

## RESTATED ARTICLES OF INCORPORATION

OF

2005 FEB -4 AM 9:03

STOTTS' SLEEPY HOLLOW RANCH, INC.

STATE OF IDAHO

Pursuant to the provisions of § 30-1-1007 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation:

ARTICLE 1. Name. The name of the corporation is Stotts' Sleepy Hollow Ranch, Inc.

ARTICLE 2. Shares. The corporation is authorized to issue 100,000 shares, all of one class.

ARTICLE 3. Registered Office and Registered Agent. The address of the corporation's initial registered office in the state of Idaho is 3964 East Deer Run, Idaho Falls, Idaho 83401. The name of the corporation's registered agent at such address is Thomas L. Stott.

ARTICLE 4. Directors. The Board of Directors shall consist of one or more directors. The number of directors constituting the current Board of Directors is three and the names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
LaReta T. Stott	3958 East Deer Creek Idaho Falls, Idaho 83401
Thomas L. Stott	3964 East Deer Run Idaho Falls, Idaho 83401
Krista A. Stott	3964 East Deer Run Idaho Falls, Idaho 83401

ARTICLE 5. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- entitled,
- (i) The amount of a financial benefit received by a director to which he is not
  - (ii) An intentional infliction of harm on the corporation or the shareholders,
  - (iii) A violation of section 30-1-833, Idaho Code, or

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- (iv) An intentional violation of criminal law.

ARTICLE 6. Indemnification of Directors. The corporation shall indemnify each and every director of the corporation for liability, as defined in section 30-1-850(5), Idaho Code, to any person for any action taken, or any failure to take any action, as a director, except liability for:

- (i) Receipt of a financial benefit to which he is not entitled,
- (ii) An intentional infliction of harm on the corporation or its shareholders,
- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

Certificate of Shareholder Approval

The undersigned corporation further certifies as follows:

1. The foregoing Restated Articles of Incorporation were approved and adopted by the shareholders of the corporation effective as of December 31, 2004.
2. The number of shares of the corporation outstanding at the time of such adoption was 785; and the number of shares entitled to vote thereon was 785.
3. The number of shares voted for such Restated Articles of Incorporation was 785; and the number of shares voted against such Restated Articles of Incorporation was 0.

DATED this 31<sup>st</sup> day of January, 2005.

Stotts' Sleepy Hollow Ranch, Inc.

By LaReta T. Stott  
LaReta T. Stott, President