



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

BALIVI CHEMICAL CORPORATION

was filed in the office of the Secretary of State on the **16th** day of **November** A.D., One Thousand Nine Hundred **Seventy-seven** and ~~will be~~ / duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada**

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 **16th** day of **November**, A.D., 19 **77**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
Of
BALIVI CHEMICAL CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a bona fide resident of the State of Idaho, of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and pursuant thereto certify as follows:

ARTICLE I

The name of this corporation shall be BALIVI CHEMICAL CORPORATION.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The objects and purposes for which this corporation is formed are: as principal, agent or otherwise, to do in any part of the world any and all things hereinafter set forth to the same extent as natural persons might or could do in furtherance thereof, but not in limitation of the general powers conferred by the laws of the State of Idaho. We expressly provide that this corporation shall have power:

(a) To purchase, take, hold, own, acquire by operation of law or otherwise, lease, mortgage or otherwise hypothecate any and all kinds of real and personal property or any interest therein or appurtenant thereto, and to sell or exchange any such real or personal property or any

interest therein, or to engage in any and all undertakings or business necessary, proper or convenient to the improvement or betterment of any real or personal property owned or acquired by this corporation.

(b) To engage in or carry on as manufacturer, wholesaler, or retailer the manufacture, sale or exchange of any and all kinds of goods, wares or personal property.

(c) To engage in or carry on any other manufacturing business.

(d) To engage in or carry on either a general wholesale or retail business of any and all kinds.

(e) To buy and sell at wholesale or retail any and all merchandise, goods, machinery or appliances sold in trade.

(f) To carry on and conduct a retail and wholesale agricultural chemical business.

(g) To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association, partnership or corporation.

(h) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal property of whatever kind or character, including, but not restricted to, debts, dues, demands, choses in action, evidences of debt, bonds, or stocks of other corporations or otherwise, both public and private.

(i) To contract with the United States of America, any foreign country, or with any state, city, county or other governmental subdivision.

(j) To borrow and lend money from and to any person, firm, partnership, association or corporation and to make, take or execute notes, mortgages, bonds, deeds of trust or other evidences of indebtedness to secure payment thereof.

ARTICLE V

The number of directors of this corporation as set out in the By-laws shall be not less than three (3) nor more than five (5). It is not necessary that a director be a shareholder of this corporation.

ARTICLE VI

Amendment of the By-laws of the corporation by the Board of Directors shall require majority approval of those directors present either in person or by proxy at a meeting of the Board of Directors duly called at which a quorum is present.

ARTICLE VII

The Board of Directors may create such committee or committees as it deems to be necessary or advisable with only such ~~power~~ and authority as is specifically defined in the resolution establishing such committee.

ARTICLE VIII

A. No shareholder shall have the right or power to sell his shares of common stock of the corporation, or any of them, or the certificates representing them, without first offering them to the other shareholders. In the event that any shareholder ("Selling Shareholder") shall receive a bona fide offer to purchase all or part of his common stock, which he desires to accept, he shall promptly given written notice thereof to the other shareholders, which notice shall contain the name and address of the purchaser, date of the offer, and the material terms and conditions thereof. Said notice ("Notice of Proposed Sale") shall constitute an offer to sell the Selling Shareholder's shares, or part of them to the other shareholders upon the terms and conditions contained in the offer tendered by the proposed purchaser. The other shareholders shall have the exclusive option (exercisable

(k) To purchase, exchange, or otherwise acquire and own the corporate common or preferred stocks, bonds, or other securities of any other corporation, public or private, and also to purchase, redeem, or otherwise acquire its own capital stock insofar as not contrary to the Constitution or laws of the State of Idaho, and to sell its own corporate common or preferred stock, bonds, debentures or other securities or evidences of indebtedness.

(l) To purchase or otherwise acquire letters patent, licenses, inventions, rights or privileges either in the United States or in any other part of the world, and to manufacture or produce, trade and deal in all machinery, articles, appliances or otherwise, capable of being manufactured, produced or traded in, by virtue of, or in connection with any letters patent, licenses, inventions, rights and privileges.

(m) To merge or consolidate with any corporation in such manner as may be permitted by law.

(n) In addition to the foregoing powers also to have all authority, power or right granted to corporations by the Constitution and laws of the State of Idaho and any amendment thereto.

(o) To do and perform every act or thing necessary to carry out the above enumerated purposes, calculated directly or indirectly to the advancement of the interest of said corporation and to the enhancement of the value of its stock or property of any kind or character.

ARTICLE IV

The registered office of this corporation and the principal place for the transaction of its business is hereby fixed as being at 4659 Enterprise, Boise, Ada County, Idaho, but such registered or principal office may be changed from time to time by action of the Board of Directors of this corporation.

by delivery of notice in writing to the Selling Shareholder within sixty (60) days after receipt of the Notice of Proposed Sale) to purchase from the Selling Shareholder the same number of shares at the same price and upon the same terms and conditions as contained in the offer to purchase tendered by the proposed purchaser. In the event that such offer does not contain a payment date the other shareholders shall pay for said shares within ninety (90) days after exercise of their option to purchase. In the event that the other shareholders shall fail to exercise their option to purchase within the time and in the manner hereinbefore provided, the Selling Shareholder shall give written Notice of Proposed Sale to the corporation and the corporation shall have the exclusive option (exercisable by delivery of notice in writing to the Selling Shareholder within ten (10) days after receipt of the Notice of Proposed Sale) to purchase from the Selling Shareholder the same number of shares at the same price and upon the same terms and conditions as contained in the offer to purchase tendered by the proposed purchaser. In the event that such offer does not contain a payment date the corporation shall pay for said shares within ninety (90) days after its exercise of its option to purchase. In the event that the corporation shall fail to exercise its option to purchase within the time and in the manner hereinbefore provided, the Selling Shareholder shall be free to complete the sale of such shares to the proposed purchaser upon the terms and conditions contained in the Notice of Proposed Sale submitted to the other shareholders and the corporation, provided that such sale is consummated within sixty (60) days after expiration of the 70-day total notice period provided above. If there is a change in the identity of the proposed purchaser, or in the price, terms or conditions of the offer, or in the event the sale to the proposed purchaser is not consummated in the manner and within the time hereinbefore provided, the Selling

Shareholder may not sell his common stock unless and until a new Notice of Proposed Sale shall be given by the Selling Shareholder to the other shareholders and the corporation in accordance with the procedure hereinbefore provided. Any attempted sale of stock in the corporation in violation of the provisions of this paragraph shall be void and of no force and effect and the corporation is an interested party expressly empowered to enforce a cancellation or nullification of such attempted sale.

B. No shareholder ("Encumbering Shareholder") shall otherwise give, alienate, or encumber in any manner his shares of the common capital stock of this corporation or any of them or the certificates representing them, to any other person without first obtaining the approval of the majority of the directors present, in person or by proxy, at a meeting of the Board of Directors duly called and at which a quorum is present. Any attempted transfer of stock in the corporation in violation of the provisions of this paragraph shall be void and of no force and effect and the corporation is an interested party expressly empowered to enforce a cancellation or nullification of ~~such~~ attempted transfer.

C. The Selling Shareholder (or Encumbering Shareholder) shall not participate, either as shareholder or director, in any decision made by the corporation pursuant to the provisions of subparagraphs A or B of Article VIII nor shall the Selling Shareholder (or Encumbering Shareholder) or his shares be included in determining the number of votes necessary for approval of such corporate decision.

ARTICLE IX

The stock certificates of the corporation shall reflect the above described restrictions on transfer of shares, as set out herein in Article VIII.

ARTICLE X

The authorized capital stock of this corporation is \$10,000.00 divided into 10,000 shares of common capital stock having a par value of \$1.00 per share. Each share of common capital stock shall be entitled to one vote and shall have dividend participating rights and shall be non-assessable. The common capital stock of this corporation shall possess pre-emptive rights as described herein. Upon the sale by the corporation of any unissued shares, the Board of Directors shall fix the price therefor and, prior to sale by the corporation to other persons, shall offer said unissued shares to the then existing shareholders who shall have the right, during the reasonable time to be fixed by the Board of Directors, to purchase such shares in proportion to the stock of the corporation which such shareholder then owns. Common stock of the corporation may not be sold for less than \$1.00 per share. A decision to sell unissued shares or to create a new class of stock of the corporation must be approved by all of the directors, in person or by proxy, at a regular meeting of the corporations' Board of Directors duly called and at which a quorum is present.

ARTICLE XI

Articles VIII and IX herein, and the provision of Article X regarding voting rights per share and the non-assessability of shares shall not be removed, modified or amended except by approval of all of the shareholders at a regular or special meeting of the shareholders called for such purpose, which purpose shall be stated in the notice of such meeting. All other provisions contained in these Articles of Incorporation may only be removed, altered or amended by approval of two-thirds (2/3rds) of the directors at a meeting of the Board of Directors duly called and at which a quorum is present, which removal, alteration or amendment must be stated in the notice of such meeting.

ARTICLE XII

In furtherance and not in limitation of the powers conferred by statutes, the Board of Directors of this corporation is expressly authorized:

- (a) To remove at any time any officer elected or appointed, by vote of a majority of the Board.
- (b) To repeal and amend the By-laws of the corporation and to adopt new By-laws.
- (c) To authorize and cause to be executed mortgages, liens or other encumbrances upon the real and personal property of the corporation.
- (d) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and losses of every character, or to use any such reserves in the manner allowed by the laws of the State of Idaho.
- (e) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding, having voting power given at a shareholders' meeting duly called for that purpose, the Board of Directors shall have power and authority to lease, sell or exchange all of the assets of the corporation upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its Board of Directors may deem expedient and for the best interests of the corporation.
- (f) To determine the amount and time of payment of any dividends out of any funds which may be lawfully used for such purpose.

ARTICLE XIII

The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts of this corporation.

ARTICLE XIV

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Darol Forsythe	2125 Ridgeview Way Boise, Idaho 83706
Charles R. Morgan	Route 4, Box 462 Idaho Falls, Idaho 83401
Harold D. Fredrick	5090 Chaps Place Boise, Idaho 83705

IN WITNESS WHEREOF, We, the incorporators, have hereunto set
our hands this 16 day of November, 1977.

Darol Forsythe
Darol Forsythe

Charles R. Morgan
Charles R. Morgan

Gerald D. Fredrick
Gerald D. Fredrick

STATE OF IDAHO) ss
County of Ada)

On this 16 day of November, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared DAROL FORSYTHE, CHARLES R. MORGAN and JEAROLD D. FREDRICK, known to me to be the persons whose names are subscribed to the within instrument and who acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Fred Ramey
Notary Public for Idaho
Residing at Boise, Idaho