

**BYLAWS FOR THE REGULATION, EXCEPT  
AS OTHERWISE PROVIDED BY STATUTE OR ITS  
ARTICLES OF INCORPORATION, OF**

**STILLWATER FARMS, INC.  
(the "Corporation")**

**ARTICLE I**

**Offices**

Section 1. Principal Executive Office. The Board of Directors (the "Board") hereby is granted full power and authority to set and change the principal executive office of the Corporation from one location to another within or without the State of Nevada.

Section 2. Other Offices. The Board at any time may establish other business offices wherever the Corporation is qualified to do business.

**ARTICLE II**

**Stock Restrictions and Meeting of the Stockholders**

Section 1. Stock Restrictions. There shall be no more than one hundred and fifty one (151) stockholders. The stockholders of the Corporation shall consist of the persons that are at least eighteen (18) years of age or may be held in trust for a person. Stock may be held in a trust for the benefit of any named individual, including minors, which may be directed by a trustee for the benefit of the minor until the minor turns eighteen. No stockholder shall hold more than two (2) shares of stock.

Section 2. Place of Meetings. All annual or other meetings of the Corporation's stockholders (the "Stockholders") shall be held at the principal executive office of the Corporation or at any other place within or without the State of Nevada that may be designated by the Board.

Section 3. Annual Meetings. The annual meetings of the Stockholders shall be held on such date and at such time as may be fixed by the Board. At such meetings, directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted that is within the powers of the Stockholders.

Written notice of each annual meeting shall be given to each Stockholder entitled to vote thereat, either personally, by email or by mail or other means of written communication, charges prepaid, addressed to such Stockholder at such Stockholder's address or email address appearing on the books of the Corporation or given by such Stockholder to the Corporation for the purpose of notice. If any notice or report addressed to a Stockholder at the address or email address of such Stockholder appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to

deliver such notice or report to such Stockholder at such address, all future notices and reports shall be deemed to have been duly given to such Stockholder without further mailing if such notices and reports are made available for such Stockholder upon written demand of such Stockholder at the principal executive office of the Corporation for a period of one (1) year for the date of the giving of such notices and reports to all of the other Stockholders. If a Stockholder fails to provide the Corporation with an address, notice shall be deemed to have been given to such Stockholder if sent by mail or other means of written communication addressed to the place where the principal executive office of the Corporation is situated or if published at least once in some newspaper of general circulation in the county in which the principal executive office of the Corporation is located.

All such notices shall be given to each Stockholder entitled thereto not less than ten (10) nor more than sixty (60) days before each annual meeting. Every such notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. An affidavit of mailing of any such notice in accordance with the foregoing provisions, executed by the Secretary or any agent of the Corporation, shall be prima facie evidence that such notice was given.

Such notices shall specify:

- (a) The place, the date and the hour of the annual meeting;
- (b) The purpose or purposes for which the meeting is called; and
- (c) Such other matters, if any, as may be required by statute.

Section 4. Special Meetings. Special meetings of the Stockholders, for the purpose of taking any action permitted by the Stockholders under Nevada Revised Statutes, Chapter 78 and the Corporation's Articles of Incorporation (the "Articles of Incorporation"), may be called at any time by the President, Vice President or written request of twenty five percent (25%) or more of the outstanding Stockholders. Upon request in writing that a special meeting of the Stockholders be called for any proper purpose, directed to the President, Vice President or Secretary by any person (other than the Board) entitled to call a special meeting of the Stockholders, written notice (by paper or electronic means) shall be given to all of the Stockholders entitled to vote that a meeting will be held at a time requested by the person or persons calling the meeting not less than ten (10) nor more than sixty (60) days after receipt of the request. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as notice is to be given for the annual meetings of Stockholders. In addition to the matters required by items (a) and, if applicable, (c) of the preceding Section 2, notice of any special meeting shall specify the general nature of the business to be transacted.

Section 5. Quorum. Except as otherwise provided by applicable law or by the Articles of Incorporation, the presence in person of Stockholders holding at least fifty (50) shares (including proxies) at any meeting shall constitute a quorum for the transaction of business. The chairman of a meeting may determine that a quorum is present based on any reasonable evidence of the

presence in person of Stockholders holding a majority of the outstanding shares, including, without limitation, evidence from any record of the Stockholders who have signed a register indicating their presence at the meeting. The Stockholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Stockholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum.

Section 6. Adjourned Meeting and Notice Thereof. Any Stockholders meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares, the holders of which either are present in person, but in the absence of a quorum no other business may be transacted at such meeting, except as provided in Section 4 above. At such adjourned meeting at which a quorum is present, any business may be transacted that could have been transacted at the meeting as originally noticed.

When any Stockholders meeting, either annual or special, is adjourned for forty-five (45) days or more, or if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided above, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement of the time and place thereof at the meeting at which such adjournment is taken.

Section 7. Voting. Unless a record date for voting purposes is fixed as provided in Section 1 of Article VI of these Bylaws, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day immediately preceding the day on which notice of a meeting is given, or, if such notice is waived, at the close of business on the business day immediately preceding the day on which a meeting of Stockholders is held, shall be entitled to vote at such meeting, and such day shall be the record date for such meeting. Such vote may be by ballot or voice vote; provided, however, that all elections for directors must be by ballot upon demand therefor made by a Stockholder at any election before the voting begins, and provided further that the Board in its discretion may require a written ballot for any vote. If a quorum is present, the affirmative vote of the majority of the shares represented (in person or by proxy) at a meeting and entitled to vote thereat on any matter shall be the act of the Stockholders, unless the vote of a greater number or voting by classes is required by Nevada Revised Statutes, Chapter 78 or the Articles of Incorporation.

Unless otherwise provided in the Articles of Incorporation, at every meeting of the Stockholders each Stockholder shall be entitled to one (1) vote in person for each share of capital stock having voting power held by such Stockholder.

Section 8. Validation of Defectively Called or Noticed Meetings. The transactions of any meeting of Stockholders, either annual or special, however called and noticed, shall be as valid as if taken at a meeting duly held after regular call and notice if a quorum is present at such meeting either in person and if, either before or after such meeting, all of the persons entitled to vote at such meeting but who are not present thereat in person or who, although present, have, at the beginning of such meeting, properly objected to the transaction at such meeting of any

business because such meeting was not lawfully called or convened, or to particular matters of business legally required to be included in the notice but not so included, sign a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Corporation or made a part of the minutes of such meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Stockholders need be specified in any written waiver of notice.

Section 9. Action Without a Meeting. Any action that under any provision of Nevada Revised Statutes, Chapter 78 may be taken at a meeting of the Stockholders may be taken without a meeting and without notice if a consent in writing setting forth the action so taken is signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice shall be given of the taking of any Corporate action approved by the Stockholders without a meeting by less than unanimous written consent to those Stockholders entitled to vote who have not consented to such Corporate action in writing. Unless as provided in Section 1 of Article VI of these Bylaws the Board has fixed a record date for the determination of Stockholders entitled to give such written consent, the record date for such determination shall be the day on which the first written consent is given. All such written consents shall be filed with the Secretary of the Corporation.

Any Stockholder giving a written consent, or a transferee of the shares of such Stockholder, or a personal representative of such Stockholder may revoke such Stockholder's consent in writing received by the Corporation before the time at which written consents of the number of shares required to authorize a proposed Corporate action have been filed with the Secretary of the Corporation but not thereafter. Such revocation is effective upon its receipt by the Secretary of the Corporation.

Section 10. Proxies. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or such person's duly authorized agent. A proxy duly executed is not revoked and continues in full force and effect until a written instrument revoking it or a duly executed proxy bearing a later date is filed with the Secretary of the Corporation before the vote pursuant thereto; provided, however, that no such proxy shall be valid after the expiration of six (6) months from the date of its execution unless it is coupled with an interest or unless the person executing it specifies therein the length of time for which such proxy is to continue in force, which time in no case shall exceed seven (7) years from the date of such proxy's execution.

Section 11. Assessment of Property Taxes. The Board of Directors shall assess Stockholders for property taxes assessed to the Corporation for any individually owned property of the Stockholders. Such assessments shall be charged proportionally to each Stockholder in such manner as the Board of Directors deems equitable. Assessments shall be due and payable within thirty (30) days of invoicing by the Corporation. Assessments are delinquent upon the expiration of the thirty (30) day period. The board may impose additional penalties it deems appropriate. E-mail shall be an appropriate means of delivering notice of delinquencies.

## ARTICLE III

### Directors

Section 1. Powers. Subject to limitations provided by the Articles of Incorporation, these Bylaws and Nevada Revised Statutes, Chapter 78 as to actions to be authorized or approved by the Stockholders or the outstanding shares, and subject to the duties of directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation shall be controlled by the Board. The Board may delegate the management of the day-to-day operation of the business of the Corporation to management or other persons, provided that the business and affairs of the Corporation shall be managed and all Corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers but subject to the same limitations, it hereby is declared that the directors shall have the following powers in addition to the other powers enumerated in these Bylaws:

First: To select and remove all of the officers, agents and employees of the Corporation, prescribe such powers and duties for them as are not inconsistent with law, the Articles of Incorporation or these Bylaws, fix their compensation and require from them security for faithful service.

Second: To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation or these Bylaws, as they deem best.

Third: To change the principal executive office for the transaction of the business of the Corporation from one location to another as provided in Article I, Section 1 hereof.

Fourth: Upon such terms as may be lawful, from time to time to authorize the issuance of shares of stock of the Corporation.

Fifth: To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and security therefor.

Sixth: By resolution, to designate committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board, and to prescribe the manner in which proceedings of such committees shall be conducted, which may include, but not be limited to, making recommendations regarding board members when vacancies occur.

Seventh: To invest or deposit for investment any asset held by the Corporation as provided for in the minutes or policies of the Board.

Section 1.1 Authority Restrictions. Except as otherwise stated herein, the Board shall not directly or indirectly perform any of the following actions without submission of the decision to the Stockholders and a majority vote or written consent of all the Stockholders.

- (a) incur Corporate indebtedness in an amount exceeding \$1,000,000.

Section 2. Number and Qualification of Directors. The authorized number of directors shall be seven (7) until changed by an amendment of these Bylaws. A director must be a Stockholder. Every director shall be at least eighteen (18) years of age.

Section 3. Election and Term of Office. The directors shall be elected at each annual meeting of the Stockholders, but if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of the Stockholders held for such purpose. All directors shall hold office for two (2) years or until their respective successors are elected, subject to Nevada Revised Statutes, Chapter 78 and the provisions of these Bylaws with respect to vacancies on the Board. It is the intent that three (3) directors shall be elected in even years and four (4) directors shall be elected in odd years such that approximately one-half of the directors are up for election annually.

Section 4. Vacancies. A vacancy in the Board shall be deemed to exist in case of the death, resignation or removal of any director, if a director has been declared of unsound mind by order of court or convicted of a felony, if the authorized number of directors is increased or if the Stockholders fail at any annual or special meeting of the Stockholders at which one or more directors are to be elected to elect the full authorized number of directors to be voted for at that meeting.

Vacancies in the Board may be filled by a majority vote at a meeting of the Board of Directors.

Any director may resign effective upon giving written notice to the Board, the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the Board accepts the resignation of a director tendered to take effect at a future time, the Board or the Stockholders shall have power to elect a successor to take office when such resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director before the expiration of such director's term of office.

Section 5. Place of Meetings. Regular meetings of the Board shall be held at any place within or without the State of Nevada that from time to time has been designated by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings of the Board shall be held at the principal executive office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the principal executive office of the Corporation.

Section 6. Other Regular Meetings. Other regular meetings of the Board shall be held without notice as provided in a resolution from time to time adopted by the Board; provided, however, that if the day of any such meeting should fall upon a legal holiday, then such meeting shall be held at the scheduled time on the next business day thereafter. Notice of all such regular meetings of the Board hereby is dispensed with.

Section 7. Special Meetings. Special meetings of the Board for any purpose or set of purposes may be called at any time by the President, Vice President, Secretary or by any two (2) directors of the Corporation.

Special meetings of the Board shall be held upon ten (10) days written notice or forty-eight (48) hours' notice given personally, by email or by telephone or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown on the records of the Corporation or as may have been given to the Corporation by the director for the purpose of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors regularly are held.

Notice by mail shall be deemed to have been given when a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is delivered personally to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe promptly will communicate it to the recipient.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the Board or a committee thereof may be taken without a meeting if a majority of the members of the Board or such committee individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board or committee and shall have the same force and effect as a vote of the Board or committee.

Section 9. Action at a Meeting; Quorum and Required Vote. Presence of a majority of the authorized number of directors at a meeting of the Board constitutes a quorum for the transaction of business, except as hereinafter provided. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting as permitted in the immediately preceding sentence hereof constitutes presence in person or by telephone at such meeting. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by law, by the Articles of Incorporation or by these Bylaws. A meeting at which a quorum initially is present may continue to transact business notwithstanding the withdrawal of directors, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. Adjournment. A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that, in the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, from time to time may adjourn such meeting until the time fixed for the next regular meeting of the Board.

Section 11. Notice of Adjournment. If a meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment. Otherwise, notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of such adjourned meeting is fixed at the meeting adjourned.

Section 12. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution of the Board.

Section 13. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all of the Corporation's books, records and documents of every kind and to inspect physical properties of the Corporation and of its subsidiary corporations, if any, domestic and foreign. Such inspection by a director may be made in person or by agent or attorney, and such inspection rights include the right to copy and obtain extracts.

## ARTICLE IV

### Officers

Section 1. Officers. The officers of the Corporation shall be a President, Secretary and Treasurer. The Corporation also may have, in the discretion of the Board, a Chairman of the Board, a Chief Executive Officer, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. Officers must be Stockholders of the Corporation.

Section 2. Appointment. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be appointed annually by the Board, and each such officer shall hold office until such officer resigns or is removed or otherwise is disqualified to serve, or until such officer's successor is appointed.

Section 3. Subordinate Officers, Etc. The Board may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be

conferred by the Board (subject, in each case, to the rights, if any, of an officer under any contract of employment).

Any officer may resign at any time by giving written notice to the Board or to the Chief Executive Officer or the President or the Secretary of the Corporation, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any such resignation shall take effect on the date of the Corporation's receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. President. The President shall, subject to the control of the Board and the committees of the Board, be the general manager of the Corporation and have general supervision, direction and control of the business and officers of the Corporation. The President shall preside at all meetings of the Stockholders and at all meetings of the Board. The President shall be ex officio a member of all the standing committees, including the executive committee, if any, shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be prescribed by the Board, the committees of the Board of these Bylaws.

Section 7. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board, the committees of the Board or these Bylaws.

Section 8. Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of actions taken at all meetings of directors and the Stockholders, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of shares present or represented at the Stockholders meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the Corporation's transfer agent a share register, or a duplicate share register, showing the names of the Stockholders and their addresses, the number and class of shares held by each, the number and date of certificates issued for the same and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all of the meetings of the Stockholders and of the Board required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

Section 9. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. At all reasonable times the books of account shall be open to inspection by any director. Further, the books and records shall be audited annually by the four (4) directors who do not hold an officer position.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all transactions effected by the Treasurer on behalf of the Corporation and of the financial condition of the Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board, the Committees of the Board or these Bylaws.

## ARTICLE V

### Indemnification

Section 1. Right to Indemnification. Each person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person or a person for whom such person is the legal representative is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, member, manager, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such Proceeding is alleged action or inaction in an official capacity or in any other capacity while serving as a director, officer, employee or agent of the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the laws of the State of Nevada as the same exist or may hereafter be amended (but in the case of such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such laws permitted the Corporation to provide before such amendment) against all costs, charges, expenses, liabilities and losses (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement and amounts expended in seeking indemnification granted to such person under applicable laws, this Article V or any agreement with the Corporation) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, or who served in any other capacity on behalf of the Corporation, and shall inure to the benefit of such person's heirs, executors and administrators. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any Proceeding in advance of its final disposition; provided, however, that, if Nevada Revised Statutes, Chapter 78 so requires, the payment of such expenses incurred by a director or officer in such person's capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in

advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it ultimately is determined by a court of competent jurisdiction that such director or officer is not entitled to be indemnified under this Section or otherwise. In no event shall anything herein contained be so construed as to permit the Board to authorize payment of, or the Corporation to pay, any amount for any purpose where a director or officer was engaged in any action or activity known by such person while so engaged to be unlawful or in any action or activity constituting willful misfeasance, bad faith, gross negligence or reckless disregard of such person's duties and obligations to the Corporation and the Stockholders. The rights set forth herein shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law. The Corporation may, by action of the Board, provide indemnification to employees and agents of the Corporation with the same scope and effect as provided to the directors and officers of the Corporation pursuant to the foregoing provisions of these Bylaws.

Section 2. Right of Claimant to Bring Suit. If a claim under Section 1 of this Article V is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, at any time thereafter the claimant may bring suit against the Corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any Proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that a claimant has failed to meet a standard of conduct that makes it permissible under Nevada law for the Corporation to indemnify such claimant for the amount claimed. Neither the failure of the Corporation (including its Board, independent legal counsel or the Stockholders) to have made a determination before the commencement of such action that the indemnification of a claimant is permissible in the circumstances because such person has met such standard of conduct nor an actual determination by the Corporation (including the Board, independent legal counsel or Stockholders) that the claimant has not met such standard of conduct shall be a defense to such action or create a presumption that such claimant has failed to meet such standard of conduct.

Section 3. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a Proceeding in advance of its final disposition conferred in this Article V shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or these Bylaws, agreement, vote of the Stockholders or disinterested directors or otherwise.

Section 4. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, member, manager, employee or agent of the Corporation or another corporation, partnership, limited liability company, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Nevada Law.

Section 5. Expenses as a Witness. To the extent that any director, officer, employee or agent of the Corporation is by reason of such position, or a position with another entity at the request of the Corporation, a witness in any action, suit or proceeding, such person shall be

indemnified against all costs and expenses actually and reasonably incurred by such person or on such person's behalf in connection therewith.

Section 6. Indemnity Agreements. From time to time the Corporation may enter into Indemnity Agreements with the persons who are members of the Board, and with such officers, employees and agents as the Board may designate, such Indemnity Agreements to provide in substance that the Corporation shall indemnify such persons to the full extent contemplated by this Article V.

Section 7. Effect of Amendment. Any amendment, repeal or modification of any provision of this Article V by the Stockholders and/or the directors of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such amendment, repeal or modification.

## **ARTICLE VI**

### **Miscellaneous**

Section 1. Record Date. The Board may fix a time in the future as a record date for the determination of the Stockholders entitled to notice of and to vote at any meeting of the Stockholders or entitled to give consent to corporate action in writing without a meeting, to receive any report, to receive any dividend or distribution or any allotment of rights or to exercise rights with respect to any change, conversion or exchange of shares. The record date so fixed shall not be more than sixty (60) days before the date of any meeting or before the date of any other event for which the record date is fixed. When a record date for a meeting is so fixed, only Stockholders of record on that date are entitled to notice of and to vote at such meeting, notwithstanding any transfer of shares on the books of the Corporation after such record date, except as otherwise provided in the Articles of Incorporation or in these Bylaws.

Section 2. Assessments. The Board or Stockholders may levy assessments at any meeting of the Stockholders or Directors. The amount and due dates shall be set at the time of levy. Notice of such assessments shall be made in writing.

Section 3. Inspection of Corporate Records. The books of account and all financial records of the Corporation and any subsidiary of the Corporation shall be open to inspection upon at least five (5) days written demand by any current Stockholder or holder of a voting trust certificate of not less than fifteen percent (15%) of all of the issued and outstanding shares of the Corporation; provided, however, that such inspection may be refused any Stockholder who refuses to furnish the Corporation with an affidavit that such inspection is not for a purpose that is in the interest of a business or object other than the business of the Corporation and that such Stockholder has not at any time sold or offered for sale any list of stockholders of any domestic or foreign corporation or aided or abetted any person in procuring any such record of stockholders for any such purpose. Such inspection by a stockholder or holder of a voting trust certificate may be made in person or by agent or attorney, and such right of inspection includes the rights to copy, to conduct an audit and to make extracts. All costs of making extracts or conducting an audit shall be borne by the person exercising such rights.

A Stockholder who has been a Stockholder of record for at least six (6) months before making such demand or a Stockholder or Stockholders holding at least five (5%) percent in the aggregate of the outstanding shares of the Corporation shall have (in person or by agent or attorney) the right to inspect and copy the record of Stockholders names and addresses and stockholdings during usual business hours upon five (5) days prior written demand upon the Corporation and to obtain from the transfer agent of the Corporation, upon written demand, a list of the Stockholders names and addresses who are entitled to vote for the election of directors, and their stockholdings, as of the most recent record date for which such list of Stockholders has been compiled or as of a date specified by such demanding Stockholder or Stockholders after the date on which such Stockholder or Stockholders make such demand. Such list shall be made available on or before the later of five (5) business days after such demand is received or the date specified therein as the date as of which such list is to be compiled.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable by the Corporation shall be signed or endorsed by such person or persons (whether electronically or by signature) and in such manner as from time to time shall be determined by resolution of the Board.

Section 5. Annual Report to Stockholders. In the discretion of the Board, annual or other periodic reports may be issued to the Stockholders.

Section 6. Contracts, Etc.; How Executed. Except as provided otherwise in these Bylaws, the Board may authorize any officer to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge the Corporation's credit or to render the Corporation liable for any purpose or for any amount.

Section 7. Certificates for Shares. Every holder of shares in the Corporation shall be entitled to have a certificate signed in the name of the Corporation by the President and Secretary of the Corporation, certifying the number of shares and the class or series of shares owned by such Stockholder. Any of the signatures on the certificate may be facsimile, provided that in such event at least one signature, including that of either officer of the Corporation's registrar or transfer agent, if any, shall be signed manually. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate ceases to be such officer, transfer agent or registrar before such certificate is issued, such certificate nevertheless may be issued by the Corporation with the same effect as if such person were an officer, transfer agent or registrar on the date of issuance.

Any such certificate also shall contain such legends or other statements as may be required by applicable federal and state securities laws and by any agreement between the Corporation and the issuee thereof.

There shall be no transfer, sale or assignment of any stock without the approval of the Board of Directors, which shall have assessed the character, qualifications and fitness of the assignee/transferee. The Board may publish all intended assignee/transferee information to the existing membership and board for public comment. The Board may solicit information regarding the character, qualifications and fitness of the intended assignees/transferees as it deems necessary in its sole discretion.

No new certificate for shares shall be issued in lieu of an old certificate unless the latter is surrendered and canceled at the same time or an executed Affidavit of Lost Certificate is provided to the Corporation; provided, however, that a new certificate shall be issued without the surrender and cancellation of the old certificate if (a) the old certificate is lost, apparently destroyed or wrongfully taken; (b) the request for the issuance of the new certificate is made within a reasonable time after the owner of the old certificate has notice of its loss, destruction or theft; (c) the request for the issuance of a new certificate is made before the receipt of notice by the Corporation that the old certificate has been acquired by a bona fide purchaser; (d) the owner of the old certificate files a sufficient indemnity bond with or provides other adequate security to the Corporation; and (e) the owner of the old certificate satisfies any other reasonable requirement imposed by the Corporation. In the event of the issuance of a new certificate, the rights and liabilities of the Corporation and the holders of the old and new certificates shall be governed by the provisions of the Uniform Commercial Code of Nevada.

Section 8. Inspection of Bylaws. The Corporation shall keep in its principal executive office in Nevada, or, if its principal executive office is not in Nevada, then at its registered office in Nevada, (or otherwise provide upon the Corporation's receipt of a written request for the same from any Stockholder), the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Stockholders at all reasonable times during office hours.

Section 9. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in Nevada Revised Statutes, Chapter 78 shall govern the construction of these Bylaws.

## ARTICLE VII

### Amendments

Section 1. Power of Stockholders and Directors. New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative majority vote at any meeting of the Stockholders or Directors, provided that at least sixty (60) shares are represented at the meeting and the proposed amendment is described in the notice.

### CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

1. That I am the duly elected and acting Secretary of Stillwater Farms, Inc (the "Corporation"); and

2. That the foregoing Bylaws constitute the Bylaws of the Corporation as duly adopted by the Board of Directors by a vote during a meeting of the Board of Directors held on Jan 23, 2019.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 23<sup>rd</sup> day of Jan, 2019.



\_\_\_\_\_  
Doug Martin,  
Secretary

