

FILED

AUG 4 3 59 PM '99

SECRETARY OF STATE  
STATE OF IDAHO

CERTIFICATE OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION

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The Restated Articles of Incorporation of RAINBOW TROUT FARMS, INC. (the "Corporation"), contain amendments to the Articles of Incorporation which were adopted by the directors and shareholders of the Corporation on the date set forth below. Pursuant to the provisions of Idaho Code § 28-1-1007(4), the Corporation certifies as follows:

1. The name of the Corporation is RAINBOW TROUT FARMS, INC.
2. The Corporation has amended its Articles of Incorporation as follows: The current Articles are deleted in their entirety and replaced with new Articles I through XIII. The text of the Amended and Restated Articles of Incorporation as adopted is attached to this certificate and by this reference made a part hereof.
3. The foregoing amendments were unanimously adopted by the shareholders holding one hundred percent (100%) of the outstanding shares entitled to vote and were adopted by the written consent of the Corporation's shareholders and directors on August 3, 1999.

DATED this 3rd day of August, 1999.

RAINBOW TROUT FARMS, INC.

By: 

GREGORY A. KASLO, President

IDAHO SECRETARY OF STATE

08/05/1999 09:00  
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CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RAINBOW TROUT FARMS, INC.**

\* \* \* \* \*

The undersigned, RAINBOW TROUT FARMS, INC., an Idaho corporation, pursuant to written consent of its shareholders and directors on August 3, 1999, hereby amends and restates its articles of incorporation, in their entirety, to:

- (1) Modify the capital structure;
- (2) Modify the number of directors;
- (3) Deny preemptive rights;
- (4) Prevent cumulative voting of shares;
- (5) Provide for indemnification and limited liability of directors;
- (6) Allow transactions with interested parties under certain conditions;
- (7) Provide for future modification of the bylaws and the articles of incorporation; and
- (8) Modify the corporate purpose, as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation is RAINBOW TROUT FARMS, INC.

**ARTICLE II  
DURATION OF CORPORATION**

The duration of this corporation shall be perpetual.

**ARTICLE III  
CORPORATE PURPOSE**

The purposes for which the corporation is organized are to carry on any lawful business for which corporations may be organized under the Idaho Business Corporations Act, and to exercise all powers granted to a corporation formed under that Act, including any amendments thereto or successor statute that may be hereinafter enacted.

## **ARTICLE IV CAPITALIZATION**

The aggregate number of shares this corporation shall have the authority to issue shall be:

- (a) 10,000 shares of non-assessable voting common stock having \$.50 par value; and
- (b) 90,000 shares of non-assessable nonvoting common stock having \$.50 par value.

Each share of voting common stock and each share of nonvoting common stock shall be identical in interest. Neither voting nor nonvoting shares shall have any preferential or superior rights; provided, however, that a voting share shall entitle the holder thereof to vote in accordance with the provisions of the Idaho Code. The voting and nonvoting shares shall constitute one class of shares as defined in §§ 1361(b)(1)(D) and 2701(a)(2)(B) of the Internal Revenue Code. Notwithstanding the above, each holder of nonvoting common stock shall nonetheless have one vote per share standing in the name of such holder on the relevant record date (and a fractional vote for any fractional share) concerning any amendment to articles of incorporation if the amendment would have any of the effects or cause any of the changes described in Idaho Code § 30-1-1004, or would otherwise effect a reduction of or limitation upon any other preference or right accorded to the holder of such stock as such.

## **ARTICLE V NO PREEMPTIVE RIGHTS**

The owners of shares of common stock of the corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

## **ARTICLE VI NO CUMULATIVE VOTING**

There shall be no cumulative voting of shares.

## **ARTICLE VII AMENDMENT OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

**ARTICLE VIII**  
**REGISTERED OFFICE**

The name and address of the registered agent of the corporation are:

GREGORY A. KASLO  
1301 S. VISTA AVENUE  
BOISE, ID 83705

**ARTICLE IX**  
**BOARD OF DIRECTORS**

There shall be at least one director of this corporation, but not more than seven. The actual number may be set from time to time by the board of directors.

**ARTICLE X**  
**AMENDMENT OF BYLAWS**

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

**ARTICLE XI**  
**LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

**ARTICLE XII**  
**INDEMNIFICATION**

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. 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 XIII**  
**TRANSACTIONS WITH INTERESTED PARTIES**

The corporation may enter into contracts and otherwise transact any business with its directors, officers, and shareholders, and with any entity in which they may have an interest adverse to the corporation, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation, for any profit or benefit realized by him through any such contract or transaction.

Directors and officers of the corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

The undersigned, president and secretary of RAINBOW TROUT FARMS, INC., hereby certify that the above Amended and Restated Articles of Incorporation were unanimously adopted by the shareholders holding one hundred percent (100%) of the outstanding shares entitled to vote and were adopted by the written consent of its shareholders and directors on August 3, 1999

IN WITNESS WHEREOF, we have hereunto set our hands this 3 day of August, 1999.

RAINBOW TROUT FARMS, INC.

BY: 

GREGORY A. KASLO, President

ATTEST:

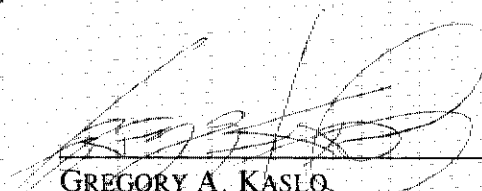
  
GREGORY A. KASLO, SECRETARY

## CONSENT TO SERVE AS REGISTERED AGENT

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GREGORY A. KASLO, hereby consents to serve as Registered Agent in the State of Idaho for RAINBOW TROUT FARMS, INC. (the "Corporation"). 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 of the Corporation for which I am agent.

DATED this 3 day of August, 1999.



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GREGORY A. KASLO

1301 S. Vista Ave.

Boise, ID 83705