

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

2017 OCT 27 AM 9:15

STANDLEE HAY COMPANY, INC.

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the Idaho Business Corporation Act (the "Act"), the Board of Directors and the shareholders of Standlee Hay Company, Inc. adopted the following Amended and Restated Articles of Incorporation, effective as of the date filed effective with the Idaho Secretary of State.

ARTICLE I

NAME AND ADDRESS OF CORPORATION

- 1.1 Name of Corporation: The name of the corporation is Standlee Hay Company, Inc. (the "Corporation").
- 1.2 Registered Office and Address for Notice: The address of the Corporation's registered office in the state of Idaho and its address for notices is 22349 Kimberly Road, Suite E, Kimberly, Idaho 83341.

ARTICLE II

NATURE AND PURPOSE

- 2.1 Nature and Purpose; Authority: The nature and purpose of the Corporation is to engage in any lawful business permitted by the Act, the laws of the state of Idaho, and the laws of any jurisdiction in which the Corporation may do business. The Corporation shall have the authority to do anything in connection with foregoing stated nature and purpose of the Corporation that may be necessary, appropriate and proper to accomplish successfully or promote the business of the Corporation, and to carry on and transact any other lawful business permitted by the Act, the state of Idaho, and the laws of any jurisdiction in which the Corporation may do business.

ARTICLE III

SHARES OF STOCK AND CUMULATIVE VOTING

- 3.1 Authorized Shares: The Corporation is authorized to issue a total of One Million (1,000,000) shares of common stock, with no par value, non-assessable.
- 3.2 Cumulative Voting: At each election for directors of the Corporation each shareholder shall have the right to cumulate the shareholder's votes by multiplying the number of votes the shareholder is entitled to cast by the number of directors to be elected and cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE IV

DIRECTORS AND OFFICERS

- 4.1 Director Liability. To the fullest extent permitted by the Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable

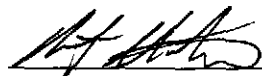
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to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of the director's duties as a director of the Corporation. No amendment to or repeal of the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs prior to the effective date of such amendment or repeal.

- 4.2 Officer Liability. To the fullest extent permitted by the Act or any other applicable laws as presently or hereafter in effect, no officer of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of the officer's duties as an officer of the Corporation. No amendment to or repeal of the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of an officer for any act or omission that occurs prior to the effective date of such amendment or repeal.
- 4.3 Indemnification and Expenses. Each person who is or was, or agrees or had agreed to become, a director or an officer of the Corporation, to include heirs, personal representatives, executors, administrators and estate of such person, shall be indemnified by the Corporation to the fullest extent permitted by the Act or any other applicable laws as presently or hereafter in effect. Without limiting the foregoing in any manner, the Corporation may enter into one or more agreements with any person that provides for indemnification greater or different than as provided in this section 4.3. No amendment to or repeal of this section 4.3 shall apply to or have any effect on the right to indemnification permitted or authorized under this section 4.3 for or with respect to any acts or omissions of such person, whether as a director, officer, employee or agent of the Corporation, occurring prior to the effective date of such amendment or repeal.

CERTIFICATE

I, Dusty Standlee, being the Chief Executive Officer / President of the Corporation, hereby declare and certify the foregoing Amended and Restated Articles of Incorporation of Standlee Hay Company, Inc. were duly adopted by the Corporation's Board of Directors and all holders of all issued and outstanding shares of common stock of the Corporation in accordance with Title 30, Chapter 29, *Idaho Code*, and specifically *Idaho Code* §§ 30-29-1003, 30-29-1006 and 30-29-1007.




Dusty Standlee
Chief Executive Officer / President

IDAHO SECRETARY OF STATE

10/27/2017 05:00

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ATTEST: 
Scott Plew, Secretary