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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

02-16-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #34



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attached original documents or copy thereof.

MRD 2-16-99

To the Honorable Commissioner of F...

1. Name of conveying party(ies):

Soil Teq, Inc.

- Individual(s)
- General Partnership
- Corporation-State Minnesota
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 30, 1997

2. Name and address of receiving party(ies):

Name: Ag-Chem Manufacturing Co., Inc.

Internal Address: Suite 100

Street Address: 5720 Smetana Drive

City: Minnetonka State: MN ZIP: 55343

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Minnesota
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,605,979

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: James P. Quinn, Esquire

Internal Address: Suite 1500

7900 Xerxes Avenue South

Street Address:

City: Bloomington State: MN ZIP: 55431

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

James P. Quinn
Name of Person Signing

Signature

February 16, 1999
Date

Total number of pages in this sheet: 1

REEL: 1863 FRAME: 0904

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To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been filed for record in the office of the Secretary of State, on the 11th day of December, A. D. 1980 for the incorporation of

Orty's and Company, Inc.

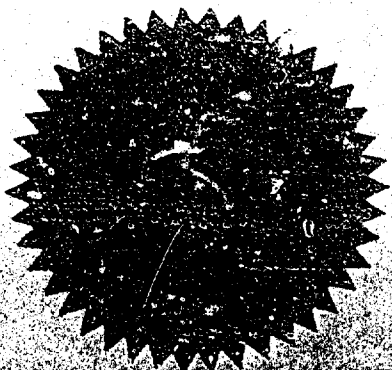
under and in accordance with the provisions of the Minnesota Business Corporation Act, Minnesota Statutes, Chapter 301,

Now, Therefore, by virtue of the powers and duties vested in me by law, as Secretary of State of the State of Minnesota, I do hereby certify that the said

Orty's and Company, Inc.

is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this eleventh day of December in the year of our Lord one thousand nine hundred and eighty



Jan Anderson Grant
Secretary of State.

SC-06009-03

ARTICLES OF INCORPORATION

B 64, 951

34-199

OF

ORTY'S AND COMPANY, INC.

The undersigned, for the purpose of forming a corporation under the Minnesota Corporation Business Act, Minnesota Statutes Chapter 301, hereby adopt the following Articles of Incorporation:

Article I

The name of this corporation shall be Orty's and Company, Inc.

Article II

The corporation shall have general business purposes.

Article III

The duration of the corporation shall be perpetual.

Article IV

The location and post office address of the registered office of the corporation is: Rural Route 1, Box 25A, Waconia, Minnesota 55327.

Article V

The corporation shall have the authority to issue capital stock which shall consist of 2,500 shares of common stock having a par value of \$10.00 per share.

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Article VI

The voting rights of the corporation shall be vested in the owners of the common stock, each share outstanding and of record upon the books of the corporation being entitled to one vote.

Article VII

The stated capital with which the corporation shall begin business is \$1,000.00.

B 54, 963

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
instrument was filed for record in this
office on the 11 day of June
A. D. 1922, at 10 o'clock AM,
and was duly recorded in Book B 54
of Incorporations, on page 960
John Anderson
Secretary of State

30-199

0-63-23

CERTIFICATE OF RESTATED
ARTICLES OF INCORPORATION
OF
ORTY'S AND COMPANY, INC.

I, Earl W. Ortlip, the Chief Executive Officer and Chief Financial Officer of Orty's and Company, Inc., a corporation subject to the provisions of Chapter 302A of Minnesota Statutes known as the Minnesota Business Corporation Act, do hereby certify that pursuant to Minutes of Action taken in accordance with Section 302A.441 of the Minnesota Business Corporation Act effective as of Aug 19, 1985, the following resolution was adopted by the company's shareholders, and the Restated Articles of Incorporation supersede and take the place of existing Articles of Incorporation and all amendments thereto:

RESOLVED, that the Articles of Incorporation of Orty's and Company, Inc. be and the same are hereby restated, and the following Restated Articles of Incorporation take the place of and supersede the existing Articles of Incorporation and all amendments thereto, pursuant to Minnesota Statutes Section 302A.137, to read as follows:

ARTICLE 1. NAME

The name of the corporation is SOIL TEQ, INC.

ARTICLE 2. REGISTERED OFFICE

The address of the registered office of the corporation in Minnesota is 6357 County Road 155, Waconia, Minnesota 55387.

ARTICLE 3. AUTHORIZED SHARES

The aggregate number of shares that the corporation has authority to issue is One Million (1,000,000), which shall be dividable into the classes and series with the relative rights and preferences as established by the Board of Directors.

ARTICLE 4. AMENDMENT OF BY-LAWS

The By-laws of this corporation shall not be adopted, amended or modified except by the affirmative vote of a seventy percent (70%) majority of the shareholders.

✓

✓

✓

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STATE OF MINNESOTA
SECRETARY OF STATE
NOTICE OF CHANGE OF REGISTERED OFFICE/
REGISTERED AGENT

Please read the instructions on the back before completing this form.

1. Corporate Name:

SOIL TEQ INC.

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. **A post office box is not acceptable.**

5720 SMETANA DRIVE, SUITE 100

MINNETONKA, MN

Street

City

MN

State

55343

Zip Code

3. Registered Agent (Registered agents are required for foreign corporations but optional for Minnesota corporations):

NONE

If you do not wish to designate an agent, you must list "NONE" in this box. **DO NOT LIST THE CORPORATE NAME.**

In compliance with *Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.135* I certify that the above listed company has resolved to change the company's registered office and/or agent as listed above.

I certify that I am authorized to execute this certificate and I further certify that I understand that by signing this certificate I am subject to the penalties of perjury as set forth in *Minnesota Statutes Section 609.48* as if I had signed this certificate under oath.

Signature of Authorized Person

Name and Telephone Number of a Contact Person: John Mann (612) 933-9006
please print legibly

Office Use Only

Filing Fee: Minnesota Corporations, Cooperatives and Limited Liability Companies: **\$35.00.**

Non-Minnesota Corporations: **\$50.00.**

Make checks payable to Secretary of State

Return to: Minnesota Secretary of State
180 State Office Bldg.
100 Constitution Ave.
St. Paul, MN 55155-1299
(612)296-2803

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 1 1996

Secretary of State

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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SOIL TEQ, INC.

The undersigned, the Secretary of Soil Teq, Inc., a Minnesota corporation (the "Corporation"), does hereby certify that by Minutes of Action of the Shareholders dated December 30, 1997, the following resolution was adopted by the sole shareholder of the Corporation in accordance with the applicable provisions of Minnesota Statutes:

Resolution Amending
Articles of Incorporation

WHEREAS, it is in the best interest of the Corporation to change its corporate name to Ag-Chem Manufacturing Co., Inc.;

NOW, THEREFORE, IT IS HEREBY

RESOLVED, that the Articles of Incorporation of the Corporation are amended by deleting Article 1 in full and replacing it with the following:

"ARTICLE 1.

NAME

The name of the Corporation is Ag-Chem Manufacturing Co., Inc." *n*

FURTHER RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to execute Articles of Amendment attesting to the adoption of the foregoing amendment and to cause such Articles of Amendment to be filed in the office of the Secretary of State of the State of Minnesota.

IN WITNESS WHEREOF, I have subscribed my name this 30th day of December, 1997.

John C. Retherford
John C. Retherford, Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

0353296.01

DEC 31 1997

John Anderson
Secretary of State

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