

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

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WATER RESOURCES
WESTERN REGIONDEPARTMENT OF
WATER RESOURCES

Notice of Change in Water Right Ownership

1. List the numbers of all water rights and/or adjudication claim records to be changed. If you only acquired a portion of the water right or adjudication claim, check "Yes" in the "Split?" column. If the water right is leased to the Water Supply Bank, check "Yes". If you are not sure if the water right is leased to the Water Supply Bank, see #6 of the instructions.

Water Right/Claim No.	Split?	Leased to Water Supply Bank?	Water Right/Claim No.	Split?	Leased to Water Supply Bank?
63-10584	Yes ☐	Yes ☐		Yes ☐	Yes ☐
63-10788	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐

2. Previous Owner's Name: Rogers Bros. Seed Co.

Name of current water right holder/claimant

3. New Owner(s)/Claimant(s): Syngenta Crop Protection, LLC

New owner(s) as listed on the conveyance document

Name connector

☐ and☐ or☐ and/or6338 HWY 20/26NampaID83687

Mailing address

City

State

ZIP

208-465-8554Eric.Runkle@syngenta.com

Telephone

Email

4. If the water rights and/or adjudication claims were split, how did the division occur?

- ☐ The water rights or claims were divided as specifically identified in a deed, contract, or other conveyance document.
☒ The water rights or claims were divided proportionately based on the portion of their place(s) of use acquired by the new owner.

5. Date you acquired the water rights and/or claims listed above: See ATTACHED

6. If the water right is leased to the Water Supply Bank changing ownership of a water right will reassign to the new owner any Water Supply Bank leases associated with the water right. Payment of revenue generated from any rental of a leased water right requires a completed IRS Form W-9 for payment to be issued to an owner. A new owner for a water right under lease shall supply a W-9. Water rights with multiple owners must specify a designated lessor, using a completed Lessor Designation form. Beginning in the calendar year following an acknowledged change in water right ownership, compensation for any rental will go to the new owner(s).

7. This form must be signed and submitted with the following **REQUIRED** items:

- ☒ A copy of the conveyance document – warranty deed, quitclaim deed, court decree, contract of sale, etc. The conveyance document must include a legal description of the property or description of the water right(s) if no land is conveyed.
☒ Plat map, survey map or aerial photograph which clearly shows the place of use and point of diversion for each water right and/or claim listed above (if necessary to clarify division of water rights or complex property descriptions).
☒ Filing fee (see instructions for further explanation):
☐ \$25 per *undivided* water right.
☐ \$100 per *split* water right.
☐ No fee is required for pending adjudication claims.
☐ If water right(s) are leased to the Water Supply Bank AND there are multiple owners, a Lessor Designation form is required.
☐ If water right(s) are leased to the Water Supply Bank, the individual owner or designated lessor must complete, sign and submit an IRS Form W-9.

8. Signature: [Signature] Head of Biological Operations 7/19/18
 Signature of new owner/claimant Title, if applicable Date

Signature: _____
 Signature of new owner/claimant Title, if applicable Date

For IDWR Office Use Only:

Received by [Signature] Date 7/27/18 Receipt No. W046587 Receipt Amt. \$50.00

Active in the Water Supply Bank? Yes ☐ No ☐ If yes, forward to the State Office for processing W-9 received? Yes ☒ No ☐

Name on W-9 See #3 Approved by _____ Processed by [Signature] Date 8-7-18

(w/WSB Lease app)

P:\water\14110010 Water System Engineering\PROJECT\GIS\AcMap - Projects\Ownership Change map.mxd



Legend

-  63-10788 pou
-  63-10584 pou



SPF WATER
ENGINEERING

300 East Mallard Drive, Suite 350
Boise, Idaho 83706
Tel (208) 383-4140 Fax (208) 383-4156

Syngenta Seeds Inc.
Water Right Ownership Change

63-10584 & 63-10788

DATE: 7/5/2018

USER: LGraves

PROJECT: 1411.0010



Absolute Scale: 1:3,415

0 90 180 360
Feet

Secretary Certificate

I, Caroline Rockafellow do hereby certify as follows:

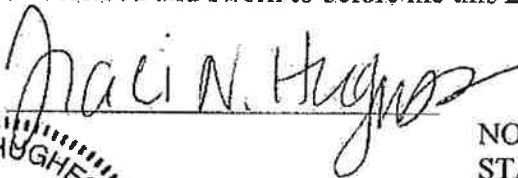
1. I am the Assistant Secretary of Syngenta Crop Protection, LLC, a Delaware Limited Liability company that maintains its principal place of business at 410 Swing Road, Greensboro, North Carolina 27409, and I am authorized to execute this Certificate on its behalf.
2. Rogers Seed Co. merged with and into Novartis Seeds, Inc. effective July 1, 1997.
3. Novartis Seeds, Inc. changed its name to Syngenta Seeds, Inc. effective January 13, 2000.
4. Syngenta Seeds, Inc. converted to a Delaware Limited Liability Company and changed its name to Syngenta Seeds, LLC effective December 31, 2015.
5. Syngenta Crop Protection, LLC is owned 100% by Syngenta Seeds, LLC, formerly Syngenta Seeds, Inc., a Delaware Limited Liability Corporation with its principal place of business at 11055 Wayzata Blvd., Minnetonka, MN.
6. Syngenta Seeds, LLC formerly Syngenta Seeds, Inc. is owned 100% by Syngenta Corporation, a Delaware Corporation with its principal place of business at 3411 Silverside Road, Suite 100, Shipley Building, Wilmington, DE.
7. That the statements set forth above are true and correct to the best of my knowledge and belief.

Dated, this 24th day of July, 2018.

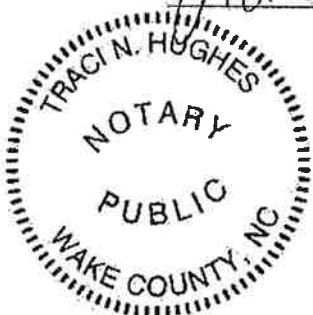


Caroline Rockafellow
Assistant Secretary
Syngenta Crop Protection, LLC

Subscribed and sworn to before me this 24th day of July, 2018.



NOTARY PUBLIC IN AND FOR THE
STATE OF NORTH CAROLINA



my Commission Expires : March 16, 2021

CERTIFICATE OF FORMATION

OF

SYNGENTA SEEDS, LLC

This Certificate of Formation is being filed pursuant to Section 18-214(b) of the Delaware Limited Liability Company Act, 6 *Del. C.* §§ 18-101 *et seq.* (the "Delaware LLC Act"), in connection with the conversion of Syngenta Seeds, Inc., a Delaware corporation (the "Converting Entity"), to a Delaware limited liability company.

The undersigned, being duly authorized to execute and file this Certificate, does hereby certify as follows:

1. Name. The name of the limited liability company is Syngenta Seeds, LLC (the "Company").
2. Registered Office and Registered Agent. The Company's registered office in the State of Delaware is located at 1209 Orange Street, Wilmington, County of New Castle, Delaware, 19801. The registered agent of the Company for service of process at such address is The Corporation Trust Company.
3. Conversion. Under the provisions of Section 18-214 of the Delaware LLC Act, the Company shall be deemed to be the same entity as the Converting Entity and the Company shall be deemed to have commenced its existence on September 24, 1976.
4. Effective Time. This Certificate of Formation shall be effective at 11:59 p.m. (local time in Wilmington, Delaware) on December 31, 2015.

[Signature page follows]

State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY OF

NOVARTIS SEEDS, INC.

File Number **C 55062**

I, PETE T. CENARRUSA, Secretary of the State of Idaho, hereby certify that an Application for Amended Certificate of Authority to do business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to reflect the name change from **NOVARTIS SEEDS, INC.** to **SYNGENTA SEEDS, INC.** and attach hereto a duplicate of the Application for such Amended Certificate.

Dated: April 7, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley L. Roe*

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
NOVARTIS SEEDS, INC.

It is certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Novartis Seeds, Inc.
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Section 1 thereof and by substituting in lieu of said Section the following new Section:
 1. The name of the Corporation is Syngenta Seeds, Inc.
3. The amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.
4. The effective date of the amendment herein certified shall be January 15, 2000.

Signed on January 12, 2000.


Edward C. Resler
Vice President & Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/25/1997
971211787 - 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:

NAME

STATE OF INCORPORATION

Novartis Seeds, Inc.
Rogers Seed Co.

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

AGREEMENT AND PLAN OF MERGER

AGREEMENT OF MERGER made as of this 23 day of June, 1997, by and between NOVARTIS SEEDS, INC., a Delaware corporation ("Novartis"), and ROGERS SEED CO., a Delaware corporation ("Rogers");

WITNESSETH THAT:

WHEREAS, Novartis desires to merge with Rogers and Rogers desires to merge with and into Novartis upon the terms and subject to the conditions herein set forth, and, in accordance with the laws of the states of Delaware,

NOW, THEREFORE, the parties hereto agree as follows:

1.

MERGER

(a) On the Effective Date of the Merger (hereinafter defined), Rogers shall be merged with and into Novartis which shall be the surviving corporation. The corporate existence of Novartis with all its purposes, powers and objects, shall continue unaffected and unimpaired by the merger, and as the surviving corporation it shall be governed by the laws of the State of Delaware and succeed to all rights, assets, liabilities and obligations of Rogers in accordance with the Delaware General Corporation Law. The separate corporate existence of Rogers shall cease upon the Effective Date of the Merger and thereupon Novartis and Rogers shall be a single corporation, to wit, Novartis.

(b) The Merger shall be effective on the later of (i) 12:01 a.m., Minneapolis time on July 1, 1997 and (ii) the filing of this Agreement in accordance with the Delaware General Corporation Law. The time and date at which the Merger becomes effective is herein called the Effective Date of the Merger.

2.

CERTIFICATE OF INCORPORATION; BYLAWS; BOARD OF DIRECTORS; OFFICERS

(a) The Certificate of Incorporation of Novartis, as in effect on the Effective Date of the Merger, shall be, and shall thereafter continue to be, the Certificate of Incorporation of the surviving corporation until changed as provided by law.

(b) The Bylaws of Novartis as in effect on the Effective Date of the Merger shall be the Bylaws of the surviving corporation until the same shall thereafter be altered, amended or repealed in accordance with law, the Certificate of Incorporation of the surviving corporation or said Bylaws.

(c) The directors of Novartis in office on the Effective Date of the Merger shall be the directors of the surviving corporation until their successors shall be elected in accordance with the Bylaws of the surviving corporation and shall have been duly qualified.

(d) The officers of Novartis in office on the Effective Date of the Merger shall be the officers of the surviving corporation, and, until their successors are elected or appointed in accordance with the Bylaws of the surviving corporation and shall have duly qualified, such officers shall hold the office which they held in Novartis on the Effective Date of the Merger.

(e) If, on the Effective Date of the Merger, a vacancy shall exist in the Board of Directors or in any of the offices of the surviving corporation, such vacancy may thereafter be filled in the manner provided in the Bylaws of the surviving corporation.

3. MANNER OF EFFECTING OF THE MERGER

On the Effective Date of the Merger:

(1) Each share of common stock of Novartis, without par value (hereinafter called "Novartis Common Stock"), then issued and outstanding shall be and remain one such share of Novartis Common Stock.

(2) Each common share of Rogers, par value \$10.00 a share, then issued and outstanding shall be canceled.

4. TERMINATION

This Agreement and the transactions contemplated hereby may be terminated by mutual consent of Novartis and Rogers by appropriate resolution of their respective Boards of Directors at any time prior to the Effective Date of the Merger.

5. APPOINTMENT OF AGENT TO ACCEPT SERVICE OF PROCESS

Novartis hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Rogers and Novartis hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. A copy of such process shall be mailed by the Secretary of State to Novartis at 7500 Olson Memorial Highway, Golden Valley, MN 55427

**6.
COUNTERPARTS**

This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same Agreement, and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties.

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto as of the day and year first above written.

NOVARTIS SEEDS, INC.

By: Edward T. Spencey
Its: President

Attest:

By: Edward C. Leslie
Its: Secretary

ROGERS SEED CO.

By: John S. Somers
Its: President

Attest:

By: Edward C. Leslie
Its: Secretary

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:

NAME

STATE OF INCORPORATION

Novartis Seeds, Inc.
Rogers Seed Co.

Delaware
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

**NOVARTIS SEEDS, INC.
ACTION BY UNANIMOUS CONSENT
OF ALL DIRECTORS**

The undersigned, being a Director of Novartis Seeds, Inc., a Delaware corporation (the "Company"), hereby consents, pursuant to Section 141(f) of the Delaware General Corporation Law, to the adoption of the following resolutions as the act of the Board of Directors of the Company:

RESOLVED, that the Company enter into the Agreement and Plan of Merger with each of Hillesthög Mono-Hy, Inc. ("Hillesthög"), Rogers Seed Co. ("Rogers") and Vaughan's Seed Company ("Vaughan's") in the forms attached hereto as Exhibits A, B and C, respectively (together the "Merger Agreements"), pursuant to which Hillesthög, Rogers and Vaughan's will be merged into the Company (the "Merger"), the corporate existence of the Company, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the merger and, as the surviving company, the Company shall succeed to all rights, assets, liabilities and obligations of Hillesthög, Rogers, and Vaughan's; and further

RESOLVED, that the Mergers and the Merger Agreements be submitted to the sole stockholder of the Company for its approval and adoption; and that upon approval of the sole stockholder, the Mergers and the Merger Agreements shall be adopted; provided that, notwithstanding such approval by the sole stockholder, the Board of Directors of the Company may terminate any or all of the Merger Agreements at any time prior to the effective time of the Mergers; and further

RESOLVED, that, in order to effect the Mergers, and subject to the prior approval thereof by the sole stockholder, the appropriate officers of the Company be, and such officers hereby are, authorized and directed to make, execute and acknowledge a Certificate of Merger in accordance with the requirements of the Delaware General Corporation Law, and to file the same in the office of the Secretary of State 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 General Corporation Law and 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.

RESOLVED, that effective July 1, 1997, the following individuals be, and they hereby are, elected to service in the offices set opposite their names:

Edward T. Shonsey
Fred Fuller
John Sorenson
Gerald Hoeh
Edward C. Resler
Robert Hoekstra
Jess Wilson

President and Chief Executive Officer
President, Flowers - NAFTA
President, Vegetables - NAFTA
Vice President
Vice President & Secretary
Assistant Treasurer
Assistant Treasurer

Dated: 6/10/97, 1997


H. P. Imhof, Director

**NOVARTIS SEEDS, INC.
ACTION BY UNANIMOUS CONSENT
OF ALL DIRECTORS**

The undersigned, being a Director of Novartis Seeds, Inc., a Delaware corporation (the "Company"), hereby consents, pursuant to Section 141(f) of the Delaware General Corporation Law, to the adoption of the following resolutions as the act of the Board of Directors of the Company:

RESOLVED, that the Company enter into the Agreement and Plan of Merger with each of Hilleshög Mono-Hy, Inc. ("Hilleshög"), Rogers Seed Co. ("Rogers") and Vaughan's Seed Company ("Vaughan's") in the forms attached hereto as Exhibits A, B and C, respectively (together the "Merger Agreements"), pursuant to which Hilleshög, Rogers and Vaughan's will be merged into the Company (the "Merger"), the corporate existence of the Company, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the merger and, as the surviving company, the Company shall succeed to all rights, assets, liabilities and obligations of Hilleshög, Rogers, and Vaughan's; and further

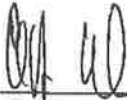
RESOLVED, that the Mergers and the Merger Agreements be submitted to the sole stockholder of the Company for its approval and adoption; and that upon approval of the sole stockholder, the Mergers and the Merger Agreements shall be adopted; provided that, notwithstanding such approval by the sole stockholder, the Board of Directors of the Company may terminate any or all of the Merger Agreements at any time prior to the effective time of the Mergers; and further

RESOLVED, that, in order to effect the Mergers, and subject to the prior approval thereof by the sole stockholder, the appropriate officers of the Company be, and such officers hereby are, authorized and directed to make, execute and acknowledge a Certificate of Merger in accordance with the requirements of the Delaware General Corporation Law, and to file the same in the office of the Secretary of State 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 General Corporation Law and 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.

RESOLVED, that effective July 1, 1997, the following individuals be, and they hereby are, elected to service in the offices set opposite their names:

Edward T. Shonsey
Fred Fuller
John Sorenson
Gerald Hoeh
Edward C. Resler
Robert Hoekstra
Jess Wilson

President and Chief Executive Officer
President, Flowers - NAFTA
President, Vegetables - NAFTA
Vice President
Vice President & Secretary
Assistant Treasurer
Assistant Treasurer



C. Dulex, Director

Dated: June 16, 1997

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT OF MERGER made as of this _____ day of June, 1997, by and between NOVARTIS SEEDS, INC., a Delaware corporation ("Novartis"), and HILLESHÖG MONO-HY, INC., a Delaware corporation ("Hilleshög");

WITNESSETH THAT:

WHEREAS, Novartis desires to merge with Hilleshög and Hilleshög desires to merge with and into Novartis upon the terms and subject to the conditions herein set forth, and, in accordance with the laws of the states of Delaware,

NOW, THEREFORE, the parties hereto agree as follows:

1. MERGER

(a) On the Effective Date of the Merger (hereinafter defined), Hilleshög shall be merged with and into Novartis which shall be the surviving corporation. The corporate existence of Novartis with all its purposes, powers and objects, shall continue unaffected and unimpaired by the merger, and as the surviving corporation it shall be governed by the laws of the State of Delaware and succeed to all rights, assets, liabilities and obligations of Hilleshög in accordance with the Delaware General Corporation Law. The separate corporate existence of Hilleshög shall cease upon the Effective Date of the Merger and thereupon Novartis and Hilleshög shall be a single corporation, to wit, Novartis.

(b) The Merger shall be effective on the later of (i) 12:01 a.m., Minneapolis time on July 1, 1997 and (ii) the filing of this Agreement in accordance with the Delaware General Corporation Law. The time and date at which the Merger becomes effective is herein called the Effective Date of the Merger.

2. CERTIFICATE OF INCORPORATION; BYLAWS; BOARD OF DIRECTORS; OFFICERS

(a) The Certificate of Incorporation of Novartis, as in effect on the Effective Date of the Merger, shall be, and shall thereafter continue to be, the Certificate of Incorporation of the surviving corporation until changed as provided by law.

(b) The Bylaws of Novartis as in effect on the Effective Date of the Merger, shall be the Bylaws of the surviving corporation until the same shall thereafter be altered, amended or repealed in accordance with law, the Certificate of Incorporation of the surviving corporation or said Bylaws.

**6.
COUNTERPARTS**

This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same Agreement, and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties.

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto as of the day and year first above written.

NOVARTIS SEEDS, INC.

By: _____
Its: President

Attest:

By: _____
Its: Secretary

HILLESÖG MONO-HY, INC.

By: _____
Its: President

Attest:

By: _____
Its: Secretary

(c) The directors of Novartis in office on the Effective Date of the Merger shall be the directors of the surviving corporation until their successors shall be elected in accordance with the Bylaws of the surviving corporation and shall have been duly qualified.

(d) The officers of Novartis in office on the Effective Date of the Merger shall be the officers of the surviving corporation, and, until their successors are elected or appointed in accordance with the Bylaws of the surviving corporation and shall have duly qualified, such officers shall hold the office which they held in Novartis on the Effective Date of the Merger.

(e) If, on the Effective Date of the Merger, a vacancy shall exist in the Board of Directors or in any of the offices of the surviving corporation, such vacancy may thereafter be filled in the manner provided in the Bylaws of the surviving corporation.

3.

MANNER OF EFFECTING OF THE MERGER

On the Effective Date of the Merger:

(1) Each share of common stock of Novartis, without par value (hereinafter called "Novartis Common Stock"), then issued and outstanding shall be and remain one such share of Novartis Common Stock.

(2) Each common share of Rogers, par value \$10.00 a share, then issued and outstanding shall be canceled.

4.

TERMINATION

This Agreement and the transactions contemplated hereby may be terminated by mutual consent of Novartis and Rogers by appropriate resolution of their respective Boards of Directors at any time prior to the Effective Date of the Merger.

5.

APPOINTMENT OF AGENT TO ACCEPT SERVICE OF PROCESS

Novartis hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Rogers and Novartis hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. A copy of such process shall be mailed by the Secretary of State to Novartis at 7500 Olson Memorial Highway, Golden Valley, MN 55427

EXHIBIT C

AGREEMENT AND PLAN OF MERGER

AGREEMENT OF MERGER made as of this _____ day of June, 1997, by and between NOVARTIS SEEDS, INC., a Delaware corporation ("Novartis"), and VAUGHAN'S SEED COMPANY, a Delaware corporation ("Vaughan's");

WITNESSETH THAT:

WHEREAS, Novartis desires to merge with Vaughan's and Vaughan's desires to merge with and into Novartis upon the terms and subject to the conditions herein set forth, and, in accordance with the laws of the states of Delaware,

NOW, THEREFORE, the parties hereto agree as follows:

1. MERGER

(a) On the Effective Date of the Merger (hereinafter defined), Vaughan's shall be merged with and into Novartis which shall be the surviving corporation,. The corporate existence of Novartis with all its purposes, powers and objects, shall continue unaffected and unimpaired by the merger, and as the surviving corporation it shall be governed by the laws of the State of Delaware and succeed to all rights, assets, liabilities and obligations of Vaughan's in accordance with the Delaware General Corporation Law. The separate corporate existence of Vaughan's shall cease upon the Effective Date of the Merger and thereupon Novartis and Vaughan's shall be a single corporation, to wit, Novartis.

(b) The Merger shall be effective on the later of (i) 12:01 a.m., Minneapolis time on July 1, 1997 and (ii) the filing of this Agreement in accordance with the Delaware General Corporation Law. The time and date at which the Merger becomes effective is herein called the Effective Date of the Merger.

2. CERTIFICATE OF INCORPORATION; BYLAWS; BOARD OF DIRECTORS; OFFICERS

(a) The Certificate of Incorporation of Novartis, as in effect on the Effective Date of the Merger, shall be, and shall thereafter continue to be, the Certificate of Incorporation of the surviving corporation until changed as provided by law.

(b) The Bylaws of Novartis as in effect on the Effective Date of the Merger, shall be the Bylaws of the surviving corporation until the same shall thereafter be altered, amended or repealed in accordance with law, the Certificate of Incorporation of the surviving corporation or said Bylaws.

**6.
COUNTERPARTS**

This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same Agreement, and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties.

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto as of the day and year first above written.

NOVARTIS SEEDS, INC.

VAUGHAN'S SEED COMPANY

By: _____
Its: President

By: _____
Its: President

Attest:

Attest:

By: _____
Its: Secretary

By: _____
Its: Secretary

INSTRUMENT NO. 8726152

1057877

WARRANTY DEED

THIS INDENTURE made this the 18th day of December, 1987, between CLARENCE E. FLORY and DOROTHY O. FLORY, husband and wife, of Nampa, Idaho, called the parties of the first part, and Rogers Brothers Seed Company, a Delaware Corporation with principal offices at 1775 Westgate Drive, Suite 100, Boise, Idaho, party of the second part.

WITNESSETH, that the parties of the first part for and in consideration of the sum of Ten Dollars and no/100 Dollars (\$10.00) lawful money of the United States of America, and other good and valuable considerations, to them in hand paid, by the party of the second part, the receipt whereof is hereby acknowledged, has granted, bargained, and sold and by these presents do grant, bargain, sell, convey and confirm unto the said party of the second part, its successors and assigns forever, all the following described real estate, situate in the County of Canyon, State of Idaho, to wit:

The Southwest Quarter of the Southeast Quarter of Section 24, Township 4 North, Range 2 West of the Boise Meridian, Canyon County, Idaho.

Together with all water rights associated with said property described to be at least 40 inches of flowing water in Pioneer Irrigation Company.

SUBJECT TO all easements, rights of way, covenants, restrictions, reservations, applicable building and zoning ordinances and use regulations and restrictions and accruing taxes.

TOGETHER, with all and singular the tenements, hereditaments, and appurtenances thereunto belonging or in any wise appertaining, and the reversion or reversions, remainder and remainders, rents, issues and profits thereof, and all estate, right, title and interest in and to the said property as well in law as in equity, of the said parties of the first part.

TO HAVE AND TO HOLD, all and singular the above mentioned and described premises, together with the appurtenances, unto the party of the second part and its successors and assigns forever and the said parties of the first part and their heirs, the said premises in the quiet and peaceful possession of the said party of the second part and its successors and assigns against the said parties of the first part and their heirs and against all and every person and persons, whomsoever lawfully claiming or to claim the same, shall and will WARRANT and by these presents forever DEFEND.

IN WITNESS WHEREOF, the said parties of the first part have hereunto set their hands and seals the day and year first above written.

Clarence E. Flory
Clarence E. Flory
Dorothy O. Flory
Dorothy O. Flory

STATE OF IDAHO)
) ss.
County of Canyon)

On the 18th day of December, 1987, before me, the undersigned, a Notary Public, personally appeared Clarence E. Flory and Dorothy O. Flory, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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



Lay M. Hagler
Notary Public for Idaho
Residing at Kenner, Idaho
Commission expires: 3-26-88

8726152

RECORDED

'87 DEC 18 PM 4 29

BILL A. STARKER
CANYON CHRY. RECORDER
BY C. BARNES

CANYON ABST & TITLE CO

REQUEST
TYPE Deed PER 9.00 pd. cash

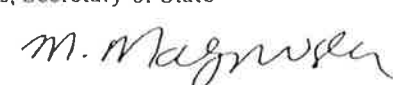
State of Delaware



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

AMENDED
STATEMENT AND DESIGNATION
BY
FOREIGN CORPORATION

DO NOT WRITE IN THIS SPACE

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)

He
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.

State of Delaware
Office of the Secretary of State

PAGE 1

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

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 10 day of April, 1994.

Willem van Overschot
Willem van Overschot, President

Richard B. Geller
Richard B. Geller, Secretary

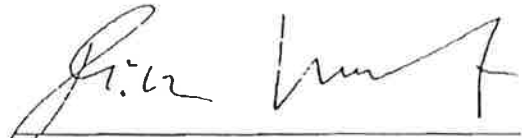
ROGERS NK SEED CO.

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

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 NORTH CAROLINA)

) SS.

COUNTY OF GUILFORD)

I, Brian Reeve, being duly sworn, do hereby depose and say that as follows:

1. I am the Assistant Secretary of Syngenta Crop Protection, LLC, a limited liability company organized and validly existing under the laws of the State of Delaware, having a place of business located at 410 Swing Road, Greensboro, North Carolina, (the "Company") and I am authorized to execute this affidavit on its behalf.
2. Teresa Mitzel in her capacity as Head R&D for Vegetables for the Company has full authority to execute the water permit forms, to be filed with the State of Idaho and all Addendum, Schedules and any and all other agreements, certificates, instruments or other documents to be entered into in connection with such permits.

IN WITNESS WHEREOF, I have hereunto signed my name on this
24th day of July, 2018.

Babu

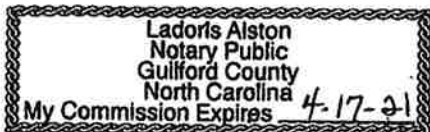
Brian Reeve
Assistant Secretary

SWORN AND SUBSCRIBED before me
this 24th day of July, 2018

Ladoris Abston

Notary Public

My Commission Expires: April 17, 2021



No. W 100787 Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE		Due no later than Feb 28, 2018 Annual Report Form 1. Mailing Address: <i>Correct in this box if needed.</i> SYNGENTA CROP PROTECTION, LLC TRENT LEONARD 410 SWING RD GREENSBORO NC 27409		2. Registered Agent and Address (NO PO BOX) C T CORPORATION SYSTEM 921 S ORCHARD ST STE G BOISE ID 83705 3. New Registered Agent Signature:*	
4. Limited Liability Companies: Enter Names and Addresses of at least one Member or Manager.					
Office Held	Name	Street or PO Address	City	State	Country Postal Code
MEMBER	TONYA CICCONI	CONCORD PLAZA, SHIPLEY BLDG. 3411 SILVERSIDE RD. STE 100	WILMINGTON	DE	USA 19803
MEMBER	CHERYL QUAIN	CONCORD PLAZA, SHIPLEY BLDG. 3411 SILVERSIDE RD. STE 100	WILMINGTON	DE	USA 19803
MEMBER	BRIAN REEVE	410 SWING RD	GREENSBORO	NC	USA 27409
MEMBER	RANDY SMITH	410 SWING ROAD	GREENSBORO	NC	USA 27409
MEMBER	JENNIFER JACKSON	410 SWING ROAD	GREENSBORO	NC	USA 27409
MEMBER	VERNON HAWKINS	410 SWING ROAD	GREENSBORO	NC	USA 27409
5. Organized Under the Laws of: DE W 100787		6. Annual Report must be signed.* Signature: TONYA CICCONI Name (type or print): TONYA CICCONI Date: 01/16/2018 Title: ASSISTANT TREASURER			
Processed 01/16/2018		* Electronically provided signatures are accepted as original signatures.			



State of Idaho

DEPARTMENT OF WATER RESOURCES

322 E FRONT ST STE 648 PO BOX 83720 • BOISE, ID 83720-0098

Phone: (208)287-4800 • Fax: (208)287-6700 • Website: www.idwr.idaho.gov

C.L. "Butch" Otter
Governor

Gary Spackman
Director

August 07, 2018

SYNGENTA SEEDS LLC
6338 HIGHWAY 20/26
NAMPA ID 83687-8116

Re: Change in Ownership for Water Right No(s): 63-10584 & 63-10788

Dear Water Right Holder(s):

The Department of Water Resources (Department) acknowledges the receipt of correspondence changing ownership of the above referenced water right(s) to you. The Department has modified its records and has enclosed a computer-generated report for you.

Updating the ownership record for a water right does not reconfirm the validity of the right. When processing a Notice of Change in Water Right Ownership, the Department does not review the history of water use to determine if the right has been forfeited or deliberately abandoned through five years or more of non-use. To read more about water right forfeiture, including how to protect a water right from forfeiture, please see Idaho Code §§ 42-222 and 42-223.

Please note, water right owners are required to report any change of water right ownership and any change of mailing address to the Department within 120 days of the change. Reporting forms are available from any office of the Department, or from the Department's website.

If you have any questions concerning the enclosed information, please contact me at (208) 287-4942.

Sincerely,

Jean Hersley
Technical Records Specialist II

Enclosure(s)

c: SPF Water Engineering, LLC

Hersley, Jean

From: Lentz Chris USUW <chris.lentz@syngenta.com>
Sent: Tuesday, August 07, 2018 12:58 PM
To: Hersley, Jean
Cc: Bormann Keith USDM; Silveira Patrick USBO; Alston Ladoris USGR
Subject: Rogers/Novartis Merger confirmation
Attachments: Novartis Seeds Board Resolution approving Rogers merger.pdf; Agreement and Plan of Merger Novartis Seeds and Rogers Seed Co June 1997.pdf; IDWR Info Request Letter.pdf

Dear Jean:

Thank you for taking the time to talk to me this afternoon. As discussed, attached is the Agreement and Plan of Merger between Novartis Seeds, Inc. and Rogers Seed Company pursuant to which the assets and liabilities of Rogers at the time of the merger were transferred to Novartis as the surviving legal entity after the merger. I am also attaching the Novartis Seeds, Inc. Board resolution whereby the Novartis Board approved of the merger and references the transfer of all assets to the surviving entity, Novartis Seeds, Inc. I have also attached your letter to us requesting this information.

I believe you have evidence of the Novartis name change to Syngenta Seeds, Inc. and the subsequent name change of Syngenta Seeds, Inc. to Syngenta Seeds, LLC.

It is my understanding that upon receipt of the attached documentation, you will have what is needed to issue the Water Rights to Syngenta Seeds, LLC for the subject property.

Should you need any further evidence, please do not hesitate to contact me.

Thank you for all your help and patience in sorting out this issue for us.

*Regards,
Chris Lentz*

Christina Q. Lentz, Esquire
NA Legal Counsel
NA DPO and Records Manager



Syngenta Crop Protection, LLC
3411 Silverside Road, Ste. 100
Shipley Building
Wilmington, DE 19810

Direct Dial: 302-425-2110
Main Number: 302-425-2000
Chris.lentz@syngenta.com



State of Idaho

DEPARTMENT OF WATER RESOURCES

322 E FRONT ST STE 648 PO BOX 83720 • BOISE, ID 83720-0098

Phone: (208)287-4800 • Fax: (208)287-6700 • Website: www.idwr.idaho.gov

C.L. "Butch" Otter
Governor

Gary Spackman
Director

August 02, 2018

SYNGENTA CROP PROTECTION LLC
6338 HWY 20/26
NAMPA ID 83687-8116

RE: Change in Ownership Water Right No(s): 63-10788 & 63-10584

Dear Interested Parties:

The Department of Water Resources (Department) acknowledges receipt of your Notice of Change in Water Right Ownership (Notice).

Our review of your Notice indicates that additional information is required before the Department can process the change. The information required is indicated below:

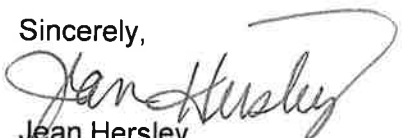
✓ The Department will need copies of the Agreement and Plan of Merger between Novartis Seeds, Inc. and Rogers Seed Co. We need to know what property was included with the merger. If the property appurtenant to water rights 63-10584 and 63-10788 was included in the merger, the Department will need documents that conveyed the property to Syngenta Crop Protection, LLC. You said in your Secretary Certificate that Syngenta Crop Protection, LLC is 100% owned by Syngenta Seeds, LLC but the Department needs to know how the land was conveyed to Syngenta Crop Protection, LLC.

Because the Department cannot process the Notice without proper documentation, we will hold any action on your notice pending receipt of the necessary information. If we do not receive the necessary information within 30 days we will return your notice and all attachments and your notice will not be processed.

Also, please note that permit holders are required to report any change of ownership and/or mailing address to the Department within 120 days of the change. Failure to report these changes could result in a \$100 late filing fee. Forms to assign ownership or update your address are available from any office of the Department or on the Department's website.

If you have any questions regarding this matter, please contact me at (208) 287-4942.

Sincerely,


Jean Hersley
Technical Records Specialist II

Enclosure(s)

c: SPF Water Engineering, LLC



July 25, 2018

Angie Grimm
IDWR Western Region Office
2735 Airport Way
Boise, ID 83705

Subject: Syngenta Crop Protection, LLC Application Package

Dear Angie,

Enclosed on behalf of Syngenta Crop Protection, LLC are the following:

- Sent to
S.O.
(Water Supply
Bank)*
1. **Ownership Change Notice** requesting commercial right 63-10788 and irrigation right 63-10584 be updated to show Syngenta as the current owner of record rather than Rogers Bros. Seed Co. Because the last warranty deed for the property is in the name of Rogers Brothers Seed Company, chain of title documents have been included that show how Rogers Brothers Seed Company evolved into Syngenta Crop Protection, LLC through various company mergers and name changes. A notarized statement from the company secretary precedes the chain of title documents and provides a summary. The Department's filing fee for the notice is \$50.
 2. **Application for Permit** for commercial use proposing diversion of additional ground water from the commercial well serving right 63-10788 and a proposed well to cover the research facility's proposed expansion. The Department's filing fee for the permit application is \$250.
 3. **Application for Permit** proposing diversion of 1,500 gpm for fire protection using the irrigation well serving right 63-10584. The Department's filing fee for the permit application is \$370.
 4. **Application for Transfer** proposing authorization to use the proposed new well as an additional point of diversion for commercial use under right 63-10788 to reflect an integrated ground water system. The Department's filing fee for the transfer application is \$200. Note, this right is proposed for ownership change on the notice described in item 1.

Sent to S.O. 63-10584

5. **Water Supply Bank Lease Application** proposing 10 acres of irrigation use, currently applicable to the proposed expansion area, be placed in the Idaho Water Supply Bank for protection from forfeiture due to non-use. The Department's filing fee for the lease application is \$250. Note, this right is proposed for ownership change on the notice described in item 1.

The above documents were signed by Teresa Mitzel. Attached to this letter is a notarized statement from Brian Reeve, Assistant Secretary of Syngenta Crop Protection, LLC, explaining Teresa's authority to sign. Check No. 012241 for \$1,120 is enclosed for the filing fees. Thank you very much for your consideration and assistance in this matter. Please call me if you have any questions.

Sincerely,

Lori Graves
Water Rights Specialist

Cc: K. Patrick Silveira, Sr. Project Engineer

Enclosures

SPF file number: 1411.0010