

FILED EFFECTIVE

2017 MAY -1 AM 9:27

**ARTICLES OF INCORPORATION
OF
LUX AG PRODUCTS, INC.**

**SECRETARY OF STATE
STATE OF IDAHO**

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be **LUX AG PRODUCTS, INC.**

**ARTICLE II
TERM OF EXISTENCE**

The period of duration of this Corporation shall be perpetual.

**ARTICLE III
CORPORATE PURPOSE**

This Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated, under the Idaho Uniform Business Organizations Code, Title 30, Chapter 21 and the Idaho Business Corporations Act, Title 30, Chapter 29, or any amended version of those Acts or any successor Acts.

**ARTICLE IV
CAPITAL STOCK**

Section 4.1 The total number of shares of capital stock which this Corporation is authorized to issue is Fifty Thousand (50,000) shares of Common Stock, \$1.00 par value per share.

Section 4.2 The Stock may be issued from time to time in one or more series in any manner permitted by law and the provisions of these Articles of Incorporation, as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for the issuance thereof, prior to the issuance of any shares thereof. The Board of Directors shall have the authority to fix and determine and to amend, subject to the provisions hereof, the designations, preferences, limitations, and relative rights of the shares of any series that is wholly unissued or is to be established. Unless otherwise

0213574

IDAHO SECRETARY OF STATE
05/01/2017 05:00

CK:7425 CT:338821 EH:1581640

1@ 100.00 = 100.00 CORP #2

1@ 20.00 = 20.00 EXEMPT C #3

specifically provided in the resolution establishing any series, the Board of Directors shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding. In the event that there are no issued or outstanding shares of a series of Stock which this Corporation has been authorized to issue, unless otherwise specifically provided in the resolution establishing such series, the Board of Directors, without any further action on the part of the holders of the outstanding shares of any class or series of stock of this Corporation, may amend these Articles of Incorporation to delete all references to such series.

ARTICLE V DIRECTORS

Section 5.1 The number of Directors of this corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

Section 5.2 Initial Board of Directors. The initial Board of Directors shall consist of two (2), and shall serve until the first meeting of the Shareholders and until their successors are elected and qualified. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Jennifer R. Lux	2450 Highway 62 Nezperce, ID 83543
Marty Lux	2450 Highway 62 Nezperce, ID 83543

ARTICLE VI INCORPORATOR

The name and mailing address of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Jennifer R. Lux	2450 Highway 62 Nezperce, ID 83543

Marty Lux

2450 Highway 62
Nezperce, ID 83543

ARTICLE VII

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation and the name and address of the registered agent of the Corporation in the State of Idaho are as follows:

<u>Name</u>	<u>Address</u>
Jennifer R. Lux	2450 Highway 62 Nezperce, ID 83543

ARTICLE VIII

MAILING ADDRESS

The mailing address of the corporation shall be LUX AG PRODUCTS, INC., 2450 Highway 62, Nezperce, ID 83543.

ARTICLE IX

NO PREEMPTIVE RIGHTS

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

ARTICLE X

NO CUMULATIVE VOTING

The right to cumulate votes in the election of Directors shall not exist with respect to shares of stock of this Corporation.

ARTICLE XI

BYLAWS

Both the shareholders of the Corporation, by a majority vote of qualified shares issued and outstanding, and the Board of Directors, by vote of a majority of the whole Board, shall each have the power to adopt, make, amend, alter or repeal the Bylaws of the Corporation; but any Bylaw adopted by the Board may be amended or repealed by the shareholders.

ARTICLE XII

SHAREHOLDER VOTING REQUIREMENTS FOR CERTAIN TRANSACTIONS

Any corporate action for which the Idaho Business Corporation Act, as then in effect, would otherwise require approval by a two-thirds (2/3) vote of the Shareholders of the Corporation shall be deemed approved by the Shareholders if it is approved by the affirmative vote of the holders of a majority of shares entitled to vote. Notwithstanding this Article, effect shall be given to any other provision of these Articles that specifically requires a greater vote for approval of any particular Corporation action.

ARTICLE XIII

ACTION BY SHAREHOLDERS BY WRITTEN CONSENT

Any action required or permitted by the Articles of Incorporation, Bylaws or the laws under which this Corporation is formed, to be voted upon or approved at a duly called meeting of shareholders may be accomplished without a meeting or a vote if (i) the action is taken by written consent delivered to the Corporation of all Shareholders entitled to vote on the action and action taken by unanimous written consent of shareholders is effective when all consents are in possession of the Corporation, unless the consent specifies a later effective date and such consents may be executed in counterparts, or (ii) the action is taken by one or more written consents signed by shareholders holding in the aggregate not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting. Such consent shall be effective when all consents sufficient to authorize taking the action have been delivered to the Corporation and the period of advance notice required shall be given to any nonconsenting shareholders. A notice of the taking of the action by Shareholders by less than unanimous written consent shall be mailed at least one (1) business day before the date on which the action becomes effective, to those shareholders who have not consented in writing before the effective date of the action; provided, however, that if such action is of a type that would entitle shareholders to exercise appraisal rights, then the notice must comply with I.C. 30-29-1320. The notice shall describe the action to be taken in such

form as required by law. Further, if nonvoting shareholders are otherwise entitled to notice of a meeting of shareholders to consider the action, then such nonvoting shareholders are also entitled to notice required to be given to the nonconsenting shareholders.

ARTICLE XIV

LIMITATION OF DIRECTORS' LIABILITY

To the full extent that the Idaho Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors, a Director of this Corporation shall not be liable to this Corporation or its shareholders for monetary damages for conduct as a Director. Any amendments to or repeal of this Article shall not adversely affect any right or protection of a Director of this Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE XV

INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by the Idaho Business Corporation Act and the Bylaws of this Corporation, this Corporation is authorized to indemnify any of its directors. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of Bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

ARTICLE XVI

CONSENT TO SERVE AS REGISTERED AGENT

By signature hereto affixed, JENNIFER R. LUX hereby consents to serve as registered agent, in the State of Idaho, for this Corporation, and understands that as agent for this Corporation, it will be the responsibility of said agent to receive service of process in the name of this Corporation; to forward all mail to this Corporation; and to immediately

notify the office of the Secretary of State in the event of the resignation of said agent, or of any change in the registered office address of this Corporation.

IN WITNESS WHEREOF, the incorporator and registered agent hereinabove named has hereunto set his hand in duplicate this 25 day of April, 2017.

"LUX AG PRODUCTS, INC."

By: Jennifer R. Lux
Jennifer R. Lux, Incorporator

By: Marty Lux
Marty Lux, Incorporator

By: Jennifer R. Lux
Jennifer R. Lux, Registered Agent