

BYLAWS OF AgGateway CORPORATION

1. OFFICES

1.1. Registered Office

The initial registered office of the Corporation shall be in Washington, DC and the initial registered agent in charge thereof shall be National Registered Agents, Inc.

1.2. Other Offices

The Corporation may also have offices at such other places, both within and without the District of Columbia, as the Board of Directors may from time to time determine or as may be necessary or useful in connection with the business of the Corporation.

2. MEMBERS; MEETINGS OF MEMBERS

2.1 Members

The Corporation shall have such members as shall duly become members in accordance with the qualifications established by the Board of Directors. Upon executing the Membership Application, each member of the Corporation shall identify itself as belonging to one of the following classes of membership, as defined in Section 9 below: Voting Member, Non-voting Member or Associate Member. Each Voting Member of the Corporation will additionally classify itself as belonging to one (or more) agriculture industry business segment(s) ("Council"), in accordance with the list and definition of Councils established by the Board of Directors. Non-voting and Associate members may (but need not) classify themselves as belonging to an industry business segment. Any dispute concerning the membership eligibility or classification of any applicant or member of the Corporation shall be resolved by action of the Board of Directors, which action shall be dispositive and binding on all parties.

2.2. Place of Meetings

All meetings of the members shall be held at such place as may be fixed from time to time by the Board of Directors, the Chairperson or the President.

2.3. Annual Meetings

The annual meeting of the membership shall be held at a date and time established by the Board of Directors. Such meeting shall be for the purpose of reviewing the annual budget, election of officers (if any), transacting such other business as may properly be brought before the meeting, and for such other purposes as may be stated in the notice of the meeting.

2.4. Special Meetings

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors, the Chairperson or the President.

2.5. Notice of Meetings

Notice of any meeting of members, stating the place, date and hour of the meeting, and (if it is a special meeting) the purpose or purposes for which the meeting is called, shall be given to each member not less than 30 nor more than 60 days before the date of the meeting (except to the extent that such notice is waived or is not required as provided in the Non-Profit Corporation Act, D.C. Code 2001, Title 29, Chapter 3 ("DC Code") or these Bylaws). Such notice shall be given in accordance with, and shall be deemed effective as set forth in, the DC Code. If electronic means are employed, notice shall be deemed to be delivered when posted on the Corporation's website and an acceptable email is sent, as provided in Section 6.6 below, to each Voting Member's designated primary contact. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the Corporation, with postage thereon prepaid.

2.6. Waivers of Notice

Whenever the giving of any notice is required by statute, the Certificate of Incorporation or these Bylaws, a waiver thereof, in writing and delivered to the Corporation, signed by the person or persons entitled to said notice, whether before or after the event as to which such notice is required, shall be deemed equivalent to notice. Attendance of a member at a meeting shall constitute a waiver of notice (1) of such meeting, except when the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (2) (if it is a special meeting) of consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter at the beginning of the meeting.

2.7. Business at Special Meetings

Business transacted at any special meeting of members shall be limited to the purposes stated in the notice (except to the extent that such notice is waived or is not required as provided in the DC Code).

2.8. List of Members

At least ten days before each meeting of members, the officer who has charge of the record of members of the Corporation shall make a list of all members entitled to vote at the meeting, arranged in alphabetical order and showing the address of each member. Such list shall be open to the examination of any member for any purpose germane to the meeting, during ordinary business hours, for a

period of at least ten days prior to the meeting, either at a place in the city where the meeting is to be held, which place is to be specified in the notice of the meeting, or at the designated Corporation office. Such list shall also, for the duration of the meeting, be produced and kept open to the examination of any member who is present at the time and place of the meeting.

2.9. Quorum at Meetings

Members may take action on a matter at a meeting only if a quorum exists with respect to that matter. Except as otherwise provided by statute or by the Certificate of Incorporation, a majority of the existing members entitled to vote at the meeting, and who are present in person or represented by proxy, shall constitute a quorum at all meetings of members for the transaction of business. Once a member is represented for any purpose at a meeting (other than solely to object (1) to holding the meeting or transacting business at the meeting, or (2) (if it is a special meeting) to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice), it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for the adjourned meeting. A majority of the members represented at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time.

2.10. Voting and Proxies

Unless otherwise provided in the DC Code or in the Corporation's Certificate of Incorporation, and subject to the other provisions of these Bylaws, each member shall be entitled to one vote on each matter properly considered by the members, whether such votes are represented in person or by proxy, *provided, however,* that notwithstanding the foregoing, directors shall be elected as provided in Section 3.3 below. No proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed appointment of proxy shall be irrevocable if the appointment form states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power.

2.11. Required Vote

If a quorum exists, action on a matter (other than the election of directors) is approved upon the vote of at least a majority of the members of the Corporation who are present and voting, unless the Certificate of Incorporation or the DC Code requires a greater number of affirmative votes (in which case such different requirement shall apply).

2.12. Action Without a Meeting

Any action required or permitted to be taken at a members' meeting may be taken without a meeting if the action is taken by members who would be entitled to vote at a meeting and who hold voting power sufficient to cast not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by the members entitled to take action without a meeting, and delivered to the Corporation for inclusion in the minute book. No consent shall be effective to take the corporate action specified unless the number of consents required to take such action are delivered to the Corporation within sixty days of the delivery of the earliest-dated consent. All members entitled to vote on the record date of such written consent who do not participate in taking the action shall be given written notice thereof in accordance with the DC Code.

3. DIRECTORS

3.1. Powers; Number

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things, subject to any limitation set forth in the Certificate of Incorporation, these Bylaws, the Membership Agreement or other agreements among members which are otherwise lawful. The Board of Directors of the Corporation shall consist of two representatives from each Council totaling at least 6 voting directors with a maximum of 14 voting directors and such non-voting advisory directors as shall be designated from time to time by the voting directors. A Voting Member organization may have no more than (1) one representative on the Board of Directors at any time. The total number of Directors and the number of Directors representing each Council may be amended by a duly adopted resolution of the Board of Directors. No later than (60) sixty days prior to any election, the Board of Directors shall determine the size of the Board and the number of voting director positions to be filled.

3.2. Election Procedures

The annual election of Board members to replace members whose terms have or will expire will be conducted via mail or electronic ballot as determined by the Board of Directors. The annual election date will be no less than (21) twenty-one days prior to the annual membership meeting. The election notice along with a nomination form shall be sent to each voting member no less than (45) forty-five days prior to the election date. Nominations will be closed (30) thirty days prior to the election. The ballot form listing all nominees will be sent to each eligible member no less than (21) twenty-one days prior to the election date. Eligible voting members will be limited to voting for candidates from their respective industry

segment Council. To be valid, the Secretary must receive ballots no later than (5) five working days prior to the election date.

3.3. Nomination and Election of Directors

(a) Voting Members shall nominate candidates to stand for election as voting directors representing their respective Council. Nominees must be member representatives of Voting Member organizations. Nomination(s) must be submitted in writing to the Secretary of the Corporation no later than 30 days prior to the election, together with the identity of the nominator.

(b) Each voting director elected and each advisory director appointed shall hold office until such director's successor is elected or appointed and qualified or until the director's earlier resignation or removal.

(c) In the event of a contested election, the Board of Directors may proscribe election procedures in addition to those provided for in these Bylaws.

3.4. Vacancies and Removal

(a) Vacancies on the Board of Directors of voting directors, resulting from whatever reason, may be filled by vote of a majority of the voting members of the industry segment Council from which the vacancy occurred (by a vote in the same manner as an annual election of directors). A vacancy, resulting from whatever reason, shall be filled only for the duration of the term of the outgoing director.

(b) A vacancy among the advisory directors may only be filled by the voting directors.

(c) A voting director may be removed, for cause, only by a vote of the class of members that elected such director. An advisory director may be removed and replaced only by the voting directors.

3.5. Meetings

3.5.1. Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors.

3.5.2. Special Meetings

Special meetings of the Board may be called by the Chairperson or President on not less than (5) five business days' notice to each director, either personally, by telephone, or by email, express delivery service (so that the scheduled

delivery date of the notice is at least five days in advance of the meeting), telegram or facsimile transmission, and on not less than five days' notice by mail (effective upon deposit of such notice in the mail). The notice need not describe the purpose of a special meeting.

3.5.3. Telephone Meetings

Members of the Board of Directors may participate in a meeting of the board by any communication by means of which all participating directors can simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

3.5.4. Action Without Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board take the action. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and delivered to the Corporation for inclusion in the minute book.

3.5.5. Waiver of Notice of Meeting

A director may waive any notice required by statute, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice. Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, and delivered to the Corporation for inclusion in the minute book. Notwithstanding the foregoing, a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.6. Quorum and Vote at Meetings

At all meetings of the board, a quorum of the Board of Directors (or designated representative that has been approved by the President or Chairman of the Board) consists of a majority of the total number of voting directors prescribed pursuant to Section 3.1 of these Bylaws (or, if no number is prescribed, the number of Directors in office immediately before the meeting begins), excluding advisory directors. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation or by these bylaws.

3.7. Committees of Directors

The Board of Directors may by resolution create one or more committees and appoint members of the Board of Directors to serve on the

committees at the pleasure of the Board of Directors. To the extent specified in a resolution adopted by the Board of Directors, each committee may exercise the full authority of the Board of Directors, except as limited by DC Code. All provisions of the DC Code and these Bylaws relating to meetings, action without meetings, notice (and waiver thereof), and quorum and voting requirements of the Board of Directors apply, as well, to such committees and their members.

3.8. Compensation of Directors

The Board of Directors shall have the authority to fix the compensation of directors (if any). No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

3.9 Terms of Directors

The term of directors so elected shall be for two years commencing at the Annual Meeting and shall expire upon the election or appointment of their successors or until the director's earlier resignation or removal. Board members shall be eligible for re-election. However, no board member shall serve more than three two-year terms. The first Board will include members with one and two-year terms to begin staggered terms.

3.9 Chairman of the Board of Directors

The Board of Directors shall elect the Chairman of the Board of Directors at its Annual Membership meeting. The chairman shall serve for a term of two years, to commence upon election and to expire upon election of his successor. The Chairman term supersedes the Board term. The Chairman of the Board shall preside at the meetings of the Board and will have the general powers and duties usually vested in the office of the Chairman of the Board of Directors.

4. OFFICERS

4.1. Positions

The officers of the Corporation shall be a President, Executive Vice President, Secretary and a Treasurer, and such other officers as the Board of Directors (or an officer authorized by the Board of Directors) from time to time may appoint.

4.2. President

The President is responsible for leading the Management Group and Primary Committees and Teams. The President shall serve as the chief operating officer of the Corporation and shall have full responsibility and authority for management of the day-to-day operations of the Corporation, subject to the authority of the Board of Directors. The President may execute bonds, mortgages

and other contracts, under the seal of the Corporation, if required, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

4.3. Executive Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

4.4. Secretary

The Secretary shall have responsibility for preparation of minutes of meetings of the Board of Directors and of the members and for authenticating records of the Corporation. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors. The Secretary or an Assistant Secretary may also attest all instruments signed by any other officer of the Corporation.

4.5. Treasurer

The Treasurer shall be the chief financial officer of the Corporation and shall have responsibility for the custody of the corporate funds and shall see to it that full and accurate accounts of receipts and disbursements are kept in books belonging to the Corporation. The Treasurer shall render to the Chairperson, the President, and the Board of Directors, upon request, an account of all financial transactions and of the financial condition of the Corporation.

4.6. Assistant Treasurer

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there shall have been no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, perform the duties and exercise the powers of the Treasurer.

4.7. Term of Office

The officers of the Corporation shall hold office until their successors are chosen and qualify or until their earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors.

4.8. Compensation

The Board of Directors shall fix the compensation of officers of the Corporation.

4.9. Fidelity Bonds

The Corporation may secure the fidelity of any or all of its officers or agents by bond or otherwise.

4.10. Other Employment

Any Officer or employee of the Corporation may be an employee of a member.

5. INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

6. INSURANCE

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation (or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) against liability asserted against or incurred by such person in such capacity or arising from such person's status as such (whether or not the Corporation would have the power to indemnify such person against the same liability).

7. GENERAL PROVISIONS

7.1. Inspection of Books and Records

Any member, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the Corporation's record of members and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Corporation at its registered office or at its principal place of business.

7.2. Reserves

The directors of the Corporation may set apart, out of the funds of the Corporation available for dividends, a reserve or reserves for any proper purpose and may abolish any such reserve.

7.3. Execution of Instruments

All checks, drafts or other orders for the payment of money, and promissory notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

7.4. Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

7.5. Seal

The corporate seal shall be in such form as the Board of Directors shall approve. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

7.6 Use of Electronic Communication

Consistent with the purposes for which the Corporation has been formed, the Corporation and its officers and directors shall use, to the maximum extent practicable and permitted by law, electronic communications in the operations of the Corporation. Insofar as applicable law (as in effect at the time any such communication is made) recognizes and gives effect to e-mail as a means for giving and receiving formal notices, demands, requests and other communications between contract parties, such communications may be made by e-mail and may, where applicable, direct the recipient's attention to material available to the recipient and posted at an Internet web site maintained by the Corporation. Any communication made in such manner shall be deemed effective when accessed by the recipient, with a printed e-mail receipt constituting conclusive (but not exclusive) evidence of its receipt and effectiveness.

8. AMENDMENT

Except as otherwise provided by applicable law, these Bylaws may be amended 1) by a majority vote of the Board of Directors, or 2) by the vote of a majority of the members of the Corporation.

9. DEFINITIONS

For purposes of these Bylaws, the following terms shall have the following meanings:

(a) the term "Associate Member" shall mean a not-for-profit organization or government agency that is a member in good standing of the corporation;

(b) the term "Council" shall mean a group of members classified to be actively involved in a common agriculture and representative of an industry segment;

(c) the term "Non-voting Member" shall mean a business entity that does not actively participate in agricultural or agricultural related business activities, or is an individual and is a member in good standing in the corporation;

(d) the term "Voting Member" shall mean a business entity that is a member in good standing of the corporation and that actively participates in agricultural or agricultural related business activities.

