

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BEN LOMOND GOLF COURSE, INC.**

Pursuant to the provisions of the Utah Revised Business Corporation Act (the “*Act*”), the undersigned, being the Chairman of the Board of Directors of Ben Lomond Golf Course, Inc., a Utah corporation (the “*Corporation*”) does hereby certify as follows:

(a) Written notice of an annual shareholders’ meeting called for, among other things, the purpose of voting on Amended and Restated Articles of Incorporation for the Corporation was sent to the Corporation’s shareholders of record (the “*Notice*”).

(b) An annual meeting of the shareholders of the Corporation was held on April 20, 2017 (the “*Meeting*”), pursuant to the Notice, to vote on the proposed adoption of Amended and Restated Articles of Incorporation for the Corporation.

(c) The shareholders of the Corporation entitled to vote upon or consent to the adoption and approval of the Amended and Restated Articles of Incorporation for the Corporation did so at the Meeting in accordance with the requirements of the Act and as follows:

Class of Stock	Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented	Votes in Favor	Votes Against
Common Stock	3000	1280			

(d) The number of shares of the Corporation’s common stock voting in favor of the Corporation’s Amended and Restated Articles of Incorporation was sufficient to approve the same.

(e) The Amended and Restated Articles of Incorporation of the Corporation do not increase or decrease the number of authorized shares of the Corporation nor do they provide for an exchange, reclassification, cancellation or otherwise effect the issued and outstanding shares of the Corporation.

(f) The Amended and Restated Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is Ben Lomond Golf Course, Inc.

**ARTICLE II
PURPOSES**

The purposes for which the Corporation is organized are to own and operate a golf course

and to engage in any lawful act or activity for which corporations may be organized under the Act.

ARTICLE III DURATION

The Corporation shall continue in existence perpetually unless sooner dissolved according to law.

ARTICLE IV CAPITALIZATION

4.1. Authorized Shares. The Corporation shall have authority to issue a single class of common stock, with an authorized number of 3,000 shares, all of which shares shall have no par value (hereinafter the "Stock"). The holders of Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the board of directors of the Corporation, and shall be entitled to receive all of the assets of the Corporation, tangible and intangible, of whatever kind that are available for distribution to shareholders, ratably in proportion to the number of shares of Stock held by each shareholder; and in all matters as to which the vote or consent of shareholders of the Corporation shall be required or be taken, including, any vote to amend these Articles of Incorporation, to increase or decrease the par value of any class of stock, effect a stock split or combination of shares, or alter or change the powers, preference, or special rights of any class or series of stock, the holders of the Stock shall have one vote per share of Stock on all such matters and shall not have the right to cumulate their votes for any purpose.

4.2. Consideration for Shares. The board of directors of the Corporation shall have authority to authorize the issuance, from time to time without any vote or other action by the shareholders, of any or all shares of Stock of the Corporation at any time authorized, and any securities convertible into or exchangeable for such shares, in each case to such persons and for such consideration and on such terms as the board of directors from time to time in its discretion lawfully may determine. Shares so issued, for which the full consideration determined by the board of directors has been paid to the Corporation, shall be fully paid stock, and the holders of such stock shall not be liable for any further call or assessments thereon.

4.3. No Preemptive Rights. Unless otherwise provided in resolutions of the board of directors providing for the issue of any series of Stock, no holder of shares of any class of the Corporation or of any security of obligation convertible into, or of any warrant, option, or right to purchase, subscribe for, or otherwise acquire, shares of any class of the Corporation, whether now or hereafter authorized, shall, as such holder, have any preemptive right whatsoever to purchase, subscribe for, or otherwise acquire shares of any class of the Corporation, whether now or hereafter authorized.

4.4. Unclaimed Property. If the corporation has mailed three successive distributions to a shareholder addressed to the shareholder's address shown on the Corporation's current record of shareholders and the distributions have been returned as undeliverable, no further attempt to deliver distributions to the shareholder need be made until another address for the shareholder is made known to the Corporation, at which time all distributions accumulated by reason of this

section shall, except as otherwise provided by law, be mailed to the shareholder at the other address.

4.5. Increase or Decrease in Authorized Shares. Except as otherwise provided in these articles or resolutions of the board of directors providing for the issue of any series of Stock, the number of authorized shares of any class or classes of stock of the Corporation may be increased or decreased (but not below the number of shares of such class or series then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, voting as a single class.

ARTICLE V INDEMNIFICATION

If a person acts in good faith and in a manner reasonably believed by such person to be in the best interests of the Corporation, the Corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director or an officer of the Corporation (and the Corporation, in the discretion of the board of directors, may so indemnify a person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise for or on behalf of the Corporation) against any liability or expense (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in respect thereof. Such indemnification is not exclusive of any other right to indemnification provided by law or otherwise.

ARTICLE VI BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed and controlled by or under the direction of a board of directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by these Articles of Incorporation directed or required to be exercised or done by this shareholders of the Corporation.

6.1. Number. The number of directors shall not be less than three (3) nor more than five (5), the exact number of directors to be fixed from time to time only by the vote of a majority of the entire board of directors. No decrease in the number of directors shall shorten the term of any incumbent director.

6.2. Qualification. The board of directors may, by the vote of a majority of the entire board, prescribe qualifications of candidates for the office of director of the Corporation, but no director then in office shall be disqualified from office as a result of the adoption of such qualification.

6.3. Election. Directors shall be elected at each annual meeting of the shareholders in accordance with the Bylaws of the Corporation.

6.4. Removal. At a meeting of shareholders called expressly for that purpose, by the vote at such meeting of the holders of a majority of the shares then entitled to vote at an election of directors, or by written consent of persons owning a majority of the issued and outstanding stock of the Corporation, one or more members of the board (including the entire board) may be removed, with or without cause.

6.5. Vacancies. Vacancies and newly created directorships resulting from any increase in the number of directors may be filled by a majority of the directors then in office though less than a quorum. If there are no directors in office, then an election of directors may be held in the manner provided by law.

6.6. Limitation on Liability. A director of the Corporation shall have no personal liability to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director, except:

- (i) the amount of a financial benefit received by a director to which he is not entitled;
- (ii) an intentional infliction of harm on the corporation or the shareholders;
- (iii) a violation of Section 16-10a-842 of the Act; or
- (iv) an intentional violation of criminal law.

ARTICLE VII NO LIMITATIONS OF VOTING RIGHTS

To the extent permissible under the applicable law of any jurisdiction to which the Corporation may become subject by reason of the conduct of business, the ownership of assets, the residence of shareholders, the location of offices or facilities, or any other reason, the Corporation elects not be governed by the provisions of any statute that (i) limits, restricts, modifies, suspends, terminates, or otherwise effects the rights of any shareholder to cast one vote for each share of Stock registered in the name of such shareholder on the books of the Corporation, without regard to whether such shares were acquired directly from the Corporation or from any other person and without regard to whether such shareholder has the power to exercise or direct the exercise of voting power over any specific fraction of the shares of Stock of the Corporation issued and outstanding, or (ii) grants to any shareholder the right to have the shareholder's stock redeemed or purchased by the Corporation or any other shareholder of the Corporation. Without limiting the generality of the foregoing, the Corporation expressly elects not to be governed by or be subject to the provisions of the Utah Control Shares Acquisition Act (Utah Code Annotated, section 61-6-1, *et seq.*) or any similar or successor statutes adopted by any state which may be deemed to apply to the Corporation from time to time.

**ARTICLE VIII
REGISTERED AGENT AND REGISTERED AND PRINCIPAL OFFICE**

The Secretary of the Corporation shall serve as the Corporation's registered agent. The address and principal office of the Corporation's registered agent is 1800 N HWY 89, Harrisville, UT 84404. Either the registered office or the registered agent may be changed in the manner provided by law.

**ARTICLE IX
RIGHT OF FIRST REFUSAL UPON SALE OF SHARES BY SHAREHOLDER**

No shareholder shall sell, or in any way dispose of, his stock in the Corporation without first giving the Corporation written notice of intent to sell with the price asked. The Corporation shall have thirty (30) days in which to purchase said stock at its then market value. In the event no value can be agreed upon, the value shall be arbitrated by one arbitrator selected by the person selling the stock, one arbitrator selected by the directors of the Corporation, and one arbitrator selected by the other two arbitrators. Their arbitration shall be final. If, after the arbitrators' appraisal is completed, the shareholder does not desire to accept the arbitrators' figure, then he may not sell or transfer his stock to another person other than the Corporation. If the Corporation does not accept the arbitrators' figure, then the stockholder may sell his stock immediately to any person at any price obtainable.

**ARTICLE X
AUTHORITY TO SELL ALL OR SUBSTANTIALLY ALL ASSETS**

The affirmative vote of the holders of a majority of the shares of the issued and outstanding stock of the Corporation at a regular or special meeting of the shareholders called for that purpose shall be required to authorize the sale, assignment, transfer, conveyance or other disposition of all or substantially all of the property and assets of the Corporation as going concern or otherwise on such terms and conditions as may, at such meeting, be determined.

**ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION**

The Corporation, acting by majority vote of its board of directors, shall be entitled to amend, alter, change, or repeal any provisions contained in these Amended and Restated Articles of Incorporation, in any manner now or hereafter permitted or prescribed by statute; *provided*, however, that no amendment shall change, repeal, or make inoperative any of the provisions of Article IV, Article V, Article VI or this Article IX, unless such amendment receives the affirmative vote of the holders of a majority of the shares of the issued and outstanding stock of the Corporation.

**ARTICLE XII
ADOPTION AND AMENDMENT OF BYLAWS**

The bylaws of the Corporation shall be adopted by the board of directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors,

but the shareholders of the Corporation may also alter, amend or repeal the bylaws or adopt new bylaws. The bylaws may contain any provisions for the regulation or management of the affairs of the Corporation not inconsistent with the laws of the state of Utah now or hereafter existing.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be signed by its Chairman of the Board of Directors this 20th day of April, 2017.

BEN LOMOND GOLF COURSE, INC.

By: _____
Name: _____
Title: Chairman of the Board of Directors