

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MyAgrAbility Inc.
(An Idaho Nonprofit Organization)**

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SECRETARY OF STATE
STATE OF IDAHO

**Article I
NAME**

1.01 Name

The name of this corporation shall be MyAgrAbility Incorporated.

**Article II
DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

**Article III
PURPOSE**

3.01 Purpose

MyAgrAbility Inc. is organized exclusively for educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of MyAgrAbility Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

MyAgrAbility Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational purposes. No part of the receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

IDAHO SECRETARY OF STATE
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MyAgrAbility's purpose is to expose, educate and train people with disabilities in the field of agriculture and provide the technology for disabled people to have the accessibility they need to be successful in the field. Our mission is to give people with disabilities the opportunity to participate in agriculture, regardless of age, while attempting to provide the resources necessary to successfully achieve their goals.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.

Per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

MyAgrAbility Inc. is designated as a public benefit corporation.

Article IV

NON-PROFIT NATURE

4.01 Non-profit Nature

MyAgrAbility Inc. is organized exclusively for charitable and educational purposes including, collaboration with organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of MyAgrAbility Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

MyAgrAbility Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of MyAgrAbility Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of MyAgrAbility Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the MyAgrAbility Inc. hereunder shall be selected by the discretion of a majority of the managing body of the MyAgrAbility Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the MyAgrAbility by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Idaho. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Idaho to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V

BOARD OF DIRECTORS

5.01 Governance

MyAgrAbility Inc. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Emily Johnson, Christine Johnson, Brandon Johnson and Kaitlin Johnson.

Article VI

MEMBERSHIP

6.01 Membership

MyAgrAbility Inc. shall not have members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

Article VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

Article VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

5793 N. Teekem Falls Way
Meridian, Idaho 83646

The mailing address of the corporation is:

MyAgrAbility Incorporated
5793 N. Teekem Falls Way
Meridian, Idaho 83646

Article IX

APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be Emily Johnson at
5793 N Teekam Falls Way Meridian ID 83646

Article X
INCORPORATOR

The incorporators of the corporation are as follow:

Emily Johnson
5793 N. Teekem Falls Way
Meridian, Idaho 83646

Christine Johnson
5793 N. Teekem Falls Way
Meridian, Idaho 83646

Kaitlin Johnson
5793 N. Teekem Falls Way
Meridian, Idaho 83646

Amended and Restated
Certificate Of Adoption Of Articles Of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of MyAgrAbility Inc. were approved by the board of directors on December 29, 2013 and constitute a complete copy of Articles of Incorporation of MyAgrAbility Inc.


Names, addresses and signatures of all directors and incorporators.

Emily Johnson

5793 N. Teekem Falls Way

Meridian, Idaho 83646

Signature



Christine Johnson

5793 N. Teekem Falls Way

Meridian, Idaho 83646

Signature

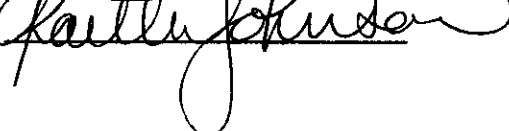


Kaitlin Johnson

5793 N. Teekem Falls Way

Meridian, Idaho 83646

Signature



Acknowledgment of consent to appointment as registered agent

I, Emily Johnson, agree to be the registered agent for MyAgrAbility Inc. as appointed herein.

Registered Agent Signature



Date:

12/29/13