

FILED EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THORNE RESEARCH, INC.**

Thorne Research, Inc., a corporation organized and existing under the laws of the State of Idaho,

DOES HEREBY CERTIFY:

1. That the name of this corporation is Thorne Research, Inc., and that this corporation was initially incorporated pursuant to Articles of Incorporation filed with the Secretary of State of the State of Idaho on December 15, 2010 (the "Original Articles").

2. These Amended and Restated Articles of Incorporation were duly approved and adopted by the written consent of the Board of Directors of Thorne Research, Inc. and by the written consent of the stockholders of Thorne Research, Inc. on May 2, 2011, in accordance with the applicable provisions of Title 30, Chapter 1 of the Idaho Code.

3. The text of the Original Articles is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the corporation (the "Corporation") is "Thorne Research, Inc."

ARTICLE II

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Fifty Thousand (50,000), all of which shall be Common Stock, no par value per share.

ARTICLE III

The address of the Corporation's registered office in the State of Idaho is 25820 Highway 2 West, Dover, ID 83825. The name of its registered agent at such address is Kim Randall Pearson. The mailing address of the Corporation is Thorne Research, Inc., P.O. Box 25, Dover, ID 83825.

ARTICLE IV

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under Title 30, Chapter 1 of the Idaho Code, as the same exists or may hereafter be amended, or any successor statute.

ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend or repeal the bylaws of the Corporation.

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IDAHO SECRETARY OF STATE
05/06/2011 05:00
CK: 21307 CT: 20168 BH: 1272626
1 @ 30.00 = 30.00 AMEND PROF # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

ARTICLE VI

Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE VII

A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under Title 30, Chapter 1 of the Idaho Code as in effect at the time such liability is determined. No amendment or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VIII

(A) The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by Title 30, Chapter 1 of the Idaho Code, and such right to indemnification shall continue as to a person who has ceased to be director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or administrators) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

(B) The Corporation shall have the express authority to enter into such agreements as the Board of Directors deems appropriate for the indemnification of directors and officers of the Corporation. Such agreements may contain provisions relating to, among other things, the advancement of expenses, a person's right to bring suit against the Corporation to enforce his or her right to indemnification, the establishment of a trust to assure the availability of funds to satisfy the Corporation's indemnification obligations to such person and other matters as the Board of Directors deems appropriate or advisable.

(C) The rights to indemnification and to the advancement of expenses conferred in this Article IX shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles of Incorporation, the bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

(D) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Title 30, Chapter 1 of the Idaho Code.

(E) Any repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection of a director or officer of the Corporation, or other person

indemnified by the Corporation, with respect to any acts or omissions of such director, officer or other person existing at the time of such repeal or modification.

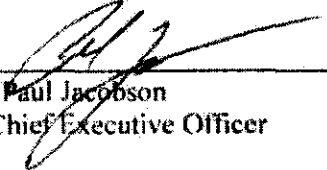
ARTICLE X

Subject to such limitations as may be from time to time imposed by other provisions of these Articles of Incorporation, the bylaws of the Corporation, the Idaho Code or other applicable law, or by any contract or agreement to which the Corporation is or may become a party, the Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this express reservation.

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THE UNDERSIGNED, being duly authorized, has executed these Amended and Restated Articles of Incorporation this 2nd day of May 2011.

THORNE RESEARCH, INC.



Name: Paul Jacobson
Title: Chief Executive Officer