each of the Constituent Corporations, the merger and reorganization of the Constituent Corporations shall be effective as of March 31, 1968 upon the issuance of a certificate of merger by the Secretary of State of the State of Oregon, pursuant to Sections 57.470 and 57.475 of the Oregon Revised Statutes.

IN WITNESS WHEREOF, this Agreement has been duly executed all as of the day and year first above written.


ATTEST:


Secretary


ATTEST:


Secretary

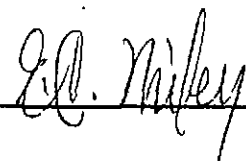
ATTEST:


Secretary

ATTEST:


Secretary

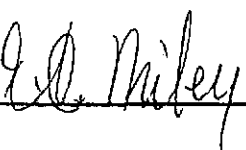
FARM CHEMICALS, INC.

By  x

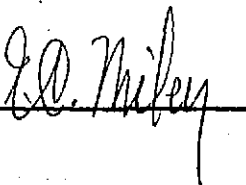
DAVENPORT CHEMICALS, INC.

By  x

HAINES COMMERCIAL ELEVATOR COMPANY

By  x

FARM CHEMICALS OF OREGON, INC.

By  x

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, all of which are of one class, not entitled to vote as a class and all of which voted unanimously in favor of such Agreement and Plan of Merger and Reorganization, are as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING, ALL VOTING IN FAVOR</u>
FARM CHEMICALS, INC.	65
DAVENPORT CHEMICALS, INC.	150
HAINES COMMERCIAL ELEVATOR COMPANY	100
FARM CHEMICALS OF OREGON, INC.	1,826

SIXTH: All provisions of the laws of the State of Oregon and the State of Washington applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its president or vice president and secretary or assistant secretary, as of the 27 day of September, 1968.

(CORPORATE SEAL)

FARM CHEMICALS, INC.

E. C. Miley
E. C. Miley - President

R. W. Cullen
R. W. Cullen - Assistant Secretary

(CORPORATE SEAL)

DAVENPORT CHEMICALS, INC.

Bruce McGuire
Bruce McGuire - President

R. W. Cullen
R. W. Cullen - Secretary

(CORPORATE SEAL)

HAINES COMMERCIAL ELEVATOR COMPANY

E. C. Miley
E. C. Miley - President

R. W. Cullen
R. W. Cullen - Secretary

(CORPORATE SEAL)

FARM CHEMICALS OF OREGON, INC.

E. C. Miley
E. C. Miley - President

R. W. Cullen
R. W. Cullen - Assistant Secretary

STATE OF OREGON

COUNTY OF UMATILLA

} SS.

I, *E. J. Myrick*

, a Notary Public, do hereby certify that

on this 27 day of September, 1968, personally appeared before me R. W. CULLEN, who declares he is the Assistant Secretary of FARM CHEMICALS, INC., a corporation organized under the laws of the State of Washington, one of the corporations executing the foregoing document, and who being by me first duly sworn, declared that he signed the foregoing document as such officer of said corporation and, that the statements therein contained are true.

E. J. Myrick

Notary Public

STATE OF OREGON

COUNTY OF UMATILLA

} SS.

I, *E. J. Myrick*

, a Notary Public, do hereby certify that

on this 27 day of September, 1968, personally appeared before me R. W. CULLEN, who declares he is the Secretary of DAVENPORT CHEMICALS, INC., a corporation organized under the laws of the State of Washington, one of the corporations executing the foregoing document, and who being by me first duly sworn declared that he signed the foregoing document as such officer of said corporation and that the statements therein contained are true.

E. J. Myrick

Notary Public

STATE OF OREGON

COUNTY OF UMATILLA

} SS.

I, E. J. Myers, a Notary Public, do hereby certify that on this 27 day of September, 1968, personally appeared before me R. W. CULLEN, who declares he is the Secretary of HAINES COMMERCIAL ELEVATOR COMPANY, a corporation organized under the laws of the State of Oregon, one of the corporations executing the foregoing document, and who being by me first duly sworn, declared that he signed the foregoing document as such officer of said corporation and, that the statements therein contained are true.

E. J. Myers
Notary Public

STATE OF OREGON

COUNTY OF UMATILLA

} SS.

I, E. J. Myers, a Notary Public, do hereby certify that on this 27 day of September, 1968, personally appeared before me R. W. CULLEN, who declares he is the Assistant Secretary of FARM CHEMICALS OF OREGON, INC., a corporation organized under the laws of the State of Oregon, one of the corporations executing the foregoing document, and who being by me first duly sworn declared that he signed the foregoing document as such officers of said corporation and that the statements therein contained are true.

E. J. Myers
Notary Public