

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PARADISE FARM ORGANICS, INC.**

For Office Use Only
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The undersigned officer of Paradise Farm Organics, Inc., an ~~Idaho Corporation~~ (the "**Corporation**"), on behalf of the Corporation, hereby certifies that: the following correctly sets forth the Amended and Restated Articles of Incorporation of the Corporation; the Amended and Restated Articles of Incorporation consolidate all amendments into a single document; and that the Amended and Restated Articles of Incorporation comply with laws pertinent to corporations in the state of Idaho. The Amended and Restated Articles of Incorporation shall completely supersede the Corporation's prior Articles of Incorporation and any amendments thereto. The undersigned further certifies the amendments contained herein have been duly approved by the board of directors and the shareholders as of December 20, 2024 in the manner required by Idaho Code §30-29-1003 and the Corporation's Articles of Incorporation.

**ARTICLE I
Name**

The name of this corporation is: **Paradise Farm Organics, Inc.**

**ARTICLE II
Authorized Capital**

This number of shares the corporation is authorized to issue is 10,000,000 shares of common stock and 1,000,000 shares of non-voting preferred stock. The non-voting preferred stock and common stock shall have identical rights except that the non-voting preferred shares shall not entitle the holders thereof to vote on any matter unless specifically required by law and shall entitle the holders to a liquidation preference in the amount paid per share before any liquidation distribution may be paid to the common shareholders.

**ARTICLE III
Principal Office; Registered Agent**

The principal place of business of the Corporation, subject to change by the Board of Directors, is 1000 Wild Iris Lane, in the City of Moscow, County of Latah, State of Idaho, 83843, and the registered agent also located at 1000 Wild Iris Lane, Moscow, Idaho, 83843 is Mary Jane Butters.

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**ARTICLE IV
No Preemptive Rights**

The owners of shares of stock of this 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 dividends or otherwise.

**ARTICLE V
Noncumulative Voting**

Each shareholder entitled to vote at any election for directors shall have the right to vote, in person or by proxy, the number of shares owned by the shareholder for as many persons as there are directors to be elected and for whose election he or she has a right to vote, but no shareholder shall be entitled to cumulate his or her votes.

**ARTICLE VI
Bylaws**

The board of directors shall have full power to adopt, alter, amend, or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to alter, amend, or repeal the bylaws or adopt new bylaws.

**ARTICLE VII
Amendment of Articles**

This 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 this corporation are granted subject to this reservation.

**ARTICLE VIII
Transactions with Interested Parties**

No contracts or other transactions between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any director of this Corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the board of directors or a majority thereof.

**ARTICLE IX
Directors**

The number of directors of this corporation shall be determined in the manner provided by this Corporation's Bylaws and may be increased or decreased from time to time in the manner provided therein.

**ARTICLE X
Action by Written Consent of Shareholders**

Any action required or permitted by the Idaho Business Corporation Act to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all the shareholders entitled to vote on the action. The action must be evidenced by one or more written consents bearing the date of signature and describing the action taken, signed by all the shareholders entitled to vote on the action, and delivered to the corporation for filing by the corporation with the minutes or corporate records.

**ARTICLE XI
Director Liability**

To the fullest extent permitted by the Idaho Business Corporation Act, as it may be amended from time to time, a director of this Corporation shall not be liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director of this Corporation. To the fullest extent permitted by the Idaho Business Corporation Act, as it may be amended from time to time, the Corporation shall indemnify a director for actions taken in good faith on behalf of this Corporation.

Any amendment or repeal of this Article shall not adversely affect any protection provided to a director of this Corporation under this Article with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed this 20 day of December, 2024.

PARADISE FARM ORGANICS, INC.



By: Mary Jane Butters
Board Chair and Chief Executive Officer

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