

## MOSAIC - MERGER DOCUMENTS – TAB 7

*Phosphate is an essential element for plant and animal nutrition  
There is no substitute*





**MERGER DOCUMENTS**

**ATTACHMENT 1**

**DOCUMENTATION OF OWNERSHIP  
OF IMC-AGRICO COMPANY LANDS & MINERAL INTERESTS**

**IMC-AGRICO COMPANY NAME CHANGE  
TO IMC PHOSPHATES COMPANY  
ON JUNE 26, 2000**

**FOURTH AMENDMENT AND AGREEMENT UNDER THE PARTNERSHIP  
AGREEMENT**

This Fourth Amendment and Agreement Under the Partnership Agreement (this "Amendment") is dated as of June 26, 2000 by and among (i) IMC Global Operations Inc., a Delaware corporation ("Operations"), (ii) Phosphate Resource Partners Limited Partnership, a Delaware limited partnership ("PLP"), (iii) IMC-Agrico MP, Inc., a Delaware corporation (the "Managing Partner"), and (iv) IMC-Agrico Company, a Delaware general partnership (the "Partnership").

**WITNESSETH**

**WHEREAS**, Operations, PLP and the Managing Partner are parties to an Amended and Restated Partnership Agreement dated as of July 1, 1993, as further amended and restated as of May 26, 1995, as further amended by the Amendment and Agreement under the Partnership Agreement dated January 23, 1996, as further amended by the Second Amendment and Agreement under the Partnership Agreement dated January 1, 1997 (as amended, the "Partnership Agreement"), as further amended by the Third Amendment and Agreement under the Partnership Agreement dated August 1, 1997 and as further amended by the Fourth Amendment and Agreement under the Partnership Agreement dated December 22, 1997;

**WHEREAS**, Operations, PLP, the Managing Partner and the Partnership desire to amend the Partnership Agreement to change the name of the Partnership;

**NOW, THEREFORE**, in consideration of the covenants and agreements herein set forth and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The first sentence of Section 2.02 of the Agreement is hereby amended and replaced in its entirety with the following:

"The Partnership is to be known as "IMC Phosphates Company" or such other name as the Partners shall unanimously decide."

IN WITNESS WHEREOF, the parties have signed this Amendment as of the date first written above.

IMC GLOBAL OPERATIONS INC.

By: Mary Ann Hynes  
Name: Mary Ann Hynes  
Title: Senior Vice President

PHOSPHATE RESOURCE PARTNERS,  
LIMITED PARTNERSHIP, by IMC GLOBAL INC., its  
Administrative Managing Partner

By: Mary Ann Hynes  
Name: Mary Ann Hynes  
Title: Senior Vice President

IMC-AGRICO MP, INC.

By: Mary Ann Hynes  
Name: Mary Ann Hynes  
Title: Vice President

IMC AGRICO COMPANY

By: IMC-Agrico MP, Inc., its managing general partner

By: Mary Ann Hynes  
Name: Mary Ann Hynes  
Title: Vice President



**MERGER DOCUMENTS  
ATTACHMENT 2**

**DOCUMENTATION OF OWNERSHIP  
OF IMC-AGRICO COMPANY LANDS & MIENRAL INTERSTS**

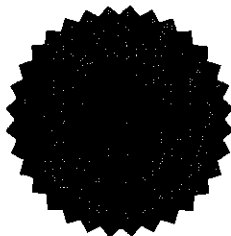
**IMC PHOSPHATES COMPANY NAME CHANGE  
TO MOSAIC PHOSPHATES COMPANY  
ON OCTOBER 22, 2004**

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "IMC PHOSPHATES COMPANY", CHANGING ITS NAME FROM "IMC PHOSPHATES COMPANY" TO "MOSAIC PHOSPHATES COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2004, AT 6:19 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3493656 8100

040765634

AUTHENTICATION: 3430310

DATE: 10-22-04

**CERTIFICATE OF AMENDMENT  
OF  
STATEMENT OF PARTNERSHIP EXISTENCE  
OF  
IMC PHOSPHATES COMPANY**

- 1. The name of the general partnership is IMC Phosphates Company.
- 2. The Statement of Partnership Existence is hereby amended as follows:

Article First of the Statement of Partnership Existence is hereby amended to read in its entirety as follows:

“FIRST: The name of the general partnership is Mosaic Phosphates Company (the “Company”).”

**IN WITNESS WHEREOF**, the undersigned general partners have duly executed this Certificate of Amendment this 22<sup>nd</sup> day of October, 2004.

**IMC GLOBAL OPERATIONS INC.**

By: /s/ Robert J. Pence  
Name: Robert J. Pence  
Title: Assistant Secretary

**IMC PHOSPHATES MP INC.**

By: /s/ Robert J. Pence  
Name: Robert J. Pence  
Title: Assistant Secretary

**PHOSPHATE ACQUISITION PARTNERS L.P.**

By: PRP-GP LLC, as Administrative Managing  
General Partner

By: /s/ Robert J. Pence  
Name: Robert J. Pence  
Title: Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:19 PM 10/22/2004  
FILED 06:19 PM 10/22/2004  
SRV 040765634 - 3493656 FILE



**MERGER DOCUMENTS  
ATTACHMENT 3**

**DOCUMENTATION OF OWNERSHIP  
OF IMC-AGRICO COMPANY LANDS & MINERAL INTERESTS**

**MOSAIC PHOSPHATES COMPANY MERGED  
INTO MOSAIC FERTILIZER, LLC  
ON JULY 29, 2005**



# Delaware

PAGE 1

*The First State*

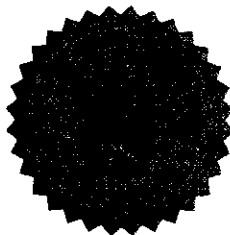
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MOAIC PHOSPHATES COMPANY", A DELAWARE GENERAL PARTNERSHIP, WITH AND INTO "MOAIC FERTILIZER, LLC" UNDER THE NAME OF "MOAIC FERTILIZER, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JULY, A.D. 2005, AT 11:19 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF JULY, A.D. 2005, AT 12:01 O'CLOCK A.M.

3801689 8100M

050626416



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4056836

DATE: 07-29-05

**CERTIFICATE OF MERGER  
OF  
MOSAIC PHOSPHATES COMPANY  
INTO  
MOSAIC FERTILIZER, LLC**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act and Section 15-902 of the Delaware Revised Uniform Partnership Act, the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of each of the business entities which is to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Mosaic Fertilizer, LLC	Delaware (limited liability company)
Mosaic Phosphates Company	Delaware (general partnership)

2. An agreement of merger has been approved and executed by each of the business entities which is to merge.

3. The name of the surviving limited liability company is: Mosaic Fertilizer, LLC, a Delaware limited liability company.

4. The merger is to become effective on July 29, 2005 at 12:01 p.m. (Eastern Time).

5. The agreement of merger is on file at a place of business of the surviving limited liability company which is located at 3033 Campus Drive, Plymouth, MN 55441.

6. A copy of the agreement of merger will be furnished by the surviving limited liability company on request and without cost, to any member of any constituent limited liability company or any partner of any constituent partnership.

*[Remainder of Page Intentionally Left Blank; Signature Page Follows]*

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 28th day of July, 2005 by an authorized person of the surviving limited liability company in the merger.

MOSAIC FERTILIZER, LLC

By: 

Mark J. Isaacson

Vice President and Assistant Secretary