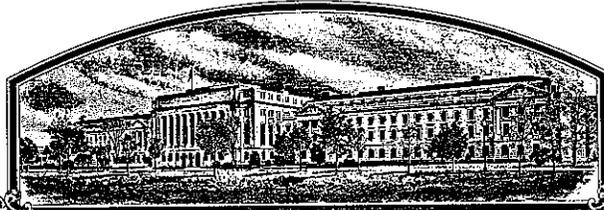


No.



8200146

# THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

## Musser Seed Co., Inc.

Whereas, THERE HAS BEEN PRESENTED TO THE  
**Secretary of Agriculture**

AN APPLICATION REQUESTING A CERTIFICATE OF PROTECTION FOR AN ALLEGED NOVEL VARIETY OF SEXUALLY REPRODUCED PLANT, THE NAME AND DESCRIPTION OF WHICH ARE CONTAINED IN THE APPLICATION AND EXHIBITS, A COPY OF WHICH IS HEREUNTO ANNEXED AND MADE A PART HEREOF, AND THE VARIOUS REQUIREMENTS OF LAW IN SUCH CASES MADE AND PROVIDED HAVE BEEN COMPLIED WITH, AND THE TITLE THERETO IS, FROM THE RECORDS OF THE PLANT VARIETY PROTECTION OFFICE, IN THE APPLICANT(S) INDICATED IN THE SAID COPY, AND WHEREAS, UPON DUE EXAMINATION MADE, THE SAID APPLICANT(S) IS (ARE) ADJUDGED TO BE ENTITLED TO A CERTIFICATE OF PLANT VARIETY PROTECTION UNDER THE LAW.

NOW, THEREFORE, THIS CERTIFICATE OF PLANT VARIETY PROTECTION IS TO GRANT UNTO THE SAID APPLICANT(S) AND THE SUCCESSORS, HEIRS OR ASSIGNS OF THE SAID APPLICANT(S) FOR THE TERM OF *eighteen* YEARS FROM THE DATE OF THIS GRANT, SUBJECT TO THE PAYMENT OF THE REQUIRED FEES AND PERIODIC REPLENISHMENT OF VIABLE BASIC SEED OF THE VARIETY IN A PUBLIC REPOSITORY AS PROVIDED BY LAW, THE RIGHT TO EXCLUDE OTHERS FROM SELLING THE VARIETY, OR OFFERING IT FOR SALE, OR REPRODUCING IT, IMPORTING IT, OR EXPORTING IT, OR USING IT IN PRODUCING A HYBRID OR DIFFERENT VARIETY THEREFROM, TO THE EXTENT PROVIDED BY THE PLANT VARIETY PROTECTION ACT (7 U.S.C. 1542, AS AMENDED, 7 U.S.C. 2321 ET SEQ.)

PEA

'Lacy Lady'



In Testimony Whereof, I have hereunto set my hand and caused the seal of the Plant Variety Protection Office to be affixed at the City of Washington this 30th day of December in the year of our Lord one thousand nine hundred and eighty-three.

Attest

*Kenneth A. Egan*  
Commissioner  
Plant Variety Protection Office  
Grain Division  
Agricultural Marketing Service

*John R. Block*

Secretary of Agriculture

**APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE**

(Instructions on reverse)

No certificate for plant variety protection may be issued unless a completed application form has been received (5 U.S.C. 553).

1. NAME OF APPLICANT(S) <b>MUSSER SEED CO., INC.</b>		2. TEMPORARY DESIGNATION	3. VARIETY NAME <b>LACY LADY</b>	
4. ADDRESS (Street and No. or R.F.D. No., City, State, and Zip Code) <b>P.O. BOX 1406 TWIN FALLS, IDAHO 83301 USA</b>		5. PHONE (Include area code) <b>208-734-2377</b>		<b>FOR OFFICIAL USE ONLY</b>
6. GENUS AND SPECIES NAME <b>PISUM SATIVUM</b>		7. FAMILY NAME (Botanical) <b>LEGUMINOSAE</b>		<b>PVPO NUMBER</b> <b>8200146</b>
8. KIND NAME <b>PEAS</b>		9. DATE OF DETERMINATION <b>JULY 1979-INCREASE STARTED APRIL 1980</b>		<b>FILING</b> DATE <b>7/26/82</b> TIME <b>2:00</b> <input type="checkbox"/> A.M. <input checked="" type="checkbox"/> P.M.
10. IF THE APPLICANT NAMED IS NOT A "PERSON," GIVE FORM OF ORGANIZATION (Corporation, partnership, association, etc.) <b>CORPORATION</b>		11. IF INCORPORATED, GIVE STATE OF INCORPORATION <b>IDAHO</b>		<b>FEES RECEIVED</b> AMOUNT FOR FILING \$ <b>500.00</b> DATE <b>7/26/82</b> AMOUNT FOR CERTIFICATE \$ <b>250.00</b> DATE <b>11/22/83</b>
12. DATE OF INCORPORATION <b>JANUARY 7, 1974</b>		13. NAME AND ADDRESS OF APPLICANT REPRESENTATIVE(S), IF ANY, TO SERVE IN THIS APPLICATION AND RECEIVE ALL PAPERS <b>LYNN B. KERR MUSSER SEED CO., INC. P.O. BOX 1406 TWIN FALLS, IDAHO 83301</b>		
14. CHECK APPROPRIATE BOX FOR EACH ATTACHMENT SUBMITTED				
a. <input checked="" type="checkbox"/> Exhibit A, Origin and Breeding History of the Variety (See Section 52 of the Plant Variety Protection Act.) <i>See 820816</i>		c. <input checked="" type="checkbox"/> Exhibit C, Objective Description of the Variety (Request form from Plant Variety Protection Office.)		
b. <input checked="" type="checkbox"/> Exhibit B, Novelty Statement		d. <input type="checkbox"/> Exhibit D, Additional Description of the Variety		
15. DOES THE APPLICANT(S) SPECIFY THAT SEED OF THIS VARIETY BE SOLD BY VARIETY NAME ONLY AS A CLASS OF CERTIFIED SEED? (See Section 83(a) of the Plant Variety Protection Act.) <input type="checkbox"/> Yes (If "Yes," answer items 16 and 17 below) <input checked="" type="checkbox"/> No				
16. DOES THE APPLICANT(S) SPECIFY THAT THIS VARIETY BE LIMITED AS TO NUMBER OF GENERATIONS? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		17. IF "YES" TO ITEM 16, WHICH CLASSES OF PRODUCTION BEYOND BREEDER SEED? <input type="checkbox"/> Foundation <input type="checkbox"/> Registered <input type="checkbox"/> Certified		
18. DID THE APPLICANT(S) FILE FOR PROTECTION OF THE VARIETY IN THE U.S. OR OTHER COUNTRIES? <input type="checkbox"/> Yes (If "Yes," give names of countries and dates) <input checked="" type="checkbox"/> No				
19. HAVE RIGHTS BEEN GRANTED IN THE U.S. OR OTHER COUNTRIES? <input type="checkbox"/> Yes (If "Yes," give names of countries and dates) <input checked="" type="checkbox"/> No				
20. The applicant(s) declare(s) that a viable sample of basic seeds of this variety will be furnished with the application and will be replenished upon request in accordance with such regulations as may be applicable. The undersigned applicant(s) is (are) the owner(s) of this sexually reproduced novel plant variety, and believe(s) that the variety is distinct, uniform, and stable as required in Section 41, and is entitled to protection under the provisions of Section 42 of the Plant Variety Protection Act. Applicant(s) is (are) informed that false representation herein can jeopardize protection and result in penalties.				
SIGNATURE OF APPLICANT <i>Lynn B. Kerr</i> LYNN B. KERR			DATE <b>JUNE 14, 1982</b>	
SIGNATURE OF APPLICANT			DATE <b>1</b>	

## INSTRUCTIONS

**General:** Send an original copy of the application and exhibits, at least 2,500 viable seeds, and \$500 fee (\$250 filing fee and \$250 examination fee) to U.S. Department of Agriculture, Agricultural Marketing Service, Livestock, Meat, Grain and Seed Division, Plant Variety Protection Office, National Agricultural Library Building, Beltsville, Maryland 20705. (See section 180.175 of the Regulations and Rules of Practice.) Retain one copy for your files. All items on the face of the form are self-explanatory unless noted below.

### Item

- 9 Give the date the applicant determined that he had a new variety based on (1) the definition in section 41(a) of the Act and (2) the date a decision was made to increase the seed.
- 14a Give: (1) the genealogy, including public and commercial varieties, lines, or clones used, and the breeding method; (2) the details of subsequent stages of selection and multiplication; (3) the type and frequency of variants during reproduction and multiplication and state how these variants may be identified and (4) evidence of uniformity and stability.
- 14b Give a summary statement of the variety's novelty. Clearly state how this novel variety may be distinguished from all other varieties in the same crop. If the new variety most closely resembles one or a group of related varieties: (1) identify these varieties and state all differences objectively; (2) attach statistical data for characters expressed numerically and demonstrate that these differences are significant; and (3) submit, if helpful, seed and plant specimens or photographs of seed and plant comparisons clearly indicating novelty.
- 14c Fill in the Exhibit C, Objective Description form, for all characteristics for which you have adequate data.
- 14d Describe any additional characteristics that are not described, or whose description cannot be accurately conveyed in Exhibit C. Use comparative varieties as is necessary to reveal more accurately the description of characteristics that are difficult to describe, such as plant habit, plant color, disease resistance, etc.
- 15 If "Yes" is specified (*seed of this variety be sold by variety name only as a class of certified seed*) the applicant may **NOT** reverse his affirmative decision after the variety has either been sold and so labeled, his decision published, or the certificate has been issued. However, if the applicant specified "No," he may change his choice. (See section 180.16 of the Regulations and Rules of Practice.)
- 16 See section 42 of the Plant Variety Protection Act and section 180.7 of the Regulations and Rules of Practice.





# Musser Seed Co., Inc.

TWIN FALLS, IDAHO P. O. BOX 1406 (208) 734-2377  
351 SOUTH PARK AVENUE WEST 83301  
SANTA MARIA, CALIF. P. O. BOX 527 (805) 928-2518  
706 SOUTH OAKLEY AVENUE 93456  
CALDWELL, IDAHO P. O. BOX 787 (208) 459-8243  
1403 CHICAGO STREET 83605

8200146

## LACY LADY

### Exhibit A:

This variety is the result of a cross between Wisc. 183 and an afile (semi-leafless) type released by the New York Experiment Station. It was selected in the 3rd, 4th and 6th generation. It was then tested for 2 generations before increase was started. The only variant thus far observed is a taller Non-afile type, seen for the first time this year. It occurred at the rate of about 1 plant in 10,000. *"NO OTHER OFF-TYPES HAVE BEEN FOUND WHICH SHOWS EXTREME STABILITY & UNIFORMITY. (PER APPLICANT'S LETTER OF 2/14/83) RJS."*

### Exhibit B:

As a semi-leafless or afile type, this variety is in a class with only a very few varieties. It is most similar to Novella and differs in being 20 cm taller and 1 day later. Novella also exhibits a slight degree of fasciation which Lacy Lady does not. *A RJS 2/24/83*



# Musser Seed Co., Inc.

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1403 CHICAGO STREET 83605

(208) 459-8243

July 7, 1983

8200146  
EXHIBIT B R.J.S.

Robert J. Snyder  
Plant Variety Protection Office  
National Agricultural Library Building  
Beltsville, Maryland 20705

We are sending the requested yield data from three locations. These locations were Twin Falls, Idaho; Wisconsin and Pennsylvania. The two varieties were replicated 4 times in each location. Each rep consisted of 100 seeds planted in 20 foot rows. Yields are the total of all reps.

In preparing these trials, we noted that Lacy Lady had larger seed than Nouvella (8 grams more weight per 100 seeds). Also, on emergence, a plant color and vigor differences were observed. Photos of the plots are enclosed. The first picture shows rows of each. Nouvella is darker green and smaller. The second picture shows a closeup of Nouvella plants and the third shows Lacy Lady. Note the greater degree of leaf marbling in Lacy Lady. The increased vigor of Lacy Lady was also reported from East Coast commercial plantings. The fourth picture shows the two varieties at bloom. Nouvella has a smaller plant with the concentrated, somewhat, fasciated plant type while Lacy Lady shows the larger plant with a much higher percentage of tendrils. RJS

The yield data is as follows:

	<u>Nouvella</u>	<u>Lacy Lady</u>
Twin Falls	3 lbs 5 oz	5 lbs 1½ oz
Wisconsin	2 lbs 15 oz	6 lbs 1½ oz
Pennsylvania	4 lbs 9½ oz	3 lbs 12½ oz

In the Twin Falls trial, we also recorded the Sieve size and Tenderometer data:

	SIEVE SIZE ( weight in grams)					Tenderometer
	1	2	3	4	5 (and over)	
Nouvella	7	27	37	77	62	101
Lacy Lady	6	15	30	54	90	95

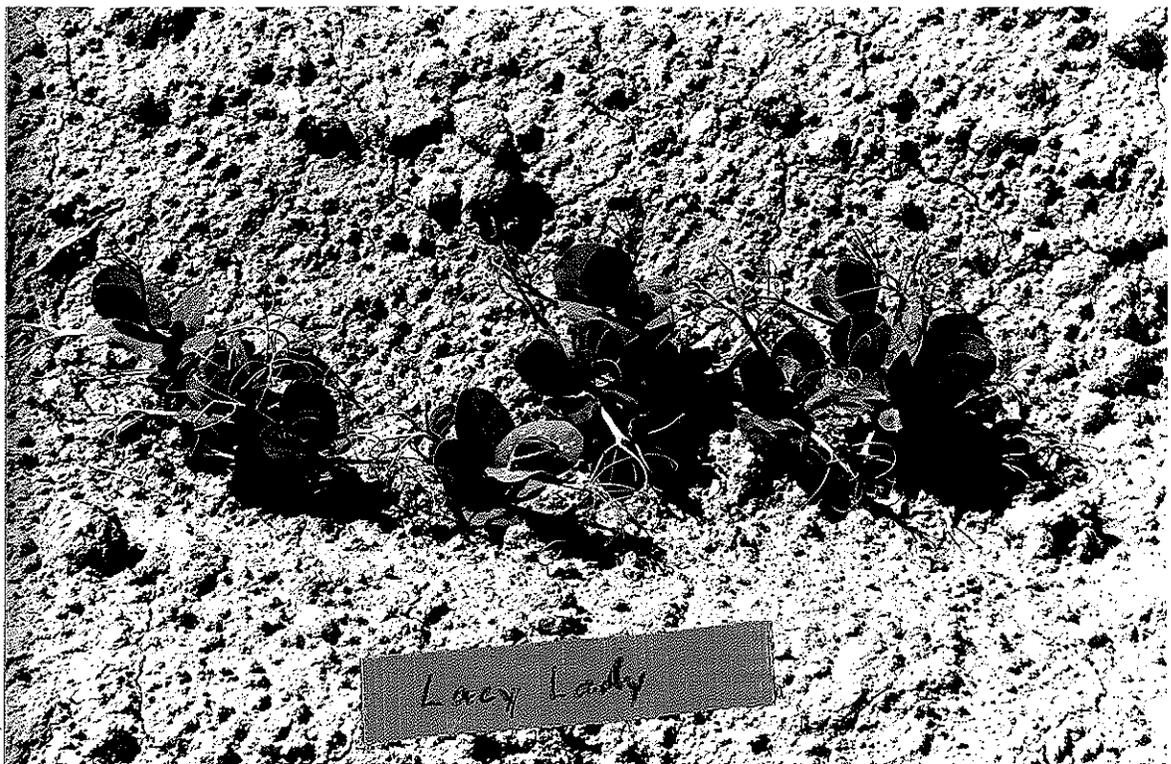
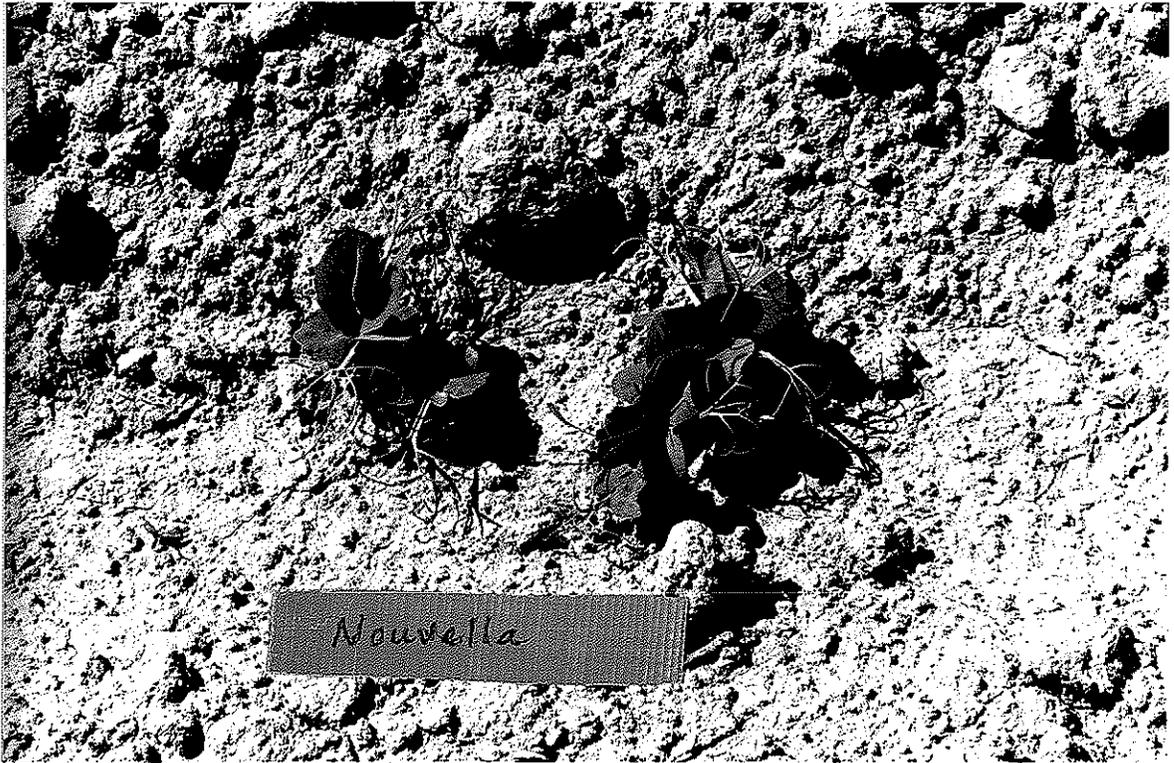
The above sieve and Tenderometer readings were taken on the same day. These indicate that the market maturity is essentially the same but that Nouvella is smaller sieved.

I hope this information and the enclosed pictures will help with the continuation of the patent of Lacy Lady.

*Lynn B. Kerr*  
Lynn Kerr, Research Geneticist

NOTICE — LIMITATION OF WARRANTY AND OF LIABILITY: SELLER WARRANTS THAT THE SEED IT SELLS WILL BE, AT THE TIME OF DELIVERY, AS DESCRIBED ON THE CONTAINER WITHIN RECOGNIZED TOLERANCES. SELLER MAKES NO OTHER WARRANTIES, EXPRESS OR IMPLIED, OF MERCHANTABILITY, FITNESS FOR PURPOSE, OR OTHERWISE, AND IN ANY EVENT LIABILITY FOR BREACH OF ANY WARRANTY OR CONTRACT WITH RESPECT TO SUCH SEEDS IS LIMITED TO THE PURCHASE PRICE OF SUCH SEED. SELLERS LIABILITY, WHETHER CONTRACTUAL, FOR NEGLIGENCE OR OTHERWISE, IS LIMITED IN AMOUNT TO THE PURCHASE PRICE OF THE SEEDS UNDER ALL CIRCUMSTANCES AND REGARDLESS OF THE NATURE, CAUSE OR EXTENT OF THE LOSS, AND AS A CONDITION TO ANY LIABILITY ON THE SELLERS PART THE SELLER MUST RECEIVE NOTICE BY REGISTERED MAIL OF ANY CLAIM THAT THE SEED IS DEFECTIVE THIRTY (30) DAYS AFTER THE DEFECT IN THE SEED BECOMES APPARENT. SEED NOT ACCEPTED UNDER THESE TERMS AND CONDITIONS MUST BE RETURNED AT ONCE IN ORIGINAL UNOPENED CONTAINERS AND THE PURCHASE PRICE WILL BE REFUNDED.

WE FURTHER LIMIT TO SUCH PURCHASE PRICE OUR LIABILITY OF ANY KIND ON ACCOUNT OF ANY NEGLIGENCE WHATSOEVER ON OUR PART WITH RESPECT TO SUCH SEED.



**UNITED STATES DEPARTMENT OF AGRICULTURE  
AGRICULTURAL MARKETING SERVICE  
LIVESTOCK, POULTRY, GRAIN & SEED DIVISION  
NATIONAL AGRICULTURAL LIBRARY  
BELTSVILLE, MARYLAND 20705  
OBJECTIVE DESCRIPTION OF VARIETY  
PEA (*PISUM SATIVUM*)**

**EXHIBIT C**  
(Pea)

NAME OF APPLICANT(S) <u>Musser Seed Co., Inc.</u>	VARIETY NAME OR TEMPORARY DESIGNATION <u>Lacy Lady</u>
ADDRESS (Street and No. or R.F.D. No., City, State, and ZIP Code) P.O. Box 1406 351 So. Park Ave. West Twin Falls, ID 83301	<b>FOR OFFICIAL USE ONLY</b> PVPO NUMBER <u>8200146</u>

Place the appropriate number that describes the varietal character in the boxes below.  
 Place a zero in first box (e.g.  or ) when number is either 99 or less or 9 or less.

**1. TYPE:**

1 = GARDEN      2 = FIELD      3 = EDIBLE-PODDED

**2. MATURITY:**

<input type="text" value="15"/> Node number of first bloom:	<input type="text" value="0"/> <input type="text" value="6"/> <input type="text" value="6"/> No. of days to processing	<input type="text" value="1"/> <input type="text" value="4"/> <input type="text" value="5"/> <input type="text" value="5"/> Heat Units
<input type="text" value=""/> <input type="text" value=""/> No. of days Earlier than	<input type="text" value=""/> <input type="text" value=""/> 1 = ALASKA WR	2 = THOMAS LAXTON WR      3 = LITTLE MARVEL
<input type="text" value="0"/> <input type="text" value="4"/> No. of days Later than	<input type="text" value="3"/> 4 = WANDO	5 = ALDERMAN WR      6 = AUSTRIAN WINTER

**3. PLANT HEIGHT:**

<input type="text" value="0"/> <input type="text" value="6"/> <input type="text" value="4"/> CM. HIGH	<input type="text" value=""/> <input type="text" value=""/> 1 = ALASKA WR	2 = THOMAS LAXTON WR      3 = LITTLE MARVEL
<input type="text" value=""/> <input type="text" value=""/> Cm. Shorter than	<input type="text" value="3"/> 4 = WANDO	5 = ALDERMAN WR      6 = AUSTRIAN WINTER
<input type="text" value="1"/> <input type="text" value="0"/> Cm. Taller than		

**4. VINE:**

<input type="text" value="2"/> Habit: 1 = DETERMINATE      2 = INDETERMINATE	2 Stockiness: 1 = SLIM (Alaska)      3 = HEAVY (Alderman)	2 = MEDIUM (Thomas Laxton WR)
<input type="text" value="1"/> Branching: 1 = NONE (Alaska)      2 = 1-2 BRANCHES (Little Marvel)	3 = MORE THAN 2 BRANCHES (Dwarf Gray Sugar)	
<input type="text" value="2"/> Internodes: 1 = STRAIGHT      2 = ZIG ZAG	<input type="text" value="2"/> <input type="text" value="2"/> NUMBER OF NODES	

**5. LEAFLETS:** No leaflets, only tendrils (Afila gene)

<input type="text" value=""/> Color: 1 = LIGHT GREEN (Alaska WR)      2 = MED. GREEN (Thomas Laxton WR)	3 = DARK GREEN (Alderman)	
<input type="text" value=""/> 4 = OTHER (Specify)	<input type="text" value=""/> 1 = NOT MARBLED	2 = MARBLED (Alaska)
<input type="text" value=""/> Wax: 1 = NONE      2 = LIGHT      3 = MEDIUM	4 = HEAVY	
<input type="text" value=""/> Number of leaflet pairs: 1 = NOT PAIRED      2 = ONE	3 = TWO	4 = THREE OR MORE

**6. STIPULES:**

<input type="text" value="2"/> 1 = LACKING      2 = PRESENT	<input type="text" value="2"/> 1 = NOT CLASPING      2 = CLASPING	
<input type="text" value="2"/> 1 = NOT MARBLED      2 = MARBLED	<input type="text" value="3"/> Size (Compared with leaflets): 1 = SMALLER      2 = SAME	3 = LARGER
<input type="text" value="3"/> Color (Compared with leaflets): 1 = LIGHTER      2 = SAME	3 = DARKER	

**7. FLOWER COLOR:**

<input type="text" value="2"/> VENATION <input type="text" value="1"/> STANDARD <input type="text" value="1"/> WING	<input type="text" value="1"/> KEEL	1 = WHITE      2 = GREENISH      3 = LAVENDER
		4 = PURPLE      5 = RED
		6 = OTHER (Specify) _____



# State of Idaho

## Department of State

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of MUSSER SEED CO., INC., an Idaho corporation,

into ROGERS BROTHERS SEED COMPANY, a Delaware corporation, duly signed and verified 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated June 30, 19 89.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

ARTICLES OF MERGER  
OF  
MUSSER SEED CO., INC.

JUN 30 2 15 PM '89  
SECRETARY OF STATE

INTO

ROGERS BROTHERS SEED COMPANY,  
A DELAWARE FOREIGN PARENT CORPORATION

Pursuant to the provisions of Sections 30-1-75 and 30-1-77 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging Musser Seed Co., Inc., a wholly-owned subsidiary corporation into the undersigned as the surviving corporation:

**FIRST:** The undersigned foreign corporation is incorporated under the laws of Delaware and the laws of such jurisdiction permit such a merger.

**SECOND:** The following Plan of Merger was adopted by the undersigned corporation in the manner prescribed by the laws of the jurisdiction under which it is organized.

**RESOLVED,** that Rogers Brothers Seed Company merge into itself its wholly-owned subsidiary, Musser Seed Co., Inc., the corporate existence of Rogers Brothers Seed Company, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the merger and, as the surviving corporation, Rogers Brothers Seed Company shall succeed to all rights, assets, liabilities and obligations of Musser Seed Co., Inc.; and further

**RESOLVED,** that each share of common stock (\$1.00 par value) of Musser Seed Co., Inc. owned by Rogers Brothers Seed Company, such shares being all of the issued and outstanding shares of Musser Seed Co., Inc., shall be cancelled on the effective date of the merger, whereupon the separate existence and corporate organization of Musser Seed Co., Inc. shall cease; and further

**RESOLVED**, that the effective date of the merger shall be June 30, 1989; and further

**RESOLVED**, that the foregoing resolutions shall constitute an Agreement of Merger for the purpose of Section 258 of the Delaware Corporation Law and the appropriate officers of Rogers Brothers Seed Company be, and they hereby are, directed to make, execute and acknowledge a certificate of merger in accordance with such section, setting forth such Agreement of Merger, and to file the same in the office of the Secretary of the State of Delaware, and to file the same or a true copy thereof in such other offices as may be required by the Delaware Corporation Law; and further

**RESOLVED**, that the appropriate officers of Rogers Brothers Seed Company be, and they hereby are, directed to make, execute and acknowledge the Agreement of Merger in accordance with Section 30-1-77 of the Corporation Law of the State of Idaho, and to file the same in the office of the Secretary of the State of Idaho, and to file the same or a true copy thereof in such other offices as may be required by the Corporation Laws of the State of Idaho, and to appoint the Secretary of State of the State of Idaho as the agent of Rogers Brothers Seed Company to accept service of process in action for enforcement of any prior obligations of Musser Seed Co., Inc., and to agree that Rogers Brothers Seed Company may be sued in the State of Idaho for any prior obligation of Musser Seed Co., Inc. incurred after the merger; and further

**RESOLVED**, that the appropriate officers of Rogers Brothers Seed Company be, and they hereby are, authorized to take any and all further action and execute and deliver any and all further documents that may be necessary or desirable in order to carry out and effectuate fully the purposes set forth in the foregoing resolutions.

**THIRD:** The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>No. of Shares Owned By Surviving Corporation</u>
Musser Seed Co., Inc.	156,519 Common Shares	Common Stock	156,519 Common Shares

**FOURTH:** The requirement that a copy of the plan of Merger set forth in Article Second was waived by the Corporation as sole shareholder on June 19, 1989.

**FIFTH:** The undersigned corporation hereby (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of the above-mentioned subsidiary corporation; and (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding.

Dated: June 29, 1989.

**ROGERS BROTHERS SEED COMPANY**

By William B. Albers  
William B. Albers  
Its President, and

By Alden E. Hill  
Alden E. Hill  
Its Vice President of  
Administration and Secretary

STATE OF IDAHO )  
 ) SS  
COUNTY OF ADA )

I, Mrs. Sharon L. Plaster, a notary public, do hereby certify that on this 29th day of June, 1989, personally appeared before me Alden E. Hill, who being by me first duly sworn, declared that he is the Vice President of Administration and Secretary of Rogers Brothers Seed Company, that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Mrs. Sharon L. Plaster  
Notary Public for Idaho

Residing At: Basin, Idaho

My Commission expires: 5-27-91

STATE OF IDAHO )  
 ) SS  
COUNTY OF ADA )

I, Mrs Sharon L. Plaster, a notary public, do hereby certify that on this 29th day of June, 1989, personally appeared before me William B. Albers, who being by me first duly sworn, declared that he is the President of Rogers Brothers Seed Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Mrs. Sharon L. Plaster  
Notary Public for Idaho  
Residing at: Basin, Idaho

My Commission Expires: 5-27-91

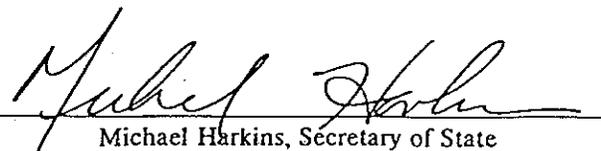
# State of Delaware



## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE  
DO HEREBY CERTIFY THAT "ROGERS BROTHERS SEED COMPANY", FILED A  
CERTIFICATE OF AMENDMENT, CHANGING ITS CORPORATE TITLE TO "ROGERS  
NK SEED CO.", ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1990, AT 10:01  
O'CLOCK A.M.



  
Michael Harkins, Secretary of State

AUTHENTICATION: 

DATE: 10/08/1991

DO NOT WRITE IN THIS SPACE

AMENDED  
STATEMENT AND DESIGNATION  
BY  
FOREIGN CORPORATION

ROGERS NK SEED CO.

\_\_\_\_\_, a corporation  
organized and existing under the laws of Delaware,  
and which is presently qualified for the transaction of intrastate business in the  
State of California, makes the following statements and/or designation:

That the name of the corporation has been changed to that hereinabove set forth  
and that the name relinquished at the time of such change was \_\_\_\_\_

ROGERS BROTHERS SEED COMPANY

ROGERS NK SEED CO.  
(Name of Corporation)

William B. Albers  
(Signature of corporate officer)

W.B.  
William B. Albers, President  
(Typed name and title of officer signing)

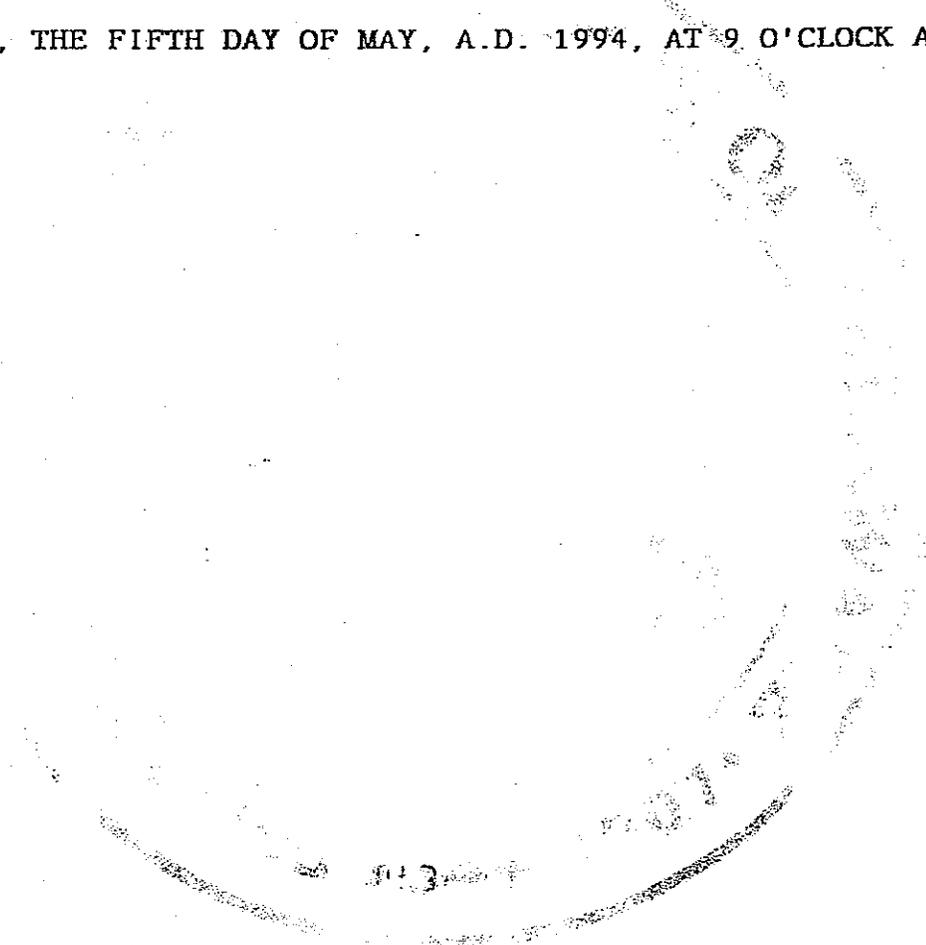
INSTRUCTIONS:

1. If this Amended Statement shows a change of corporate name, there must be attached to this Amended Statement a certificate of an authorized public official of the state or place of incorporation, that such change of name was made in accordance with the laws of that state or place.
2. For filing this Amended Statement there is a fee of \$15.00.

Office of the Secretary of State

---

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ROGERS NK SEED CO.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ROGERS SEED CO.", THE FIFTH DAY OF MAY, A.D. 1994, AT 9 O'CLOCK A.M.



*William T. Quillen*

*William T. Quillen, Secretary of State*

0810041 8320

944080001

AUTHENTICATION: 7120759

DATE: 05-16-94

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**ROGERS NK SEED CO.**

Adopted in accordance with the provisions  
of Section 242 of the General Corporation  
Law of the State of Delaware

**EFFECTIVE DATE: June 1, 1994**

We, Willem van Overschot, President, and Richard B. Geller, Secretary, of Rogers NK Seed Co., a corporation existing under the laws of the State of Delaware, do hereby certify as follows:

FIRST: The Certificate of Incorporation of the corporation was filed on 2/27/75.

SECOND: The Certificate of Incorporation of said corporation has been amended as follows:

By striking out the whole of Article I thereof as it now exists and inserting in lieu and instead thereof, a new Article I, reading as follows:

**ARTICLE I**

Name

The name of the Corporation is ROGERS SEED CO.

THIRD: Such amendment has been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware, by the unanimous written consent of all of the stockholders entitled to vote in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

FOURTH: See attached Written Consent of Sole Shareholder and Board of Directors' Resolution.

IN WITNESS WHEREOF, we have signed this certificate this 13<sup>th</sup> day of April, 1994.

Willem van Overschot  
Willem van Overschot, President

Richard B. Geller  
Richard B. Geller, Secretary

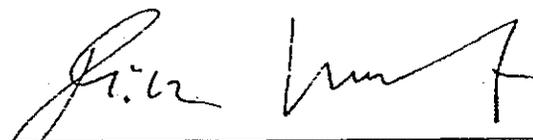
ROGERS NK SEED CO.

WRITTEN CONSENT OF SOLE SHAREHOLDER

SANDOZ CORPORATION, owner of all of the issued and outstanding shares of ROGERS NK SEED CO., hereby consents, pursuant to Section 228 of the Delaware General Corporation Law, to the adoption of the following resolution as and for the act of the shareholder:

RESOLVED, that SANDOZ CORPORATION, as sole shareholder, approves the amendment to Article I of the Certificate of Incorporation of ROGERS NK SEED CO., changing its name to **ROGERS SEED CO.**

Dated: April 22, 1994



Heinz P. Imhof,  
Chief Executive Officer  
Sandoz Corporation

ROGERS NK SEED CO.

RESOLUTION

RESOLVED, that according to Section 242 of the General Corporation Law of the State of Delaware, that Article I of the Certificate of Incorporation be amended, effective June 1, 1994, to read as follows: The name of the Corporation is **ROGERS SEED CO.**; and, further,

RESOLVED, that the appropriate officers of Rogers NK Seed Co. be, and they hereby are, authorized to take any and all further action and execute and deliver any and all further documents that may be necessary or desirable in order to carry out and effectuate fully the purposes set forth in the foregoing resolution.

ADOPTED UNANIMOUSLY BY THE BOARD  
MARCH 31, 1994

Richard B. Geller  
Richard B. Geller, Secretary

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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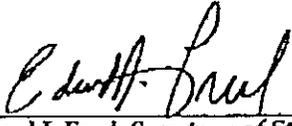
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ROGERS SEED CO.", A DELAWARE CORPORATION,  
WITH AND INTO "NOVARTIS SEEDS, INC." UNDER THE NAME OF  
"NOVARTIS SEEDS, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 1997, AT 9  
O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO  
THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



0829320 8100M  
971211787

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 8531908  
06-26-97

DATE:

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 06/25/1997  
97L211787 - 0829320

**CERTIFICATE OF MERGER  
OF  
ROGERS SEED CO.  
INTO  
NOVARTIS SEEDS, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each on the constituent corporations of the merger is as follows:

<b>NAME</b>	<b>STATE OF INCORPORATION</b>
Novartis Seeds, Inc.	Delaware
Rogers Seed Co.	Delaware

**SECOND:** That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware

**THIRD:** That the name of the surviving corporation is Novartis Seeds, Inc.

**FOURTH:** That the Certificate of Incorporation of Novartis Seeds, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

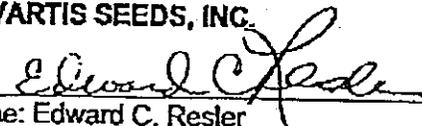
**FIFTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 7500 Olson Memorial Highway, Golden Valley, MN 55427.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** That this Certificate of Merger shall be effective on July 1, 1997.

Dated June 23, 1997

**NOVARTIS SEEDS, INC.**

By:   
Name: Edward C. Resler  
Title: Vice President & General Counsel