

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SIMPLOT PACIFIC, INC.**

For Office Use Only

**-FILED-**

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Simplot Pacific, Inc., a corporation organized and existing under and by virtue of the provisions of the Idaho Business Corporation Act, as codified at Chapter 1, Title 30 of the Idaho Code (the “**IBCA**”),

**DOES HEREBY CERTIFY:**

1. That the name of this corporation is Simplot Pacific, Inc., and that this corporation’s original Articles of Incorporation were filed with the Secretary of State of the State of Idaho on April 8, 1992 (the “**Articles of Incorporation**”).

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Articles of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its shareholders, and authorizing the appropriate officers of this corporation to solicit the consent of the shareholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

**RESOLVED**, that the Articles of Incorporation of this corporation be amended and restated in its entirety to read as follows:

**ARTICLE I**

The name of this corporation is Simplot Pacific, Inc. (the “**Corporation**”).

**ARTICLE II**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the IBCA.

**ARTICLE III**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100,000 shares of Common Stock, each with no par value (“**Common Stock**”).

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## ARTICLE IV

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the IBCA or any other law of the State of Idaho is amended after approval by the shareholders of this ARTICLE IV 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 IBCA as so amended.

## ARTICLE V

The corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “**Covered Person**”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a “**Proceeding**”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the corporation. Any amendment, repeal, or modification of this ARTICLE V shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

\* \* \*

3. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with Section 30-29-1003 of the IBCA.

4. That these Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of this corporation’s Articles of Incorporation, have been duly adopted in accordance with Sections 30-29-1003 and 30-29-1007 of the IBCA.

**IN WITNESS WHEREOF**, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this corporation on this 1st day of June 2022.

By:   
\_\_\_\_\_  
JAMES B. ALDERMAN  
SECRETARY

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