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**MERGER OR SHARE EXCHANGE  
PENNINGTON SEED, INC**

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T. BROWN

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STATE OF FLORIDA  
ARTICLES OF MERGER  
OF  
BAY TECH CHEMICAL COMPANY, a Florida corporation,  
AND  
NEWTCO PACAKAGING, INC., a Georgia  
AND  
SEEDS WEST, INC., an Arizona corporation  
AND  
PENNINGTON SEED, INC. OF NEBRASKA, a Nebraska corporation  
INTO  
PENNINGTON SEED, INC.,  
a Delaware corporation

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation (parent) owning 100% of the issued and outstanding capital stock of the merging corporations is as follows:

<u>Name:</u>	<u>Jurisdiction</u>
PENNINGTON SEED, INC.	Delaware

**SECOND:** The names and jurisdictions of the merging corporations (subsidiaries) are as follows:

<u>Name:</u>	<u>Jurisdiction</u>
BAY TECH CHEMICAL COMPANY	Florida
NEWTCO PACKAGING, INC.	Georgia
SEEDS WEST, INC.	Arizona
PENNINGTON SEED, INC. OF NEBRASKA	Nebraska

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

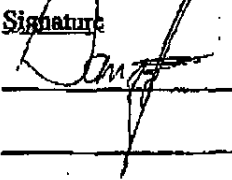
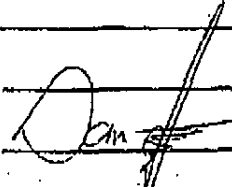
**FIFTH:** The Plan of Merger was adopted by the board of directors of the surviving corporation on September 25, 2012, and shareholder approval was not required.

**SIXTH:** The Plan of Merger was adopted by the board of directors of each of the merging corporations on September 25, 2012, and shareholder approval was not required.

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SEVENTH: Signatures for each corporation are as follows:

<u>Name of Corporation:</u>	<u>Signature</u>	<u>Name</u>	<u>Title</u>
PENNINGTON SEED, INC.		Don Pennington	Executive Vice President
BAY TECH CHEMICAL COMPANY			
NEWTCO PACKAGING, INC.			
SEEDS WEST, INC.			
PENNINGTON SEED, INC. OF NEBRASKA		Don Pennington	Executive Vice President

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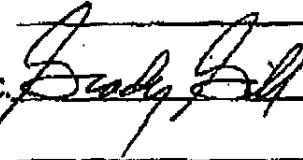
**SEVENTH:** Signatures for each corporation are as follows:

<u>Name of Corporation:</u>	<u>Signature</u>	<u>Name</u>	<u>Title</u>
PENNINGTON SEED, INC.			
BAY TECH CHEMICAL COMPANY		Michael A. Reed	President
NEWTCO PACKAGING, INC.			
SEEDS WEST, INC.			
PENNINGTON SEED, INC. OF NEBRASKA			

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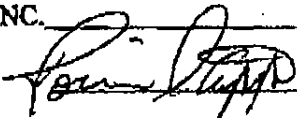
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SEVENTH: Signatures for each corporation are as follows:

<u>Name of Corporation:</u>	<u>Signature</u>	<u>Name</u>	<u>Title</u>
PENNINGTON SEED, INC.			
BAY TECH CHEMICAL COMPANY			
NEWTCO PACKAGING, INC.		GRADY GILL	EVP
SEEDS WEST, INC.			
PENNINGTON SEED, INC. OF NEBRASKA			

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SEVENTH: Signatures for each corporation are as follows:

<u>Name of Corporation:</u>	<u>Signature</u>	<u>Name</u>	<u>Title</u>
PENNINGTON SEED, INC.	_____		
BAY TECH CHEMICAL COMPANY	_____		
NEWTCO PACKAGING, INC.	_____		
SEEDS WEST, INC.		Ronnie STAPP	EVP Seed
PENNINGTON SEED, INC. OF NEBRASKA	_____		

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### PLAN OF MERGER

This Plan of Merger is submitted in compliance with Section 607.1104 of the Florida Statutes, Section 14-2-1104 of the Official Code of Georgia, Section 10-1104 of the Arizona Revised Statutes, and Section 21-20,131 of the Nebraska Revised Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation (parent) owning 100% of the issued and outstanding capital stock of each of the merging corporations is as follows:

<u>Name:</u>	<u>Jurisdiction</u>
PENNINGTON SEED, INC.	Delaware

The names and jurisdictions of the merging corporations (subsidiaries) are as follow:

<u>Name:</u>	<u>Jurisdiction</u>
BAY TECH CHEMICAL COMPANY	Florida
NEWTCO PACKAGING, INC.	Georgia
SEEDS WEST, INC.	Arizona
PENNINGTON SEED, INC. OF NEBRASKA	Nebraska

**SECOND:** The manner and basis of converting the shares or other interests of the subsidiaries into shares, interests, obligations, or other securities of the parent into cash or other property in whole or in part:

The outstanding shares of capital stock of each of the merging corporations shall be canceled without consideration. The outstanding shares of the surviving corporation shall remain outstanding and are not affected by the merger.