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**ARTICLES OF AMENDMENT AND RESTATEMENT OF
LARRABEE LAND COMPANY, INC.**

TO THE SECRETARY OF STATE OF THE STATE OF IDAHO: Pursuant to title 30, chapters 21 and 29, Idaho Code, LARRABEE LAND COMPANY, INC., the undersigned Idaho corporation, amends and restates its Articles of Incorporation as follows, and the undersigned sole shareholder and president of the corporation certifies that these restated articles consolidate all amendments into a single document and were approved by the shareholders in the manner required by title 30, chapter 29, Idaho Code:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LARRABEE LAND COMPANY, INC.**

The Amended and Restated Articles of Incorporation of Larrabee Land Company, Inc., incorporate all prior amendments to the Articles of Incorporation of Larrabee Land Company, Inc. and as restated provide as follows:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is Larrabee Land Company, 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 the following purposes:

Section 3.1. Farm and Timber Property. To acquire, own, develop, lease, manage, operate, sell or exchange timber or farm properties located in Washington, Oregon, or Idaho, in whole or part, directly or through wholly or partially owned persons that do so;

Section 3.2. Commercial and Residential Real Property. To acquire, own, develop, lease, manage, operate, sell or exchange commercial or residential properties, in whole or part, directly or through wholly or partially owned persons that do so;

Section 3.3. General Powers. To execute any of the powers or authorities set forth in IC 30-29-302 and operate any or all lawful businesses for which corporations may be incorporated thereunder but only in furtherance of its primary purposes set forth in Article III, except to the extent further limited by the By-Laws of the Corporation; and,

Section 3.4 Limitation on Exercise of Powers. To exercise the powers granted in Sections 3.1, 3.2, and 3.3 in a manner consistent with the requirements of the Renee Larrabee Irrevocable Intervivos Trust dated December 14, 2018 as to the ownership, development, leasing, operation, management, use, or disposition of the timber property and any timber thereon owned of record by Grouse Flats Ranch, LLC, a Washington limited liability company, all of the member interests in which are to be acquired contemporaneous with the filing of these Amended and Restated Articles of Incorporation of the Corporation.

ARTICLE IV CAPITAL STOCK

Section 4.1. Total Stock. The total number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of Stock, with an aggregate par value of Two Million One Hundred Eighty Thousand and 00/100ths Dollars (\$2,180,000.00) consisting of:

(a) Class A Shares. Five Hundred (500) Shares of Class A Common Stock without voting rights except in instances in which a supermajority of the votes are required for approval, without priority in allocation of profits, dividends, or liquidation but with the right to allocations of profits, payment of dividends and distributions in liquidation to the extent not allocated to the Class B Stock pursuant to Section 4.1(b);

(b) Class B Shares. Five Hundred (500) Class B Shares which shall have a par value of Four Thousand Three Hundred Sixty and 00/100ths Dollars (\$4,360.00) per Class B Share which shall have one vote per share in all matters permitting a vote by Shareholders, a right to an allocation of all of the income of the Corporation to the extent required to eliminate any current or cumulated losses and any current or cumulated dividends in arrears suffered or occurring after the filing hereof, the right to a cumulative dividend of two percent (2%) of the aggregate par value of the issued and outstanding Class B Shares, a right in liquidation of all of the Class B Shares equal to the net fair market value of the consideration initially exchanged for the Class B Shares to be paid in such consideration or in cash to the extent such consideration, including the assets owned thereby, is no longer wholly owned by the Corporation or the sum of the original aggregate par value of the Class B Shares plus the dividends in arrears.

Section 4.2. Supermajority. For purposes of the preceding Section 4.1, supermajority matters are those subject to a requirement under the Idaho General Business Corporations Code, if any, to approval by a vote of more than half of the issued and outstanding shares of a business corporation.

Section 4.3. Cumulative Voting. Cumulative voting shall apply to the election of directors.

Section 4.4. Series. The Stock of each Class may be issued from time to time in one or more series in any manner permitted by law and the provisions of these Amended and Restated 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 within each Class of Shares of any series that is wholly unissued or is to be established. Unless otherwise 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 within a Class of Shares 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 Shares 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 of Shares or series of Shares within such Class of Shares of this Corporation, may amend these Amended and Restated Articles of Incorporation to delete all references to such series.

ARTICLE V DIRECTORS

Section 5.1. Effect of Bylaws. 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. Except to the extent provided in this Amended and Restated Articles of Incorporation, the By-Laws as adopted from time to time by the Board of Directors shall be controlling.

Section 5.2. Indemnification. Officers and Directors shall be fully indemnified against all claims and defense costs to the extent not forbidden by IC 30-29-833 or allowed by IC 30-29-851 or 852 or ordered by a court of competent jurisdiction as provided in IS 30-29-854. Except to the extent IC 30-29-852 or a court order under IC 30-29-854 otherwise provides, the Corporation may perform the preceding obligation by purchasing directors and officers liability insurance, in which case, indemnification and defense shall be limited as provided therein. To the extent a court of competent jurisdiction determines that indemnification is barred or limited the indemnitee shall reimburse the Corporation for the excess costs paid by the Corporation.

Section 5.3 Initial Board of Directors Following this Restatement. The initial Board of Directors following this Amended and Restated Articles of Incorporation shall consist of two (2) directors, 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>
Renee Larrabee	P.O. Box 97 Clarkston, WA 99403
Lisa L. Larrabee	PO Box 548 Clarkston, WA 99403

ARTICLE VI INCORPORATORS

The name and mailing address of the original incorporators were as follows:

<u>Name</u>	<u>Address</u>
Carl Malmgren	3521 7th Street, Lewiston, Idaho 83501
W. D. Fitzgerald	3521 7th Street, Lewiston, Idaho 83501
William J. Jones	3521 7th Street, Lewiston, Idaho 83501

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 is as follows:

<u>Name</u>	<u>Address</u>
Aaron Ranisate	1216 Idaho Street, Lewiston, ID 83501

ARTICLE VIII 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 IX 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 entitled to vote thereon.

ARTICLE X ACTION BY SHAREHOLDERS BY WRITTEN CONSENT

Any action required or permitted by the Amended and Restated 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 twenty-first (21st) 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 would constitute a transaction giving rise to dissenters' rights under IC 30-29-1301 et. sequ., and must comply with the requirements of IC 30-29-1301 et. sequ. In all events, 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 XI LIMITATION OF DIRECTORS' LIABILITY

To the full extent that the Idaho General Business Corporations 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 XII
CONSENT TO SERVE AS REGISTERED AGENT

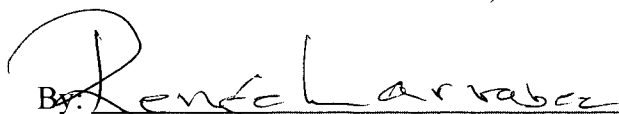
By signature hereto affixed, Aaron Ranisate hereby consents to serve as registered agent, in the State of Idaho, for this Corporation, and understands that as agent for this Corporation, it will be the responsibility of said agent to receive service of process in the name of this Corporation; to forward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



Aaron Ranisate, Resident Agent

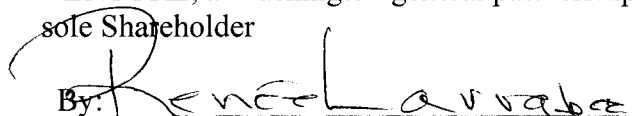
IN WITNESS WHEREOF, the undersigned and the registered agent named above have signed this to be effective January 1, 2019.

LARRABEE LAND COMPANY, INC.

By: 


Renee Larrabee, President

By: GROUSE FLATS RANCH JOINT
VENTURE, a Washington general partnership,
sole Shareholder

By: 

Renee Larrabee, individually and as
personal representative of the Estate of
Robert Larrabee, General Partners

Attest:



Lisa L. Larrabee, Secretary