

ARTICLES OF INCORPORATION  
OF  
THORN CREEK RANCH, INC.

FILED EFFECTIVE  
2014 SEP -8 AM 10:08  
SECRETARY OF STATE  
STATE OF IDAHO

THE UNDERSIGNED, for the purpose of forming a corporation under the Idaho Business Corporation Act, Title 30, Chapter 1 of the Idaho Code currently in effect or as may be later superseded by subsequent law, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE 1

NAME

- 1.1 The name of this corporation shall be "Thorn Creek Ranch, Inc."

ARTICLE 2

PURPOSE

- 2.1 The corporation is organized for the following purposes:
- 2.1.1 To operate and engage in farming, including any and all necessary, related and/or convenient activities; and
- 2.1.2 To engage in any other business, trade or activity which may lawfully be conducted by a corporation organized under the Idaho Business Corporation Act.

ARTICLE 3

PREEMPTIVE RIGHTS

- 3.1 Shareholders of this corporation shall not have a preemptive right to acquire additional shares offered for sale by this corporation.

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#### ARTICLE 4. REGISTERED OFFICE AND AGENT

4.1 The address of the initial registered office of the corporation and the name of the initial registered agent at that address are:

Registered Agent:

Wayne K. Jensen

Registered Office Street Address:

1461 Thorn Creek Road  
Genesee, Idaho 83832

#### ARTICLE 5

#### CAPITAL STOCK

5.1 The corporation is authorized to issue ten thousand (10,000) shares of common voting stock without a par value.

#### ARTICLES 6

#### CUMULATIVE VOTING

6.1 Shareholders of this corporation shall not have cumulative voting rights.

#### ARTICLE 7

#### DIRECTORS

7.1 The number and qualifications of directors shall be fixed as provided in the corporation's Bylaws, which may be changed from time to time by amending the Bylaws.

7.2 In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the corporation, subject to the power of the shareholders of the corporation to amend or repeal such Bylaws.

7.3 A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation

on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) conduct violating Idaho Code 30-1-833, dealing with the unlawful distributions of the corporation's property; or (iii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of these Articles of Incorporation. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this section by the shareholders of the corporation shall not adversely effect any right or protection of a director of the corporation existing at the time of such repeal or modification.

7.4           The corporation may enter into conflicting interest transactions with the directors, officers, shareholders, and their related persons, and with corporations, associations, firms and entities in which they, or a related person, may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though a conflicting interest did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation under such transaction; provided, that in the case of any conflicting interest transaction with a director, any disclosure required to be made under the Idaho Business Corporation Act has been made.

7.5           The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Wayne K. Jensen	1461 Thorn Creek Road Genesee, Idaho 83832
Jacie W. Jensen	1461 Thorn Creek Road Genesee, Idaho 83832

The term of the initial director shall be until the first annual meeting of shareholders of the corporation and until a successor director or directors are elected and qualified.

## ARTICLE 8

### INDEMNIFICATION

8.1 The corporation shall provide any indemnification required by the Idaho Business Corporation Act and shall indemnify directors, officers, agents and employees as follows:

8.1.1 The corporation shall indemnify its officers and directors in advance or reimburse expenses to the full extent required or permitted by the Idaho Business Corporation Act now or hereafter in force, whether they are serving the corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any director from or on account of any (i) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of the law; (ii) conduct of the director finally adjudged to be in violation Idaho Code 30-1-833, or (iii) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

8.1.2 The Board of Directors may take such action as is necessary to carry out these indemnifications provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

8.1.3 The corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and be permitted by law, whether the employees and agents are serving the corporation or, at its request, any other entity.

8.1.4 The foregoing rights of indemnification shall not be exclusive to any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.

8.1.5 No amendment or repeal of this Article shall apply to or have any effect on any other right to indemnification provided hereunder with respect to acts or admissions occurring prior to such amendment or repeal.

## ARTICLE 9

### INCORPORATOR

9.1 The name and address of the incorporator is:

Name

Address

Wayne K. Jensen

1461 Thorn Creek Road  
Genesee, Idaho 83832

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 5 day of September, 2014.


THORN CREEK RANCH, INC.

By: Wayne K. Jensen  
Wayne K. Jensen, Incorporator

CONSENT OF REGISTERED AGENT

I, WAYNE K. JENSEN, hereby consent to serve as Registered Agent, in the state of Idaho, for the following corporation, THORN CREEK RANCH, Inc. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Date: Sept 5, 2014.

  
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WAYNE K. JENSEN  
1461 Thorn Creek Road  
Genesee, Idaho 83832