

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RED HORSE MOUNTAIN RANCH, INC.**

The undersigned hereby certifies that he is the President of Red Horse Mountain Ranch, Inc., an Idaho corporation, and further certifies that:

1. By action taken by the Joint Unanimous Written Consent of the Directors and Shareholders of the Corporation dated August 24, 2015, these Amended and Restated Articles of Incorporation were duly approved and adopted by the directors and shareholders of the Corporation.

2. The Articles of Incorporation of the Corporation, originally filed with the Idaho Secretary of State on January 20, 2006, are hereby amended and restated in their entirety, in accordance with Idaho Code Sections 30-1-1003 and 30-1-1007, to read as follows:

**ARTICLE 1
NAME OF THE CORPORATION**

The name of the corporation is Red Horse Mountain Ranch, Inc. (the "**Corporation**").

**ARTICLE 2
DURATION**

The Corporation's duration is perpetual.

**ARTICLE 3
PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, as codified at Chapter 1, Title 30, of the Idaho Code (the "**IBCA**").

**ARTICLE 4
SHARES**

4.1 Capital Stock. The Corporation issued a total of ten (10) shares of stock (par value of \$100/share) ("**Shares**"). Except to the extent the Board of Directors take action to classify or reclassify authorized and unissued Shares into other classes or series of Shares pursuant to Section 4.2, the Shares of Corporation's capital stock shall be common stock with full voting rights and the right to receive the net assets of the Corporation upon dissolution.

4.2 Reacquired Shares. Unless a resolution of the Board of Directors provides that reacquired Shares shall constitute authorized and unissued Shares, any Shares reacquired by the Corporation shall be treasury Shares. The Corporation may hold, use, resell, cancel or disposed of the treasury Shares free of any restrictions that would be imposed on the original issuance of such Shares.

4.3 Preemptive Rights. Unless otherwise provided in a written agreement of the shareholders, shareholders shall have no preemptive right to acquire unissued Shares, treasury Shares, securities convertible into Shares, or securities carrying a right to subscribe to or acquire Shares.

4.4 Voting. Each outstanding Share is entitled to one (1) vote, in person or by proxy, for each matter submitted to a vote at a meeting of the shareholders, including election of directors of the Corporation and other corporate purposes. Shareholders of the Corporation do not have the right to cumulate their votes for the Board of Directors.

ARTICLE 5 REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 3858 N. Garden Center Way, Suite 300, Boise, Idaho 83703. The name of the registered agent at such address is J. L. Terteling.

ARTICLE 6 BOARD OF DIRECTORS

6.1 Corporate Powers. The Board of Directors manage the business and affairs of the Corporation and have all corporate powers of the Corporation, subject to any limitation set forth in the Corporation's Bylaws or a shareholder agreement authorized under Idaho Code Section 30-1-732.

6.2 Board of Directors. The number of directors constituting the Board of Directors of the Corporation shall be no fewer than two (2) and no greater than five (5). The authorized number of the directors may be fixed or changed in accordance with the Corporation's Bylaws or a shareholder agreement authorized under Section 30-1-732 of the IBCA.

ARTICLE 7 LIMITATION OF LIABILITY AND INDEMNIFICATION

7.1 Limitation of Liability. To the fullest extent permitted by law, the directors of the Corporation shall not be personally liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director except for liability for (i) the amount of a financial benefit received by a director to which the director is not entitled, (ii) an intentional infliction of harm on the Corporation or its shareholders, (iii) a violation of Idaho Code Section 30-1-833, or (iv) an intentional violation of criminal law. If the IBCA is amended in the future 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 IBCA as so amended.

7.2 Indemnification and Expenses. The Corporation is obligated to indemnify and advance expenses to the directors of the Corporation to the fullest extent permitted by the IBCA. If the IBCA is amended in the future to permit greater indemnification of or advancement of expenses to the directors, then the directors of the Corporation are entitled to such greater rights of indemnification and advancement of expenses as permitted by the amendment to the IBCA.

7.3 Accrual of Rights. Any repeal or modification of this Article 7 by the shareholders of the Corporation shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

ARTICLE 8 AMENDMENT

To the fullest extent permitted by law, the directors and shareholders of the Corporation reserve the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation in the manner provided in these Articles of Incorporation, the bylaws of the Corporation, or as prescribed by the IBCA.

The undersigned has executed these Amended and Restated Articles of Incorporation effective as of the August 24, 2015.

By: _____
Cory Induye, President

IDaho SECRETARY OF STATE
09/23/2015 05:00
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