

B0788-5742 06/12/2023 1:07 PM Received by Office of the Idaho Secretary of State

For Office Use Only

-FILED-

File #: 0005276353

Date Filed: 6/12/2023 1:07:00 PM

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
FOR
ROEDEL FARMS, INC.**

The undersigned, under the provisions of Title 30, Chapter 29, Idaho Code, submits to the Secretary of State the following Articles of Amendment and Restatement amending and restating the articles of incorporation of the corporation in their entirety to read as follows:

**ARTICLE I
Name of the Corporation**

The name of the corporation is Roedel Farms, Inc.

**ARTICLE II
Authorized Shares**

2.1 Number of Shares. The corporation is authorized to issue 1,000 shares of no par value common stock.

2.2 Rights of Common Stock. The holders of the common stock shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution.

2.3 Preemptive Rights. The corporation elects to have preemptive rights.

2.4 Voting of Common Stock. Except as otherwise required by law, each outstanding share of common stock is entitled to one vote on each matter voted on at a shareholder's meeting.

**ARTICLE III
Registered Office Address and Agent**

The address of the registered office of the corporation is 5992 Rolling Hills Place, Marsing, Idaho 83639-8195. The name of the registered agent at such address is Jonathan R. Roedel.

ARTICLE IV Incorporator

The name and address of the Incorporator is:

Jonathan R. Roedel, 5992 Rolling Hills Place, Marsing, Idaho 83639-8195.

ARTICLE V Address for Notices

The mailing address of the corporation is: 5992 Rolling Hills Place, Marsing, Idaho 83639-8195.

ARTICLE VI Board of Directors

6.1 Number of Directors. The size of the Board of Directors shall be as set forth in the Bylaws of the corporation.

6.2 Vacancy. Any vacancy occurring in the Board of Directors, including any directorship to be filled by reason of any increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors, although less than a quorum of the Board of Directors, or by the sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office, if any.

6.3 Cumulative Voting. The corporation elects to authorize its shareholders to cumulate their votes for directors of the corporation.

ARTICLE VII Liability of Directors

No Director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a Director; provided that this Article VII shall not eliminate the liability of a Director for any act or omission for which such elimination of liability is not permitted under the provisions of Title 30, Chapter 29, Idaho Code.

ARTICLE VIII Indemnification

8.1 Indemnification. The corporation shall indemnify any Director or officer of the corporation made a party to a proceeding because the person is or was a Director or an officer of

the corporation against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any Director or officer from or on account of (1) receipt of a financial benefit to which the Director or officer is not entitled; (2) an intentional infliction of harm on the corporation or its shareholders; (3) any unlawful distribution; or (4) an intentional violation of criminal law.

8.2 Advancement of Expenses. The corporation shall pay for or reimburse the reasonable expenses incurred by a Director or an officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by law.

The date of adoption of the foregoing Articles of Amendment and Restatement was June, 1, 2023.

None of the corporation's shares have been issued and, therefore, the foregoing Articles of Amendment and Restatement were adopted by the Incorporator.

Dated this 1st day of June, 2023.


JONATHAN R. ROEDEL, INCORPORATOR