

APNs: 1318-00-002-005, 1318-00-002-006

1318-27-001-005, 1318-27-001-006

1318-27-001-007, 1318-27-002-006



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KAREN ELLISON, RECORDER

When Recorded, Mail To:

**Kara Thiel
Feldman McLaughlin Thiel LLP
P.O. Box 1309
Zephyr Cove, NV 89448**

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

**** Nevada Secretary of State Document No. 20080829212-04 is being recorded to evidence the change in name, only, of the owner of the above-referenced parcels from Park Cattle Company to Edgewood Companies. ****

STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State

JEFFERY LANDERFELT
Deputy Secretary
for Commercial Recordings



OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

WOODBURN AND WEDGE

NV

Job: C20150806-1564
August 6, 2015

Special Handling Instructions:

8/6/2015 HC EM CC DOC REQUESTED HDEWAR@WOODBURNANDWEDGE.COM 806-1564

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Description	Document Number	Filing Date/Time	Qty	Price	Amount
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Total		\$169.00

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Letter(s):

WOODBURN AND WEDGE

NV

STATE OF NEVADA

BARBARA K. CEGAVSKE
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JEFFERY LANDERFELT
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OFFICE OF THE
SECRETARY OF STATE

Certified Copy

August 6, 2015

Job Number: C20150806-1564
Reference Number: 00010040686-45
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20080829212-04	Amended & Restated Articles	7 Pages/1 Copies



Respectfully,

Barbara K. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

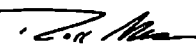
Certified By: Heather Christensen
Certificate Number: C20150806-1564
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
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Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of 	Document Number 20080829212-04
Ross Miller Secretary of State State of Nevada	Filing Date and Time 12/23/2008 11:15 AM
	Entity Number C373-1958

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Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

PARK CATTLE CO.

2. The articles have been amended as follows: (provide article numbers, if available)

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDGEWOOD COMPANIES

The undersigned hereby certifies that the following First Amended and Restated Articles of Incorporation have been duly adopted by the corporation's Board of Directors and Stockholders.

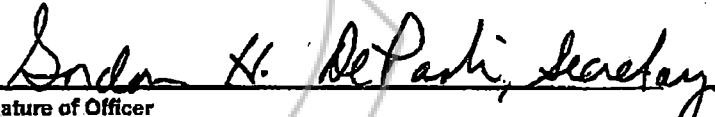
[THE COMPLETE FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION ARE SET FORTH IN THEIR ENTIRETY ON THE ATTACHED SIX PAGES]

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: MAJORITY

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X 
Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 7-1-08

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDGEWOOD COMPANIES

The undersigned hereby certifies that the following First Amended and Restated Articles of Incorporation have been duly adopted by the corporation's Board of Directors and Stockholders.

FIRST: The name of said corporation is

EDGEWOOD COMPANIES

SECOND: The principal office of this corporation is to be located at Room 302, First National Bank of Nevada, Main Office, 206 North Virginia Street, City of Reno, County of Washoe, State of Nevada.

THIRD: That the nature of the business, objects and purposes proposed to be transacted, promoted or carried on by the corporation are:

(a) To engage in the production purchase and sale of livestock of every kind and description.

(b) To carry on any other lawful business whatsoever, or any enterprise which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties and to perform all other acts which may be incidental to the proper carrying on of said businesses or enterprises.

(c) To purchase, sell, rent, lease, mortgage, pledge, hypothecate and trade in all manner of personal property, and to buy, sell, mortgage, own, hold, lease, develop, manage and deal in and with real estate, and with any and all franchises, appurtenances, easements, privileges and rights thereto pertaining, and any interest therein, and to develop or improve the same in any manner deemed advantageous to the corporation, and to build, purchase or lease, dispose of, sell and mortgage buildings, houses, premises and structures of every description, used in connection with, or incident to real estate, or which may be advantageous to the business of the corporation.

(d) To acquire by purchase, lease or otherwise, the good will, business, property, assets, franchises and rights, in whole or in part of any person, firm association or corporation, and to assume all or any of the liabilities thereof and to pay for the same in cash or with the stock of this corporation, or its debentures or bonds, or otherwise, and

to hold, maintain, operate and conduct, as well as in any manner to dispose of the whole or any part of the property so acquired, but always in accordance with, and subject to, the laws of the State of Nevada.

(e) To borrow money and contract debts when necessary for the transaction of the business of the corporation, for the exercise of its corporate rights, privileges or franchises, or for any other purpose of its incorporation; also to issue bonds, promissory notes, bills of exchange, debentures and other obligations and also evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, and when necessary to secure the same or any part thereof, or any part or parts of the same by mortgage, pledge or otherwise, for money borrowed or goods purchased or for payment of property bought or acquired or for any other lawful obligation; also to issue, sell and dispose of certificates, upon such terms and under such conditions as are or may be prescribed by the laws of the State of Nevada, or the By-laws of the corporation.

(f) To loan the funds of the corporation, upon notes, bonds, mortgages, deeds of trust, debentures or other securities, or property, real, personal or mixed, or otherwise.

(g) To receive, collect and dispose of principal and interest, dividends, income, increment and profits upon or from all or any notes, stocks, bonds, deeds of trust, debentures, securities, obligations and other property held, owned or possessed by the corporation of any other person, firm or corporation as escrow or trustee or for the use and benefit of the corporation and to exercise in respect of all such stocks, bonds, mortgages, deeds of trust, notes, debentures, obligations, securities and all other property and any and all bonds, and any and all rights of individual ownership thereof.

(h) To guarantee the payment of dividends or interest on shares of stock in this corporation or upon the contracts stocks, bonds, or other securities or agreements of this corporation or of any other person or corporation, and also to become surety, guarantor or Indemnitor in connection with any of the foregoing purposes for the payment of money or for the performance of other obligations.

(i) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or of any bonds, securities or evidences of indebtedness, created by any other corporation or corporations of the State of Nevada, or of any other state or government, and while owner of such stocks to exercise

all the rights, powers and privileges of ownership, including the right to vote thereon.

(j) To purchase, hold, sell, transfer and reissue shares of its own capital stock, but always in accordance with, and as permitted by the laws of the State of Nevada, and by the By-laws of the corporation.

(k) To enter into make and perform contracts of every kind with any person, firm, association or corporation, public, private or municipal or any body politic, and with any state or with the government of the United States or any dependency thereof, as well as any foreign government; and in general to carry on and conduct and engage in any business in connection with the foregoing either as principal, agent or otherwise, permitted to corporations organized under the laws of Nevada.

(l) To establish, maintain, operate, conduct and carry on in the State of Nevada, and in any or all of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign country, its business or any part or parts thereof, and as many other businesses, offices and agencies as may be necessary or deemed expedient for the corporation and its business as well as for the extension, expansion and exploitation of the affairs, operation and benefit of the corporation.

(m) And generally to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinfere set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or thing incidental or pertaining to or growing out of the aforesaid purposes or powers, or any of them, provided the same be not inconsistent with the laws of the State of Nevada; and also to exercise any and all of the powers conferred upon corporations by the laws of the State of Nevada which now exist or which may be hereafter conferred upon or granted to corporations by the laws of the said State of Nevada.

(n) In furtherance and not in limitation of the powers conferred by the laws of the State of Nevada, the Board of Directors is expressly authorized from time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them other than the stock ledger, shall be open to inspection of the stockholders, and no stockholder shall have the right to inspect any

account or book or the right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(o) To conduct gaming in the State of Nevada in accordance with the laws of the State of Nevada and the United States of America.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation granted to it by right of its existence, as outlined in the General Corporation Law of the State of Nevada.

This corporation shall not issue any stock or securities except in accordance with the provisions of the Nevada Gaming Control Act and the Regulations thereunder. The issuance of any stock or securities in violation thereof shall be ineffective and such stock or securities shall be deemed not to be issued and outstanding until (1) this corporation shall cease to be subject to the jurisdiction of the Nevada gaming commission, or (2) the Nevada gaming commission shall, by affirmative action, validate said issuance or waive any defect in issuance.

No stock or securities issued by the corporation and no interest, claim or charge therein or thereto shall be transferred in any manner whatsoever except in accordance with the provisions of the Gaming Control Act and the Regulations thereunder. Any transfer in violation thereof shall be ineffective until (1) this corporation shall cease to be subject to the jurisdiction of the Nevada gaming commission, or (2) the Nevada gaming commission shall, by affirmative action, validate said transfer or waive any defect in said transfer.

If the commission at any time determines that a holder of stock or other securities of this corporation is unsuitable to hold such securities, then until such securities are owned by persons found by the commission to be suitable to own them, (a) this corporation shall not be required or permitted to pay any dividend or interest with regard to the securities, (b) the holder of such securities shall not be entitled to vote on any matter as the holder of the securities, and such securities shall not for any purposes be included in the securities of this Corporation entitled to vote, and (c) this corporation shall not pay any remuneration in any form to the holder of the securities.

FOURTH: That the amount of the total authorized capital stock of this Corporation is sixty thousand (60,000) shares, no par value.

FIFTH: That the members of the governing board shall be styled "directors" and the number of such directors shall not be less than three (3), but may be increased or changed in the manner provided by the General Corporation Law of this state. If the number of directors is more than five (5), then two (2) of the directors shall be

independent directors," as that term may be defined from time to time in the Corporation's By-laws. All directors shall be elected by the cumulative vote of the Corporation's stockholders as provided in N.R.S. 78.360. In all other instances, cumulative voting shall be denied.

SIXTH: The capital stock of this corporation after the amount of the subscription price or par value has been paid in shall not be subject to assessment to pay debts of this corporation and no stock issued as fully paid up shall ever be assessable or assessed and the Articles of Incorporation shall not be amended in this particular.

SEVENTH: This corporation is to have perpetual existence.

EIGHTH: This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Nevada, and all rights conferred upon officers, directors and stockholders herein are granted subject to this reservation.

NINTH: In furtherance, and not in limitation of the powers conferred by statutes and/or the laws of the State of Nevada, the Board of Directors is hereby expressly authorized, among other things, to:

(a) Make contracts for the sale of stock in behalf of the corporation, for cash or stock, properties for the benefit of the corporation.

(b) Fix their own compensation as well as the salary of the other officers, agents and employees of this corporation.

(c) And the corporation may, in its by-laws, confer power upon its directors in addition to the foregoing, and in addition to the powers authorized and expressly conferred upon them by the statutes of the State of Nevada.

TENTH:

A. **Elimination of Liability.** Except as otherwise provided in Nevada Revised Statutes Section 35.230, 90.660, 91.250, 452.200, 452.270, 668.045 and 694A.030, a director or officer is not individually liable to the corporation, its stockholders or its creditors for any damages as a result of any act or failure to act in his or her capacity as a director or officer unless it is proven that: (a) his or her act or refusal to act constituted a breach of his or her fiduciary duties as a director or officer; and (b) his or her breach of those duties involved intentional misconduct, fraud or a knowing violation of law. In the event that Nevada law is amended to authorize the further elimination or limitation of liability of directors or officers, then this Article

TENTH shall also be deemed amended to provide for the elimination or limitation of liability to the fullest extent permitted by Nevada law, as so amended.

B. Mandatory Indemnification. The corporation shall indemnify the officers and directors of the Corporation to the fullest extent permitted by Nevada law as the same exists or may hereafter be amended.

C. Mandatory Payment of Expenses. The corporation shall pay the expenses incurred by a director or officer in defending any civil, criminal, administrative, or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it should be ultimately determined that the director or officer is not entitled to be indemnified by the corporation as authorized by Nevada law.

D. Effect of Amendment or Repeal. Any amendment to or repeal of any of the provisions in this Article TENTH shall not adversely affect any right or protection of a director or officer of the corporation for or with respect to any act or omission of such director or officer occurring prior to such amendment or repeal.

Dated this 23rd day of December, 2008.

By: Gordon H. DePaoli
Name: Gordon H. DEPAOLI
Its: SECRETARY