

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLEAR SPRINGS FOODS, INC**

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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLE 1
NAME**

The name of this corporation is Clear Springs Foods, Inc.

**ARTICLE 2
DURATION**

This corporation has perpetual existence.

**ARTICLE 3
PURPOSE**

This corporation is organized for the purposes of transacting any and all lawful business for which a corporation may be incorporated under Title 30 of the Idaho Code, as amended.

**ARTICLE 4
CAPITAL STOCK**

The authorized capital stock of this corporation shall consist of Five Million (5,000,000) shares of Common Stock, without par value.

**ARTICLE 5
PREEMPTIVE RIGHTS**

Shareholders of this corporation have no preemptive rights to acquire additional shares of stock or securities convertible into shares of stock issued by the corporation.

**ARTICLE 6
DIRECTORS**

The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein.

One member of the board of directors shall always be an officer of the Corporation.

A director may be removed prior to the end of his or her term only for Cause at a meeting called for that purpose by the shareholders. For purposes of removal, "Cause" shall mean:

- (a) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;
- (a) Receipt of a financial benefit to which the director is not entitled;
- (b) An intentional infliction of harm by the director on the corporation or its shareholders;
- (c) Conduct violating Idaho Code Section 30-1-833 (which involves certain distributions by the corporation);
- (d) An intentional violation of criminal law; or
- (e) Gross malfeasance of office including, without limitation, repeated failure to attend meetings of the Board, material failure to exercise the required duty of care in the execution of such director's responsibilities, flagrant disloyalty to the corporation or dishonesty.

ARTICLE 7 CUMULATIVE VOTING

Shareholders of this corporation shall not have the right to cumulate votes in the election of directors.

ARTICLE 8 LIMITATION OF DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for:

- (a) Amounts of any financial benefit received by the director to which the director is not entitled;
- (b) An intentional infliction of harm on the corporation or the shareholders;
- (c) Conduct violating Idaho Code Section 30-1-833;

- (d) An intentional violation of criminal law.

If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE 9 INDEMNIFICATION OF DIRECTORS

9.1 The corporation shall indemnify its directors to the full extent permitted by the Idaho Business Corporation Act now or hereafter in force. However, such indemnity shall not apply to:

- (a) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;
- (a) Receipt of a financial benefit to which the director is not entitled;
- (b) An intentional infliction of harm by the director on the corporation or its shareholders;
- (c) Conduct violating Idaho Code Section 30-1-833;
- (d) An intentional violation of criminal law.

The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

9.2 The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

9.3 No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

CERTIFICATE OF AMENDMENT

The undersigned President and Chief Executive Officer of Clear Springs Foods, Inc. does hereby certify that the above and foregoing Amended and Restated Articles of Incorporation of said Corporation were recommended by the Board of Directors and approved by the sole shareholder of the Corporation and that the same do now constitute the Articles of Incorporation of this Corporation.

DATED this 18th day of January, 2011.



Edgar D. White, President and CEO