

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
NATURE'S INDULGENCE GRANOLA, INC.**

2015 MAR 12 PM 4:53

**SECRETARY OF STATE
STATE OF IDAHO**

**ARTICLE I
NAME**

The name of the corporation is Nature's Indulgence Granola, Inc. (the "Corporation").

**ARTICLE II
AUTHORIZED SHARES**

The Corporation shall be authorized to issue one thousand (1,000) shares of common stock having no par value.

**ARTICLE III
BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732 of the Idaho Business Corporation Act (the "Act"). The number of directors constituting the initial board of directors shall be four (4), and the name and address of the individuals to serve as the initial directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
David F. Sanders	1904 East Chicago Bays L and M Caldwell, ID 83605
Dirk Andrew Sanders	1904 East Chicago Bays L and M Caldwell, ID 83605
Douglas F. Sanders	1904 East Chicago Bays L and M Caldwell, ID 83605
Virginia Jane Sanders	1904 East Chicago Bays L and M Caldwell, ID 83605

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IDAHO SECRETARY OF STATE

03/13/2015 05:00

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**ARTICLE IV
INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

**ARTICLE V
LIMITATION OF LIABILITY**

No director shall be liable to the Corporation or its shareholders for *monetary* damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of section 30-1-833 of the Act; or (iv) an intentional violation of criminal law.

**ARTICLE VI
REGISTERED AGENT**

The address of the registered office of the Corporation is 1904 East Chicago, Bays L and M, Caldwell, Idaho 83605, and the name of its registered agent at that address is David F. Sanders.

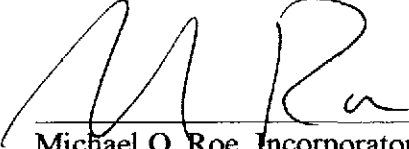
**ARTICLE VII
INCORPORATOR**

The name of the *incorporator* is Michael O. Roe, and the incorporator's address is P.O. Box 2720, Boise, Idaho 83701-2720.

**ARTICLE VIII
AMENDMENT**

These Articles of Incorporation may be amended from time to time in the manner provided under section 30-1-1003 of the Act.

In witness whereof, I have subscribed these Articles of Incorporation this 09 day of March, 2015.



Michael O. Roe, Incorporator

**STATEMENT
OF DOMESTICATION**

2015 MAR 12 PM 4: 53

SECRETARY OF STATE
STATE OF IDAHO

THIS STATEMENT OF DOMESTICATION (the "Statement"), effective as of the 10 day of March, 2015 (the "Effective Date"), involving Nature's Indulgence Granola, Inc., a Utah corporation (the "Domesticating Entity"), which is being converted into Nature's Indulgence Granola, Inc., an Idaho general business corporation (the "Domesticated Entity"), and is intended to comply with Idaho Code Section 30-18-501 *et seq.*

1. Name, Jurisdiction and Type of Domesticating Entity. The name of the Domesticating Entity is Nature's Indulgence Granola, Inc., a Utah corporation.

2. Name, Jurisdiction and Type of Domesticated Entity. The Domesticated Entity shall be named Nature's Indulgence Granola, Inc., an Idaho general business corporation.

3. Effective Date. The effective date of the domestication shall be the date of filing hereof.

4. Approval of Plan of Domestication. The Plan of Domestication was approved by unanimous consent of the shareholders in accordance with Section 16-10a – 1533.5 of the Utah Revised Business Corporation Act.

5. Proposed Public Organic Document. A true and correct copy of the proposed Articles of Incorporation of the Domesticated Entity is attached hereto and incorporated herein as **Attachment A**.

IN WITNESS WHEREOF, the undersigned executes this Statement of Domestication on behalf of Nature's Indulgence Granola, Inc., a Utah corporation, and Nature's Indulgence Granola, Inc., an Idaho general business corporation, as of the day first set forth above.

[Signature Page Follows]

IDAHO SECRETARY OF STATE

03/13/2015 05:00

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DOMESTICATING ENTITY:

NATURE'S INDULGENCE GRANOLA, INC.,
a Utah corporation

By D
Name: DICK SANDERS
Title: DIRECTOR

By David F. Sanders
Name: David F. SANDERS
Title: CEO

By Virginia Jane Sanders
Name: Virginia Jane Sanders
Title: Secretary/Treasurer

By D
Name: Douglas Sanders
Title: President

DOMESTICATED ENTITY:

NATURE'S INDULGENCE GRANOLA, INC.,
an Idaho general business corporation

By D
Name: DIRK SANDERS
Title: DIRECTOR

By David F. Sanders
Name: David F. SANDERS
Title: CEO

By Virginia Jane Sanders
Name: Virginia Jane Sanders
Title: Secretary/Treasurer

By D. Sanders
Name: Douglas Sanders
Title: President

ATTACHMENT A

Articles of Incorporation

[see attached]

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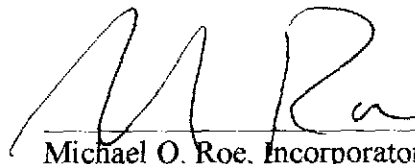
**ARTICLE VII
INCORPORATOR**

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In witness whereof, I have subscribed these Articles of Incorporation this 0 day of March, 2015.



Michael O. Roe, Incorporator