

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEWETT RANCH, INC.

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HEWETT RANCH, INC. (the “Corporation”) organized as an Idaho business corporation on January 2, 1975, the date Articles of Incorporation were filed in accordance with the Idaho Business Corporation Act, Title 30, Chapter 1, of the Idaho Code then in effect (the “Act”). In compliance with the requirements of the Act currently in effect, or as may later be amended or superceded by subsequent law, Idaho Code § 30-1-1003 (relating to amendment of articles of incorporation), the Corporation hereby desired to amend and restate its Articles of Incorporation in their entirety as follows:

ARTICLE 1.

NAME

1.1 The name of this Corporation is HEWETT RANCH, INC.

ARTICLE 2.

PURPOSE

2.1 The Corporation is organized for the following purposes:

2.1.1 To engage in a farming, ranching and logging business, including any and all necessary related and/or convenient activities.

2.1.2 To engage in any other business, trade or activity which may lawfully be conducted by a corporation organized under the Idaho Business Corporation Act.

ARTICLE 3.

PREEMPTIVE RIGHTS

3.1 Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

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ARTICLE 4.

REGISTERED OFFICE AND AGENT

4.1 The address of the registered office of the Corporation in the State of Idaho and the name of the registered agent at that address is identified in the most recent Annual Report filed with the Secretary of State of the State of Idaho. The most recent Annual Report identifies the registered agent and registered office as follows:

Registered Agent:

Ronald A. Hewett

Registered Office Address:

24513 Arrow Highline Road
Juliaetta, ID 83535

ARTICLE 5.

CAPITAL STOCK

5.1 The Corporation is authorized to issue a single class of capital stock that consists of common voting stock and common non-voting stock. The authorized shares of the common voting stock and common non-voting stock and the designation of the shares is as set forth below:

Common Voting Stock.

The Corporation is authorized to issue Five Thousand (5,000) shares of Common Voting Stock without a per value. The certificate designation of the Common Voting Stock is CV.

Common Non-Voting Stock.

The Corporation is authorized to issue Five Thousand (5,000) shares of Common Non-Voting Stock without a per value. The certificate designation of the Common Non-Voting Stock is CNV.

5.2 The voting rights, preferences on distributions, preferences on liquidations, and other rights and limitations of the Common Voting Stock and Common Non-Voting Stock shall be as follows:

Common Voting Stock.

The Shares of Common Voting Stock shall have full and exclusive voting rights. Each share of Common Voting Stock entitles the holder of such share to one (1) vote. A shareholder holding Common Voting Stock shall have a total vote equal to the number of shares of Common Voting Stock issued in the name of the Shareholder.

Common Non-Voting Stock.

Shares of Common Non-Voting Stock have no voting rights.

Distribution and Liquidation Rights.

Common Voting Stock and Common Non-Voting Stock have identical distribution rights, liquidation rights, and the same preferences and relative rights. Other than voting rights, Common Voting Stock and Common Non-Voting Stock have the same dividend (distribution) and liquidation rights.

ARTICLES 6.

CUMULATIVE VOTING

6.1 Shareholders of this Corporation shall not have cumulative voting rights.

ARTICLE 7.

DIRECTORS

7.1 The number and qualifications of directors shall be fixed as provided in the Bylaws, and may be changed from time to time by amending the Bylaws.

7.2 In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the

Corporation, subject to the power of the shareholders of the Corporation to amend or repeal such Bylaws.

7.3 A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, or (ii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of the initial filing of the Amended and Restated Articles of Incorporation. If the Idaho Business Corporation Act is amended to authorize corporate action further limiting or eliminating liability, this Article 7 shall, to the fullest extent permitted by the Idaho Business Corporation Act, be so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely effect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

7.4 The directors of this Corporation and their addresses are as follows:

<u>Name</u>	<u>Address</u>
Ronald A. Hewett	24513 Arrow Highline Road Julietta, ID 83535

The term of the directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE 8.

INDEMNIFICATION

8.1 The Corporation shall provide any indemnification required by the Idaho Business Corporation Act and shall indemnify directors, officers, agents and employees as follows:

8.1.1 The Corporation shall indemnify its officers and directors in advance or reimburse expenses to the full extent required or permitted by the Idaho Business Corporation Act now or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any director from or on account of any (i) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of the law; or (ii) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

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

8.1.3 The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and as may be permitted by law, whether the employees and agents are serving the corporation or, at its request, any other entity.

8.1.4 The foregoing rights of indemnification shall not be exclusive to any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.

8.1.5 No amendment or repeal of this Article 8 shall apply to or have any effect on any other right to indemnification provided hereunder with respect to acts or admissions occurring prior to such amendment or repeal.

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These Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors, submitted by the Board of Directors to the Shareholder for approval along with a recommendation by the Board of Directors that the Shareholder approve these Amended and Restated Articles of Incorporation, and these Amended and Restated Articles of Incorporation were approved by the Shareholder on Jan 2, 2024.

IN WITNESS WHEREOF, the undersigned for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Idaho, has caused these Amended and Restated Articles of Incorporation to be executed by the duly authorized Officers on this 19th day of December, 2024.

HEWETT RANCH, INC.

By: Ronald A. Hewett
Ronald A. Hewett, its President

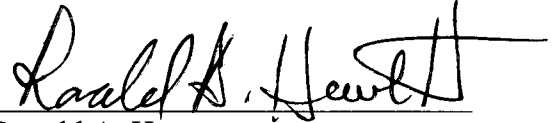
Attest By: Ronald G. Hewett
Ronald G. Hewett, its Secretary

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CONSENT OF REGISTERED AGENT

I, RONALD A. HEWETT, hereby consent to serve as Registered Agent, in the State of Idaho, for the following corporation, HEWETT RANCH, INC. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Date: December 19, 2024



Ronald A. Hewett
24513 Arrow Highline Road
Julietta, ID 83535