

FILED EFFECTIVE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOOT NANNEY FARMS, INC.**

10 FEB 4 pm 4:03

SECRETARY OF STATE
STATE OF IDAHO

The undersigned submits the following Amended and Restated Articles of Incorporation to the Idaho Secretary of State, which were duly approved on February 4, 2010, by the shareholders of the Corporation in the manner required by Title 30, Chapter 1, of the Idaho Code, and by the initial Articles of Incorporation of the Corporation.

**ARTICLE I
Name of the Corporation**

The corporation's name is Hoot Nanney Farms, Inc.

**ARTICLE II
Authorized Shares**

2.1 Number of Shares. The corporation is authorized to issue 5,000 shares of \$100.00 par value common stock.

2.2 Rights of Common Stock. The holders of the common stock shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution.

2.3 Preemptive Rights. The corporation elects to have preemptive rights.

2.4 Voting of Common Stock. Except as otherwise required by law, each outstanding share of common stock is entitled to one vote on each matter voted on at a shareholder's meeting.

**ARTICLE III
Registered Office Address and Agent**

The address of the registered office of the corporation is 8542 West Floating Feather Road, Eagle, ID 83616. The name of the registered agent at such address is Michal L. Dixon.

**ARTICLE IV
Address for Notices**

The mailing address of the corporation is: 8542 West Floating Feather Road, Eagle, ID 83616.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
02/05/2010 05:00
CK: 382351 CT: 172099 DH: 1206736
1 @ 38.00 = 38.00 AMEND PRDF # 2

C52750

ARTICLE V

Board of Directors

5.1 Number of Directors. The size of the Board of Directors shall be as set forth in the Bylaws of the corporation. There are currently five (5) Directors of the corporation, who shall serve until their successors are elected as provided in the Bylaws. The current Directors' names and addresses are as follows:

Hazel Dixon
8542 West Floating Feather Rd
Eagle, ID 83616

Michal L. Dixon
2650 Wing Road
Star, ID 83669

Carol Dixon
8542 West Floating Feather Rd
Eagle, ID 83616

Sandra Dixon
14781 Pomerado Rd. #117
Poway, CA 92064

William Dixon
PO Box 4658
Kailea-Kona, HI 96745

5.2 Vacancy. Any vacancy occurring in the Board of Directors, including any directorship to be filled by reason of any increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors, although less than a quorum of the Board of Directors, or by the sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office, if any.

ARTICLE VI

Liability of Directors

No Director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a Director; provided that this Article VII shall not eliminate the liability of a Director for any act or omission for which such elimination of liability is not permitted under the provisions of Title 30, Chapter 1, Idaho Code.

ARTICLE VII Indemnification

7.1 Indemnification. The corporation shall indemnify any Director or officer of the corporation made a party to a proceeding because the person is or was a Director or an officer of the corporation against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any Director or officer from or on account of (1) any breach of the Director's or officer's duty of loyalty to the corporation, (2) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, (3) any unlawful distribution, or (4) any transaction from which the Director or officer derived an improper personal benefit.

7.2 Advancement of Expenses. The corporation shall pay for or reimburse the reasonable expenses incurred by a Director or an officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted.

Dated: February 4, 2010

HOOT NANNEY FARMS, INC.

By: 
Michael L. Dixon, President

J:\Work\Hoot Nanney\Corporate General\Amended and Restated Articles of Incorporation.doc