

FILED
98 MAY -1 AM 8:30
SECRETARY OF STATE
STATE OF IDAHO

**RESTATED
ARTICLES OF INCORPORATION**

OF

PARADISE FARM ORGANICS, INC.

IDAHO SECRETARY OF STATE
05/01/1998 09:00
EX: 9859 CT: 2839 NH: 106414
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Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation submits the following restated articles of incorporation:

Article 1: CORPORATION NAME: The name of the corporation is Paradise Farm Organics, Inc.

Article 2: REGISTERED OFFICE AND AGENT: The address of the initial registered office of the corporation is 1000 Wild Iris Lane, Moscow, Idaho 83843, and the name of its initial registered agent at such address is Mary Jane Butters.

Article 3: INCORPORATOR NAME AND ADDRESS: The name and address of the incorporator is Jim Macdonald, Law School, University of Idaho, Moscow, ID 83843.

Article 4: SHARES: The number of shares the corporation is authorized to issue is 10,000,000 shares of common stock.

Article 5: VOTING: Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.


Article 6: PREEMPTIVE RIGHTS: The shareholders of the corporation do not have a preemptive right to acquire the corporation's unissued shares.

Article 7: LIMITATION ON LIABILITY OF DIRECTORS: To the fullest extent permitted by Idaho law and subject to the By-laws of the corporation, a director shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director.

Article 8: INDEMNIFICATION OF DIRECTORS AND OFFICERS: To the fullest extent permitted by Idaho law and subject to the By-laws of the corporation, the corporation shall indemnify a director or officer for liability, as "liability" is defined in Title 30, Chapter 1, Idaho Code, to any person for any action taken, or any failure to take any action, as a director or officer.

DATED this 25th day of April, 1998.

Paradise Farm Organics, Inc.

By: 
Mary Jane Butters
Its President