

# F95000001144

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P. A.  
ATTORNEYS AT LAW

THE BARRISTERS P.O. BOX 2200 TAMPA FLORIDA 33601 (813) 278-7000 FAX (813) 278-4133	FIRST STATE CENTER P.O. BOX 1171 ORLANDO FLORIDA 32802 (407) 840-3147 FAX (407) 840-3199	HONOLULU EMPLOYERS P.O. BOX 2428 HONOLULU FLORIDA 32802 (813) 434-1147 FAX (813) 434-6369	FIRST FLORIDA BANK BUILDING P.O. BOX 6100 TALLAHASSEE FLORIDA 32302 (904) 224-1188 FAX (904) 224-1188	EMERALD P.O. BOX 150 WEST PALM BEACH FLORIDA 33407 (407) 838-7070 FAX (407) 838-7088	BARRISTERS TOWER P.O. BOX 2881 ST. PETERSBURG FLORIDA 33711 (813) 384-7070 FAX (813) 384-3708
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PLEASE REPLY TO

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March 6, 1995

Ms. Karen Beyer, Bureau Chief  
 Florida Department of State  
 409 East Gaines  
 Tallahassee, Florida 32301

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 \*\*\*\$105.00 \*\*\*\$70.00

Re: C F Industries, Inc., a Delaware corporation

Dear Ms. Beyer:

Last June, we spoke regarding the status of C F Industries, Inc., a Delaware corporation qualified to transact business in Florida. After a review of the Department of State's file on the Corporation, it was determined that the Corporation was qualified as a Florida not-for profit corporation because in its initial filing, the Corporation had identified itself as an cooperative agricultural association. Under Florida law, such corporations are not for profit.

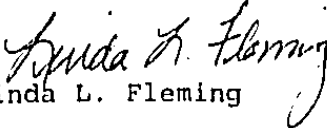
However, as the enclosed Certificate of Good Standing from the Delaware Department of State indicates, the Corporation is a Delaware for profit corporation. When you and I last discussed this matter, you advised that if we would prepare an Application for Withdrawal of Authority to Transact Business in Florida and an Application for Authorization to Transact Business in Florida, you would handle the filings and ensure that the department's records indicate that the Corporation has been qualified to transact business since December 31, 1979. Therefore, we have enclosed an Application for Withdrawal of Authority to Transact Business in Florida, an Application for Authorization to Transact Business in Florida, the Corporation's check in the amount of \$105.00, and Certificates of Active Status or Good Standing from the Florida Department of State and the Delaware Department of State.

*LT*  
*LP*  
 3/10/95

Ms. Karen Beyer, Bureau Chief  
March 6, 1995  
Page 2

If you have any questions regarding the foregoing, please call me at (813) 229-4209. As always, I appreciate your assistance.

Sincerely,

  
Linda L. Fleming

cc: Mr. Paul R. Obert  
Ruth B. Himes, Attorney-at-Law

**APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSMIT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSMIT BUSINESS IN THE STATE OF FLORIDA:

1. CF Industries, Inc.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
  
  2. Delaware  
(State or country under the law of which it is incorporated)
  
  3. September 20, 1978 4. Perpetual  
(Date of Incorporation) (Duration)
  
  5. 36-2097061  
(Federal Employer Identification number, if applicable)
  
  6. December 31, 1979  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
  
  7. One Salem Lake Drive, c/o Legal Department, Long Grove, Illinois 60067-8402  
(Current mailing address)
  
  8. Operate various businesses  
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and or directors:
- A. Directors: See Attached Addendum
- Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_
- Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_
- Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_
- Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

**B. Officers:** See Attached Addendum

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: CT Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
Zip Code

**11. Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: *Fanya M. Villar*

FANYA M. VILLAR  
SPECIAL ASSISTANT SECRETARY

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. *Paul R. Obert*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Paul R. Obert, Vice President  
(Name and capacity of person signing application)

ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

<u>Officers</u>	<u>Title</u>	<u>Business Address</u>
Robert C. Liuzzi	President and Chief Executive Officer	One Salem Lake Drive, Long Grove, IL 60047-8402
Stephen R. Wilson	Senior Vice President and Chief Financial Officer	One Salem Lake Drive, Long Grove, IL 60047-8402
John H. Sultenfuss	Senior Vice President, Marketing & Sales	One Salem Lake Drive, Long Grove, IL 60047-8402
Paul R. Obert	Vice President - General Counsel and Secretary	One Salem Lake Drive, Long Grove, IL 60047-8402
William G. Eppel	Vice President	One Salem Lake Drive, Long Grove, IL 60047-8402
A. L. Holmes	Vice President	Bonnie Mine Road, Bartow, FL 33830
Earl S. Ingram	Vice President	Highway 3089, Donaldsonville, LA 70346
Rosemary L. O'Brien	Vice President	805 15th Street, N.W., Washington, D.C. 20005 2207
Robert D. Webb	Vice President	One Salem Lake Drive, Long Grove, IL 60047-8402
Dennis W. Baker	Treasurer and Assistant Secretary	One Salem Lake Drive, Long Grove, IL 60047-8402
John J. Scott	Assistant Secretary	One Salem Lake Drive, Long Grove, IL 60047-8402

<u>Directors</u>	<u>Business Address</u>
Robert A. Fischer, Jr.	P.O. Box 243, N.E. Front Street, Milford, DE 19963
Noel K. Estenson	5500 CENEX Drive, Inver Grove Heights, MN 55075
Ernest Desrosiers	9001 Boulevard de l'Acadia, Bureau 200, Montreal, Quebec H4N 3H7 CANADA
Allen C. Merritt	244 Perimeter Center Parkway, N.E., Atlanta, GA 30346
Norman T. Jones (Vice Chairman)	1701 Towanda Avenue, Bloomington, IL 61701
Philip F. French	950 N. Meridian Street, Indianapolis, IN 46204-3909
Robert W. Turley	1147 West 2100 South, Salt Lake City, UT 84130
John E. Gherty	4001 Lexington Avenue North, Arden Hills, MN 55126-2998
Bud L. Frew	615 Locust Street, Columbia, MO 65201
Gene A. James (Chairman)	6606 West Broad Street, Richmond, VA 23230
Philip R. Walker	200 Waldron Road, LaVergne, TN 37086

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CF INDUSTRIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF MARCH, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE

7425543

03-02-95

*ReFile*  
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11/20/96

NOTES DETAIL SCREEN

11:03 AM

CORP NUMBER: F9500001144 CORP NAME: CF INDUSTRIES, INC.

EFFECTIVE DATE OF THIS QUALIFICATION SHOULD SHOW 12-31-79, BECAUSE IT WAS ORIGINALLY FILED AS A DOMESTIC NON PROFIT AND SHOULD HAVE BEEN A FOREIGN PROFIT. SEE 791101 FOR ORIGINAL DOCUMENTS.

PLAN AND AGREEMENT OF MERGER

OF

CF Industries, Inc.  
an Illinois agricultural  
cooperative association  
with and into

CF Delaware, Inc.  
a Delaware corporation  
with its name changed to

CF Industries, Inc.

CF Industries, Inc.  
a Delaware corporation  
to be the surviving corporation

PLAN AND AGREEMENT OF MERGER (the "Agreement") made and entered into as of December 19, 1978 by and between CF Industries, Inc., an Illinois agricultural cooperative association (the "Illinois Corporation"), and CF Delaware, Inc., a Delaware corporation (the "Delaware Corporation" or "Surviving Corporation"); said corporations being hereinafter sometimes referred to jointly as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Delaware Corporation is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, the Illinois Corporation is a corporation duly organized and existing under the laws of the State of Illinois;

WHEREAS, on the date of this Plan and Agreement of Merger, the Delaware Corporation has authority to issue 100 shares of Common Stock, \$1,000 par value, of which one share is issued and outstanding and owned by the Illinois Corporation, 500 shares of Patronage Preferred Stock, \$100 par value, none of which are issued or outstanding, 400 shares of Special Preferred Stock, \$100 par value, none of which are issued or outstanding, and 5,000 shares of Senior Preferred Stock, \$100 par value, none of which are issued or outstanding;

FILED  
DEC 21 2 08 PM '78  
STATE OF ILLINOIS



WHEREAS, on the date of this Plan and Agreement of Merger, the Illinois Corporation has authority to issue 100 shares of Common Stock, \$1,000 par value, of which 19 shares are issued and outstanding, 10,000,000 shares of Patronage Preferred Stock, \$100 par value, of which 2,239,686 shares are issued and outstanding, 500,000 shares of Special Preferred Stock, \$100 par value, of which 20 shares are issued and outstanding, and 5,000 shares of Senior Preferred Stock, \$100 par value, of which 5,000 shares are issued and outstanding;

WHEREAS, the respective Boards of Directors of the Delaware Corporation and the Illinois Corporation have determined that it is advisable that the Illinois Corporation be merged with and into the Delaware Corporation (the name of which will become CF Industries, Inc. upon the "Effective Date of the Merger" as hereinafter defined) in accordance with the applicable provisions of the laws of the State of Delaware and the State of Illinois permitting such merger; and

WHEREAS, the respective Boards of Directors of the Delaware Corporation and the Illinois Corporation have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective shareholders;

NOW THEREFORE, in consideration of the foregoing and of the agreements, covenants, and provisions hereinafter set forth, the Delaware Corporation and the Illinois Corporation have agreed and do hereby agree as follows:

#### ARTICLE I

The Illinois Corporation and the Delaware Corporation shall be merged in accordance with the applicable provisions of the laws of the State of Illinois and the State of Delaware, by the Illinois Corporation merging into the Delaware Corporation which shall be the Surviving Corporation (the "Merger").

#### ARTICLE II

Upon the Effective Date of the Merger:

(1) The Constituent Corporation shall become a single corporation for the purpose of continuing the business and affairs of the Illinois Corporation. The

Delaware Corporation shall be the Surviving Corporation, and the separate existence of the Illinois Corporation shall cease.

(2) The Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities, powers and franchises, of a public as well as of a private nature, of each of the Constituent Corporations and all property, real, personal and mixed, all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations shall be taken and deemed to be vested in the Surviving Corporation without further act or deed, and the title to all property, real, personal or mixed, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger.

(3) The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place; and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

(4) The By-laws of the Delaware Corporation as in effect on the Effective Date of the Merger shall be and shall constitute the By-laws of the Surviving Corporation until the same shall be properly amended or repealed.

(5) The directors of the Illinois Corporation on the Effective Date of the Merger shall be and shall constitute the directors of the Surviving Corporation and shall hold office until the next annual meeting of stockholders of the Surviving Corporation or until their respective successors shall have been elected.

(6) The officers of the Illinois Corporation on the Effective Date of the Merger shall be the officers of the Surviving Corporation until otherwise determined in accordance with the By-laws of the Surviving Corporation.

(7) The employees and agents of the Illinois Corporation shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of the Illinois Corporation.

(8) All corporate acts, plans, policies, approvals and authorizations of the Illinois Corporation, its shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date of the merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding on the Surviving Corporation as the same were with respect to the Illinois Corporation.

#### ARTICLE III

The Surviving Corporation shall comply with the provisions of the Illinois Business Corporation Act with respect to foreign corporations and hereby agrees that (i) it may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of the Illinois Corporation and (ii) the Secretary of State of Illinois is irrevocably appointed as its agent to accept service of process in any such proceeding.

#### ARTICLE IV

From and after the Effective Date of the Merger, the Certificate of Incorporation of the Delaware Corporation shall be as set forth in Exhibit A attached hereto which is hereby made a part of this Agreement, and the terms and provisions thereof are hereby incorporated into this Agreement with the same force and effect as if herein set forth in full.

#### ARTICLE V

The manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

(1) The one share of stock of the Delaware Corporation owned by or for the account of the Illinois Corporation immediately prior to the Effective Date of the Merger shall be cancelled and retired, all rights

In respect thereof shall cease and the capital of the Surviving Corporation shall be reduced by the \$1,000 of capital applicable to such share.

(2) Each share of Common Stock, \$1,000 par value, of the Illinois Corporation, issued and outstanding upon the Effective Date of the Merger shall thereupon, and without the surrender of stock certificates or any other action, be converted into one full paid and non-assessable share of Common Stock, \$1,000 par value, of the Surviving Corporation. Each share of Patronage Preferred Stock, \$100 par value, of the Illinois Corporation, issued and outstanding upon the Effective Date of the Merger shall thereupon, and without the surrender of stock certificates or any other action, be converted into one full paid and non-assessable share of Patronage Preferred Stock, \$100 par value, of the Surviving Corporation. Each share of Special Preferred Stock, \$100 par value, of the Illinois Corporation, issued and outstanding upon the Effective Date of the Merger shall thereupon, and without the surrender of stock certificates or any other action, be converted into one full paid and non-assessable share of Special Preferred Stock, \$100 par value, of the Surviving Corporation. Each share of Senior Preferred Stock, \$100 par value, of the Illinois Corporation, issued and outstanding upon the Effective Date of the Merger shall thereupon, and without the surrender of stock certificates or any other action, be converted into one full paid and non-assessable share of Senior Preferred Stock, \$100 par value, of the Surviving Corporation. Outstanding certificates representing shares of stock of the Illinois Corporation shall thenceforth represent the appropriate number of shares of the appropriate class of stock of the Surviving Corporation, and the holders thereof shall have the same rights which they would have had if such certificates had been issued by the Surviving Corporation.

(3) After the Effective Date of the Merger, each holder of a certificate representing outstanding shares of stock of the Illinois Corporation may, but shall not be required to, surrender the same to the Surviving Corporation, and upon such surrender such holder shall be entitled to receive a certificate or certificates issued by the Surviving Corporation for the number of shares of stock of the Surviving Corporation represented by the surrendered certificate; provided, however, it

shall be a condition of any such issuance that the certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such issuance shall pay to the Surviving Corporation or its transfer agent any transfer or other taxes required by reason of the issuance of certificates representing Common Stock, Patronage Preferred Stock, Special Preferred Stock and Senior Preferred Stock of the Surviving Corporation in a name other than that of the registered holder of the certificate surrendered, or establish to the satisfaction of the Surviving Corporation or its transfer agent that such tax has been paid or is not applicable. The Surviving Corporation shall be entitled to rely upon the stock records of the Illinois Corporation as to the ownership of its shares of Common Stock, Senior Preferred Stock and Preferred Stock at the Effective Date of the Merger.

(4) The Illinois Corporation will not make any transfers of certificates representing outstanding shares of Common Stock, Patronage Preferred Stock, Special Preferred Stock or Senior Preferred Stock of the Illinois Corporation on its books after the Effective Date of the Merger.

#### ARTICLE VI

Upon the Effective Date of the Merger:

(1) the respective assets of the Illinois Corporation and Delaware Corporation shall be taken up or continued on the books of the Surviving Corporation in the manner and amounts at which such assets shall have been carried on their respective books immediately prior to the Effective Date of the Merger, except those assets which are shares to be cancelled as provided herein;

(2) the respective liabilities and reserves of the Illinois Corporation and the Delaware Corporation (excluding capital stock, paid-in surplus and retained earnings) shall be taken up or continued on the books of the Surviving Corporation in the manner and amounts at which such liabilities and reserves shall have been carried on their respective books immediately prior to the Effective Date of the Merger; and

(3) the capital accounts for Common Stock, Patronage Preferred Stock, Special Preferred Stock, Senior Preferred Stock, paid-in surplus and retained earnings of the

Illinois Corporation shall be taken up on the books of the Surviving Corporation as Common Stock, Patronage Preferred Stock, Special Preferred Stock, Senior Preferred Stock, paid-in surplus and retained earnings, respectively, in the manner and amounts at which the same shall be carried on the books of the Illinois Corporation immediately prior to the Effective Date of the Merger, except with respect to the shares to be cancelled as provided herein.

#### ARTICLE VII

The Delaware Corporation, as the Surviving Corporation, shall pay all expenses of carrying this Agreement into effect and accomplishing the Merger herein provided for.

#### ARTICLE VIII

Each of the Constituent Corporations agrees that from time to time as and when requested by the Surviving Corporation, its successor or assigns, it will execute, acknowledge, deliver and file all proper deeds, assurances, assignments, bills of sale and other documents, and do all other acts and things, or cause the same to be done, necessary or proper in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises of such Constituent Corporations, or otherwise necessary or proper to carry out the intent and purposes of this Agreement.

#### ARTICLE IX

This Agreement shall be submitted by each Constituent Corporation to its shareholders. This Agreement shall take effect, and shall be deemed to be the Plan and Agreement of Merger of the Constituent Corporations, upon the unanimous approval or adoption thereof by the shareholders of the Constituent Corporations in accordance with the laws of the State of Illinois, and upon the execution, acknowledgement, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the Merger under the laws of the State of Illinois. The term "Effective Date of the Merger" as used in this Agreement shall be the point of time at which the last act required to make the Merger effective under the laws of the State of Illinois shall have been performed.

ARTICLE X

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be abandoned for any reason whatsoever by the Illinois Corporation by appropriate resolution of its Board of Directors at any time prior to the Effective Date of the Merger notwithstanding approval or adoption of this Agreement by the shareholders of the Illinois Corporation.

ARTICLE XI

This Agreement may be amended in any manner as may be determined in the judgment of the respective shareholders of the Constituent Corporations to be necessary, desirable, or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the filing, recording or official approval of this Agreement and the merger provided for herein, in accordance with the purposes and intent of this Agreement.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement to be executed by their duly authorized officers and their corporate seals to be hereto affixed this 19th day of December, 1978.

(CORPORATE SEAL)

Attest:

J. J. Crawford  
Secretary

CF Industries, Inc.  
an Illinois agricultural  
cooperative association

By R. R. Baxter  
R. R. Baxter, President

(CORPORATE SEAL)

Attest:

J. J. Crawford  
Secretary

CF Delaware, Inc.  
a Delaware Corporation

By R. R. Baxter  
R. R. Baxter, President



EXHIBIT A

CERTIFICATE OF INCORPORATION

OF

CF INDUSTRIES, INC.

FIRST: The name of the corporation is CF Industries, Inc.

SECOND: The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business and purposes to be conducted and promoted are:

(a) To engage in the business of providing supplies and services for the production and marketing of agricultural products under the General Corporation Law of Delaware as an inter-regional agricultural cooperative.

(b) To acquire and hold mineral deposits and reserves and to manufacture plant foods, animal feeds and related chemicals of every kind and description and all of the ingredients and elements thereof and all of the by-products and incidental products thereof and to buy, sell, lease, otherwise acquire and deal in mines, lands and buildings and other structures thereon, and to mine, mill and process minerals, animal feeds, and plant foods or plant food ingredients.

(c) To engage in any cooperative activity for the mutual benefit of its members or patrons in connection with the producing, processing, purchasing, storing, distributing, transporting, shipping or marketing of animal feeds, plant foods and animal feed and plant food ingredients and other agricultural goods and commodities.

(d) To provide managerial services to cooperative associations.

(e) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes expressed herein and to do any and all things incidental to the above purposes.

(f) To engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware.



FOURTH: The total number of shares of capital stock which the Corporation is authorized to issue is ten million five hundred five thousand one hundred (10,505,100) shares, to consist of the following classes:

(a) Five thousand (5,000) shares of Senior Preferred Stock, par value one hundred dollars (\$100.00) per share; and

(b) Five hundred thousand (500,000) shares of Special Preferred Stock, par value one hundred dollars (\$100.00) per share; and

(c) Ten million (10,000,000) shares of Patronage Preferred Stock, par value one hundred dollars (\$100.00) per share; and

(d) One hundred (100) shares of Common Stock, par value one thousand dollars (\$1,000.00) per share.

FIFTH: The voting powers, preferences, rights, qualifications and limitations of each class of capital stock of the Corporation are as follows:

(a) Senior Preferred Stock: Shares of Senior Preferred Stock shall entitle owners to one vote for each share of Senior Preferred Stock owned, other than in the election of directors. Shares of Senior Preferred Stock shall be entitled to draw cumulative dividends based on the par value thereof at the rate of seven and one-half per cent (7-1/2%) per annum from date of issue to be paid only out of the net earnings when and as such dividends shall be declared by the Board of Directors of the Corporation. The Corporation shall redeem at least \$250,000 worth of Senior Preferred Stock at par on or before July 1, 1979 and the balance, together with any unpaid cumulative and accrued dividends thereon on or before July 1, 1980. Senior Preferred Stock shall have preferential rights over all other classes of stock as to the payment of dividends and upon liquidation in the distribution of assets. In the event of the winding up or the dissolution of the Corporation, the holders of Senior Preferred Stock shall be entitled to receive, pro rata, the proceeds of the assets of the Corporation until the par value of each outstanding share together with any premium as hereinafter provided and with any cumulative and accrued dividends thereon have been realized and paid. Thereafter, the holders of Senior Preferred Stock shall not be entitled to receive any further distribution from such assets. The Corporation may redeem Senior Preferred Stock at any time by paying to the holder of such stock so redeemed, retired and

cancelled a sum equal to the par value thereof together with any unpaid cumulative and accrued dividends thereon. In the event of any redemption in excess of \$250,000 of par value of Senior Preferred Stock during the period prior to June 30, 1979 a premium of one and one-half per cent (1-1/2%) of the par value of the excess so redeemed shall be paid to the holder.

(b) **Special Preferred Stock:** Shares of Special Preferred Stock shall not entitle owners to any vote, other than as required by law. Shares of Special Preferred Stock shall be entitled to draw cumulative dividends based on the par value thereof at the rate of eight per cent (8%) per annum from date of issue to be paid only out of the net earnings when and as such dividends shall be declared by the Board of Directors of the Corporation. Special Preferred Stock shall have preferential rights over all other classes of stock except Senior Preferred Stock as to the payment of dividends and upon liquidation in the distribution of assets. In the event of the winding up or the dissolution of the Corporation, and after payment of all dividends and distributions due to the holders of Senior Preferred Stock the holders of Special Preferred Stock shall be entitled to receive the proceeds of the assets of the Corporation until the par value of each outstanding share together with any premium and unpaid cumulative and accrued dividends thereon have been realized and paid. Thereafter, the holders of Special Preferred Stock shall not be entitled to receive any further distribution from such assets. The Corporation may redeem Special Preferred Stock at any time by paying to the holder of such stock so redeemed, retired and cancelled a sum equal to the par value thereof together with any premium and unpaid cumulative and accrued dividends thereon. Shares of Special Preferred Stock may be issued in series, and may have such other designations, preferences and relative, participating, optional or other rights or qualifications, limitations or restrictions not inconsistent with the foregoing as shall be provided for in a resolution or resolutions adopted by the Board of Directors of the Corporation, pursuant to authority granted hereby, authorizing the issuance of any of such shares of Special Preferred Stock.

(c) **Patronage Preferred Stock:** Shares of Patronage Preferred Stock shall entitle owners to one vote for each share of Patronage Preferred Stock owned, other than in the election of directors. Shares of Patronage Preferred Stock shall not bear any dividends, shall entitle the owner to receive only the par value in the event of redemption and to be preferred only to Common Stock upon liquidation in the distribution of assets.

(d) Common Stock:

(i) After December 31, 1978, shares of Common Stock of the Corporation may only be issued to persons meeting the following qualifications and those qualifications set forth in the Bylaws of the Corporation:

(a) Be a national, inter-regional or regional agricultural cooperative association serving a substantial trade area and meeting the standards set forth in "The Agricultural Marketing Act", as amended (12 U.S.C. § 1141j); and

(b) Be approved for membership in the Corporation by the affirmative vote of at least two-thirds of the total number of shares of Common Stock and Patronage Preferred Stock outstanding voting as a single class; and

(c) Execute a uniform membership agreement; and

(d) Execute a uniform agreement to purchase supplies or services from the Corporation.

(ii) Each holder of Common Stock shall own only one share of Common Stock of the Corporation;

(iii) Each owner of Common Stock shall be a member of the Corporation;

(iv) Each share of Common Stock shall constitute a series of Common Stock of the Corporation. All such series of Common Stock shall have the same rights, except that each series shall be entitled to elect one member of the Board of Directors of the Corporation upon the issuance of such series of Common Stock and thereafter at each annual meeting of stockholders, to remove the director so elected at any time without cause, and fill any vacancy created by the removal or resignation of the director so elected;

(v) In the event any owner of a share of Common Stock shall cease to be qualified as a person to whom Common Stock may be issued or transferred, withdraws, or is expelled from membership in the Corporation, every share of Common Stock held by such owner shall be subject to purchase by the Corporation by payment to the owner thereof of a sum equal to the par value of the share purchased, which sum may, as determined by the Board of Directors, be paid in cash, evidence of

indebtedness which shall be specifically subordinated to all then existing obligations of the Corporation, or other securities of the Corporation and the investment of such member in Patronage Preferred Stock and the interest of such member in the retained equities, allocated reserves or surplus funds of the Corporation shall be paid by the Corporation to such member, but only as the same may be revolved in conformity with any revolving plan in effect, or retired at the time and on a like basis when similar interests of other members are retired, unless otherwise specifically authorized by the Board of Directors of the Corporation;

(vi) In the event of any distribution of an earned surplus or reserve, such distribution shall be made to the owners of Common Stock upon the basis of patronage by such owner with the Corporation and with CF Industries, Inc., an Illinois agricultural cooperative association;

(vii) In the event of any liquidation, dissolution or winding-up of the Corporation, all assets or the proceeds thereof remaining after the payment of liabilities and the retirement of all Capital Stock shall be distributed to owners of Common Stock of the Corporation upon the basis of patronage by such owners with the Corporation and with CF Industries, Inc., an Illinois agricultural cooperative association; and

(viii) In the event of the consolidation or merger of two or more owners of Common Stock, or in the event of the acquisition of all or substantially all of the assets or voting control of an owner of Common Stock by another owner of Common Stock, the resulting, surviving or acquiring owner of Common Stock shall surrender all shares of Common Stock in excess of one share to this Corporation for immediate cancellation, provided, however, that all preferences, rights, qualifications and limitations vested in the share or shares so surrendered, except the right to elect a member of the Board of Directors, shall be vested in the one share of Common Stock retained by the resulting, surviving or acquiring owner of Common Stock and the par value of each share of Common Stock so surrendered shall be paid to the owner of Common Stock surrendering such share by the issue and delivery of ten shares of Patronage Preferred Stock.

(ix) Common Stock shall not be entitled to dividends.

(x) In any matter which is submitted to a vote of the owners of shares of Common Stock of the Corporation, each share of Common Stock of the Corporation shall entitle the owner of the share of Common Stock to one vote.

(e) General:

(i) The Corporation shall have a first lien on all shares of its capital stock held by owners of Common Stock, including Patronage Preferred Stock held by the owners of Common Stock, and upon all dividends or other distributions earned or declared upon the same, and upon all patronage refunds, for any indebtedness of the respective owners of Common Stock to the Corporation whether due or to become due, whether now existing or which may hereafter be created, whether contingent or fixed and whether primary or secondary.

(ii) Subject to the prior rights of any holder of Special Preferred Stock outstanding, the Corporation, with approval by the affirmative vote of at least two-thirds of the shares of Common Stock, Senior Preferred Stock and Patronage Preferred Stock then outstanding voting as a single class may and the Corporation hereby reserves the right to purchase, redeem, retire and cancel any and all of the then outstanding Common Stock or Patronage Preferred Stock of the Corporation at any time after one year, from the date of issue, in such amounts, and from time to time as the Board of Directors may determine, by paying to the respective owners of such stock so redeemed, retired and cancelled, a sum equal to the par value thereof, and in the event of the purchase, redemption, retirement or cancellation of Common Stock, pay the par value thereof, the investment of such owner in Patronage Preferred Stock and in conformity with Article FIFTH (d) (v) the interest of such owner in the retained equities or surplus funds of the Corporation.

(iii) No stock of the Corporation other than Common Stock, Senior Preferred Stock and Patronage Preferred Stock shall be issued with voting powers (other than any such powers required by law) without the affirmative vote of at least two-thirds of the total number of shares of Common Stock and Patronage Preferred Stock then outstanding voting as a single class.

(iv) In the subscription, sale, disposition or distribution of the capital stock of the Corporation, either in the original authorized issue or in any subsequent increase thereof, no stockholder shall have any pre-emptive rights or privileges therein.

(v) Any proposed transfer of any share of Common Stock or Patronage Preferred Stock of the Corporation shall be ineffective, and the Corporation shall not be required to register any such transfer, unless and until the prospective transferee has qualified pursuant to Article FIFTH (d) (i) and been approved by the affirmative vote of at least two-thirds of the total number of shares of Common Stock and Patronage Preferred Stock outstanding voting as a single class.

SIXTH: The name and mailing address of the incorporator is as follows:

J. S. Crawford  
Salem Lake Drive  
Long Grove, Illinois 60047

SEVENTH: The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
John J. Feland	6606 West Broad Street Richmond, VA 23260
William C. Pulliam	244 Perimeter Center Parkway, N.E. Atlanta, GA 30301
Ronald P. Sprinkel	7373 W. Saginaw Hwy. Lansing, MI 48904
Loren Chalfin	550 West 4th Street Fostoria, OH 44830
Bill W. Threadgill	3315 N. Oak Trafficway Kansas City, MO 64116
Donald M. Hoffatt	151 City Centre Drive Mississauga, Ontario CANADA L5A 3A4

Philip Stocker	2827 Eighth Avenue S. Fort Dodge, IA 50501
William E. Miller	333 Butternut Drive De Witt, NY 13214
R. Fred McLaughlin	35 E. Chestnut St. Columbus, OH 43216
Philip F. French	120 E. Market St. Indianapolis, IN 46204
William H. Mitchell	Rock Springs Road LaVergne, TN 37086
William C. Pickett	121 East Davie Street Raleigh, NC 27602
John A. Roghaar	1800 S.W. Temple St. Salt Lake City, UT 84110
Sigved T. Sampson	2021 E. Hennepin Ave. Minneapolis, MN 55440
Kenneth P. Baer	1701 Towanda Avenue Bloomington, IL 61701
Maurice Lavallee	1055 Rue du Marche Central Montreal, Quebec CANADA H4N 1K3
Jerome G. Tvedt	1185 N. Concord St. South St. Paul, MN 55165
Fred M. Wright	201 Elliott Avenue W. Seattle, WA 98119
Raymond A. Young	201 S. Seventh St. Columbia, MO 65201

EIGHTH: The Corporation shall be an agricultural cooperative and conduct its business on a cooperative basis for the benefit of the owners of its Common Stock as members. The Corporation shall deal in products or services with or for the owners of its Common Stock in an amount at least equal in value to the total amount of such business transacted by the Corporation with or for persons other than the owners of its Common Stock, and the Corporation shall pay its net earnings from membership business on a patronage basis to the owners of its Common Stock as members in accordance with the Bylaws.

NINTH: The affirmative vote of at least two-thirds of the total number of shares of Common Stock and Patronage Preferred Stock then outstanding, voting as a single class, shall be required for the approval of any merger, consolidation, sale, lease, or exchange of all or substantially all of the Corporation's property and assets, including its goodwill and its corporate franchises, or, dissolution of the Corporation.

TENTH: Notwithstanding any provisions of the General Corporation Law of Delaware permitting a lesser vote or a different method of voting, in addition thereto, any amendment to this Certificate of Incorporation and any amendment to the Bylaws of the Corporation shall require the affirmative vote of at least two-thirds of the total number of shares of Common Stock and Patronage Preferred Stock then outstanding voting as a single class.

ELEVENTH: Upon written demand signed by one-third of the entire Board of Directors, delivered to the Secretary at the same meeting at which the original motion was passed, any resolution adopted by the Board of Directors shall be suspended and the motion presented to the stockholders for adoption at their next regular meeting or at any special meeting earlier called for the purpose of considering such motion; if the stockholders fail or refuse to pass such motion by the affirmative vote of at least two-thirds of the total number of shares of Common Stock and Patronage Preferred Stock then outstanding voting as a single class, then the resolution of the Board of Directors shall be without effect.

TWELFTH: The Corporation shall have perpetual existence.

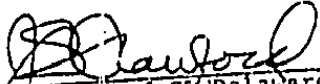


SECRETARY'S CERTIFICATE

The undersigned, J. Stephen Crawford, Secretary of CF Delaware, Inc., a Delaware Corporation, one of the merging corporations mentioned in the within Plan and Agreement of Merger, on behalf of said corporation certifies as follows:

The within Plan and Agreement of Merger has been consented to in writing by the sole stockholder of the corporation entitled to vote on a merger and consolidation.

IN WITNESS WHEREOF, I have signed this certificate this 19th day of December, 1978.

  
Secretary of CF Delaware, Inc.,  
a Delaware corporation

The foregoing Plan and Agreement of Merger having been duly entered into and signed by CF Industries, Inc., an Illinois corporation, and having been duly entered into and signed by CF Delaware, Inc., a Delaware corporation, and having been duly adopted by the stockholders of each of such corporations, all in accordance with the provisions of the General Corporation Law of the State of Delaware and the Laws of the State of Illinois, the President of CF Industries, Inc. and the President of CF Delaware, Inc., do now hereby execute said Plan and Agreement of Merger by authority of the directors and stockholders of each, as the respective act, deed and agreement of each of said corporations, on the 19<sup>th</sup> day of December, 1978.

CF Industries, Inc.,  
an Illinois corporation

By R.R. Buxton

As its President

(CORPORATE SEAL)

ATTEST:

J. Crawford  
Secretary

CF Delaware, Inc.,  
a Delaware corporation

By R.R. Buxton

As its President

(CORPORATE SEAL)

ATTEST:

J. Crawford  
Secretary

15-11



# State of DELAWARE

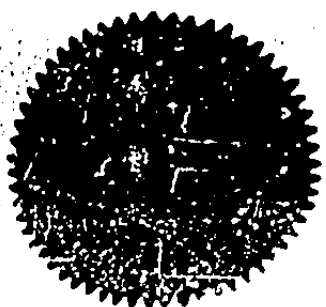
Office of SECRETARY OF STATE

FILED  
DEC 31 2 08 PM '79  
DEPT. OF STATE  
DOVER, DELAWARE

I Glenn C. Kenton Secretary of State of the State of Delaware do hereby certify that the above and foregoing is a true and correct copy of Certificate of Agreement of Merger of the "CF Industries, Inc.", a corporation organized and existing under the laws of the State of Illinois, merging with and into the "CF Delaware, Inc.", a corporation organized and existing under the laws of the State of Delaware, under the name of "CF Industries, Inc.", as received and filed in this office the third day of January, A.D. 1979, at 1:30 o'clock P.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this thirteenth day of February in the year of our Lord one thousand nine hundred and seventy-nine.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

*[Signature]*

Assistant Secretary of State

Dumatale Kenosauk  
Requestor's Name

Lee Hummicutt  
Address

Freeman Buttenman & Halber  
City/State/Zip Phone #

520 Brickell Key Dr., SO-305

*Re: Flim*

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1120-8659-5  
1. Lemig Properties Inc. P94-39030  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in     Pick up time \_\_\_\_\_     Certified Copy *entire file*  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Sent Fed Ex via aq 11/25*

RECEIVED  
95 JUN 25 11:05 AM  
DIVISION OF CORPORATION

*no charge*

Examiner's Initials

ARTICLE V

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131. The initial Registered Agent at that address is Stephen A. Freeman.

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first Director of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

Franklin Gindler

520 Brickell Key Drive  
Suite O-305  
Miami, Florida 33131

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE IX  
INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

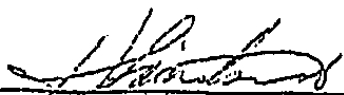
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21<sup>st</sup> day of May, 1994.

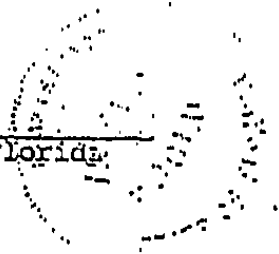
  
\_\_\_\_\_  
Stephen A. Freeman

STATE OF FLORIDA )  
COUNTY OF DADE )


BEFORE ME, the undersigned authority, personally appeared STEPHEN A. FREEMAN, personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this 23<sup>rd</sup> day of May, 1994.

  
\_\_\_\_\_  
Notary Public, State of Florida



My Commission Expires: NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES: July 13, 1995  
CORDED THRU NOTARY PUBLIC OR. 2447715


  
\_\_\_\_\_  
Stephen A. Freeman, Registered Agent

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: LEMIG PROPERTIES, INC.
2. The name and address of the Registered agent and office is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

Signature: \_\_\_\_\_


  
Stephen A. Freeman

Title: Assistant Secretary

Date: May 23, 1994

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: \_\_\_\_\_

  
Stephen A. Freeman

Date: May 23, 1994