

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

BUSINESS CORPORATION

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of BEST-WALL, INC. duly signed and verified, pursuant to the provisions of the South Dakota Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issued this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation of BEST-WALL, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this December 15, 1993.

JOYCE HAZELTINE
Secretary of State

9 0 1 2 3 0 3 1 7

Filed this 15th day of Dec. 19 93

Joseph J. [Signature]
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

BEST-WALL, INC.

RECEIVED
DEC 15 1993
Secretary of State

Executed by the undersigned, all of whom are of the age of majority, for the purpose of forming a South Dakota business corporation under Title 47 of the South Dakota Codified Laws.

I.

The name of the corporation is Best-Wall, Inc.

II.

The period of existence shall be perpetual.

III.

The purposes for which the corporation is organized are:

- (a) To own and operate a motel located in Wall, South Dakota.
- (b) To own, lease, operate or participate in any other business activity or function not otherwise prohibited by law.
- (c) To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures, and obligations and evidences of indebtedness of all kinds, without limit as to amount, and to secure the same by mortgage, security interest, or pledge of corporate property or otherwise, provided the same be permitted by law.
- (d) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the laws of the State of South Dakota.
- (e) To purchase or otherwise acquire and to hold, create security interests in, pledge, sell, exchange or otherwise dispose of securities,

including stock, bonds, debentures, notes, mortgages, or other obligations created or issued by any persons, firms, associations, corporations or governments or subdivisions thereof and to make payment therefor in any lawful manner and to exercise as owner or holder of any securities any and all rights, powers and privileges in respect thereof and to purchase, hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own shares and its own debt obligations.

- (f) The foregoing clauses shall be construed as both purposes and powers and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

IV.

The aggregate number of shares which the corporation shall have authority to issue is 100,000, having a par value of Ten Dollars (\$10.00), each fully paid and non-assessable, making the authorized capital of One Million Dollars (\$1,000,000.00).

V.

There are no preferences to the stock of this corporation and there shall be only one class of stock issued as is shown in Article IV above.

VI.

The address of the registered office of this corporation is 808 Husted Street, Wall, South Dakota 57790.

VII.

The name and address of the registered agent for service of process is Terry Peters, and his address is 808 Husted Street, Wall, South Dakota 57790.

VIII.

The number of the directors of this corporation shall be as provided for in the By-Laws. The initial Board of Directors shall consist of four (4) directors whose names and addresses are as follows:

Mr. Terry Peters
808 Husted Street
Wall, SD 57790

Mr. Doug Peters
Box 300
Hill City, SD 57745

Mrs. Patricia J. Peters
Box 393
Wall, SD 57790

Ms. Jaclyn Jo Heathershaw
Box 393
Wall, SD 57790

IX.

The names and addresses of the incorporators of this corporation are as follows:

Mr. Terry Peters
808 Husted Street
Wall, SD 57790

Mr. Doug Peters
Box 300
Hill City, SD 57745

X.

The liability of each shareholder shall be limited to the amount unpaid for his or her capital stock.

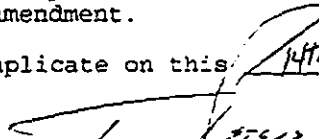
XI.


This corporation will not commence business until consideration of at least One Thousand Dollars (\$1,000.00) has been received for issuance of its shares.

XII.

These articles may be amended in the manner authorized by law at the time of amendment.

Executed in duplicate on this 14th day of December, 1993.


Terry Peters


Doug Peters

9 5 1 3 2 5 0 0 4 1 2

Receipt No.: 354511

File Number: DB033723

ART OF INC

For

BEST-WALL, INC.

File at the request of:

LYNN JACKSON SHULTZ & LEBRUN PC
KURT SOLAY
PO BOX 8250
RAPID CITY SD 57709

STATE OF SOUTH DAKOTA

SS.

OFFICE OF THE SECRETARY OF STATE

Filed in the office of Secretary of State on

Date December 15, 1993

Joyce Hazeltine
Secretary of State

Fee Recieved \$100 100,000 @ \$10.

SOS CRP 491 10/93

4001.67-22005

1994

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

DOMESTIC

PLEASE TYPE OR USE BLACK INK

FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

95021761664

FILE DATE 2-5-95
RECEIPT NO. 442015
RECEIVED RECEIVED

DEC 30 1994
DEC 22 1994

1. Corporate Name, Registered Agent and Registered Address:

DB-033723
BEST-WALL, INC.
PETERS, TERRY
808 HUSTEAD STREET
WALL, SD 57790

Telephone # 605-279-2145
FAX # 605

Federal Taxpayer ID
FILING DATE: Due during the month the
Certificate of Incorporation was issued,
and delinquent the last day of the following
month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota

Hotel

3. The names and addresses of its directors and officers: (Both officers and directors must be listed in the spaces provided).

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
<u>Terry Peters</u>	Director	<u>808 Hustead</u>	<u>Wall</u>	<u>SD</u>	<u>57790-0211</u>
<u>Terry Peters</u>	Director	<u>P.O. 302</u>	<u>Wall</u>	<u>SD</u>	<u>57745-0302</u>
<u>Terrance J. Peters</u>	President	<u>P.O. 393</u>	<u>Wall</u>	<u>SD</u>	<u>57790</u>
<u>Terry Peters</u>	Vice President	<u>P.O. 302</u>	<u>Wall</u>	<u>SD</u>	<u>57745</u>
<u>Terry Peters</u>	Secretary	<u>808 Hustead</u>	<u>Wall</u>	<u>SD</u>	<u>57790</u>
<u>Terrance J. Peters</u>	Treasurer	<u>P.O. 393</u>	<u>Wall</u>	<u>SD</u>	<u>57790</u>

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

* NUMBER OF SHARES CAN BE ISSUED: 100,000 CLASS Common SERIES 1 PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE \$10.00

5. NUMBER OF SHARES ISSUED: 65,000 CLASS _____ SERIES _____

6. The amount of its stated capital is \$ 650,000.00

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 12/19 19 94

By Terry Peters
(Signature)
Its Sec
(Title)

STATE OF South Dakota
COUNTY OF Wauwaton

I, Susan Peters, a notary public, do hereby certify that on this 19 day of December 19 94, personally appeared before me Terry Peters who, being by me first duly sworn, declared that he/she is the Sec of Best-Wall, Inc

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.
My Commission Expires 3-30-95
Susan Peters
Notary Public

(Notarial Seal)

SOS CRP 410 10/92

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-6077
605-773-4845

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date: _____

Receipt No.: _____

FILING FEE: \$5 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____

2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The street address, or a statement that there is no street address, to which the registered office is to be changed is _____
_____ ZIP + 4 _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is * _____
* The Consent of Registered Agent below must be completed by the new agent.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors.

The statement must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____

COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19 _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____ 19 _____

(signature)

1995
 RETURN TO
 SECRETARY OF STATE
 STATE CAPITOL
 500 E. CAPITOL
 PIERRE, S.D. 57501-5077
 605-773-4845
 FAX (605) 773-4550

96011201380
 11/76

ANNUAL REPORT

DOMESTIC
 PLEASE TYPE OR USE BLACK INK

FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE: 12-29-95
 RECEIPT NO. 51177
 RECEIVED
 DEC 29 1995

1. Corporate Name, Registered Agent and Registered Address:

DB-033723 DEC/94
 BEST-WALL, INC.
 PETERS, TERRY
 808 HUSTEAD STREET
 WALL, SD 57790

Telephone # 605-279-2445
 FAX # 605-279-4297
 Federal Taxpayer ID [REDACTED]
 FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota _____

3. The names and addresses of its directors and officers: (Both officers and directors must be listed in the spaces provided).

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
_____	Director	_____	_____	_____	_____
_____	Director	_____	_____	_____	_____
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
_____	_____	_____	_____

5. NUMBER OF SHARES ISSUED _____ CLASS _____ SERIES _____

6. The amount of its stated capital is \$ _____

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 12/30 19 95

By [Signature]
 (Signature)
 Its Sec
 (Title)

STATE OF South Dakota
 COUNTY OF Beauregard ss

I, Alicia Victoria, a notary public, do hereby certify that on this 28 day of Dec 19 95

personally appeared before me T Peters who, being by me first duly sworn, declared that he/she is the Sec of Best-Wall Inc

that he/she signed the foregoing documents as officer of the corporation, and the statements therein contained are true.
 My Commission Expires 8-30-2003 Alicia Victoria
 Notary Public

(Notarial Seal)

SECRETARY OF STATE
STATE CAPITOL
800 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date: _____

Receipt No.: _____

FILING FEE: \$5 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____

2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The street address, or a statement that there is no street address, to which the registered office is to be changed is _____
_____ ZIP + 4 _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is * _____
* The Consent of Registered Agent below must be completed by the new agent.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors.

The statement must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public:

Date _____ 19_____. _____
(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19_____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires _____ Notary Public _____

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____ 19_____. _____
(signature)

CREW-INTERCOM-NEW

1996

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 12-2-96
RECEIPT NO. 279-2877
RECEIVED
DEC 02 1996
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address.
DR-033723 DEC/96
BEST WALL, INC.
PETERS, TERRY
808 MUSTARD STREET
WALL, SD 57799

Telephone # 279-2145
FAX # 279-2877
Federal Taxpayer ID
FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota _____

3. The names and addresses of its directors and officers

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

SD law requires at least one director.
Do the above listed officers serve also as directors? YES ___ NO ___ If no, list directors below.
Director _____
Director _____

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class

NUMBER OF SHARES CAN ISSUE (authorized)	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
---	-------	--------	---

5. NUMBER OF SHARES ACTUALLY ISSUED

CLASS	SERIES
-------	--------

6. The amount of its stated capital is \$ _____ (Money received for issued shares)
The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 11/25 19 96
By Terry Peters
(Signature)
Its Sec
(Title)

STATE OF South Dakota
COUNTY OF Pennings ss

I, Susan Peters, a notary public, do hereby certify that on this 25 day of November 19 96 personally appeared before me Terry Peters who, being by me first duly sworn, declared that he/she is the Secretary of Best Wall, Inc.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.
My Commission Expires 8-30-2003
Susan Peters
Notary Public

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date: _____
Receipt No.: _____

FILING FEE: \$5 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____

2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
_____ ZIP + 4 _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is * _____
* The Consent of Registered Agent below must be completed by the new agent.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors.

The statement must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____. _____
(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19 _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires _____
Notary Public

(Notarial Seal)

<u>CONSENT OF APPOINTMENT BY THE REGISTERED AGENT</u>	
I, _____, hereby give my consent to serve as the	
(name of registered agent)	
registered agent for _____	
(corporate name)	
Dated _____ 19 _____	_____
	(signature)

1997

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 1-6-98
RECEIPT NO 686979

RECEIVED

JAN 6 1998

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address

DB 033723
BEST-WALL, INC.
PETERS, TERRY
808 HUSTEAD STREET
WALL, SD 57790

Telephone # _____

FAX # _____

Federal Taxpayer ID _____

FILING DATE Due during the month the
Certificate of Incorporation was issued,
and delinquent after the last day of the
following month

* * * * ATTENTION - FILING INSTRUCTIONS * * * *

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota _____

3. The names and addresses of its directors and officers

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP - 4
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

SD law requires at least one director

Do the above listed officers serve also as directors? YES ___ NO ___ If no, list directors below.

Director _____
Director _____

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class

NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

6. The amount of its stated capital is \$_____ (Money received for issued shares)

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 1/05 19 98

By [Signature]
(Signature)
Its Sec.
(Title)

STATE OF South Dakota
COUNTY OF Sanicutt ss

I, Jusav Latais a notary public, do hereby certify that on this 5th day of January 19 98 personally appeared before me T. Peters who being by me first duly sworn, declared that he/she is the Secretary of Best-Wall Inc that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 2-26-2002
Notary Public [Signature]

SECRETARY OF STATE
STATE CAPITOL
600 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date: _____
Receipt No.: _____

FILING FEE: \$10 in addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____

2. The previous street address, or a statement that there is no street address, of its registered office _____
_____, ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
_____, ZIP + 4 _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is _____
* The Consent of Registered Agent below must be completed by the new agent.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors

The statement must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ 59

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19 _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____ 19 _____

(signature)

1998

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5070
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 2-1-99
RECEIPT NO. 722072

RECEIVED
FEB 1 1999
JAN 6 1999
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DB-033723
BEST-WALL, INC.
PETERS, TERRY
808 HUSTEAD STREET
WALL, SD 57790
DEC/97

Telephone # _____
FAX # _____
Federal Taxpayer ID _____
FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota _____

3 The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

SD law requires at least one director.
Do the above listed officers serve also as directors? YES _____ NO _____ If no, list directors below.
Director _____
Director _____

4 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class

NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

5 NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

6. The amount of its stated capital is \$ _____ (Money received for issued shares)
The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated _____ 19 _____

By [Signature]
(Signature)
Is Sec. Sec.
(Title) 1/29/99

STATE OF SD
COUNTY OF Beauregard ss

I, Terry Peters a notary public, do hereby certify that on this 29 day of Jan 19 99 personally appeared before me T. Peters who, being by me first duly sworn, declared that he/she is the Sec of Best-Wall, Inc

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.
My Commission Expires 8-30-2003
Terry Peters
Notary Public

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5070
605-773-4845

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date: _____
Receipt No.: _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
_____ ZIP + 4 _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is * _____
* The Consent of Registered Agent below must be completed by the new agent.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors.

The statement must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day
of _____ 19 _____, personally appeared before me _____
who, being by me first duly sworn, declared that he/she is the _____ of _____
_____ that he/she signed the foregoing document as officer of the
corporation, and the statements therein contained are true.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT	
I, _____, hereby give my consent to serve as the	
(name of registered agent)	
registered agent for _____	
(corporate name)	
Dated _____ 19 _____	_____
	(signature)

1999

RETURN TO SECRETARY OF STATE 500 E. CAPITOL PIERRE, S.D. 57501-5077 605-773-4845 FAX (605) 773-4550

ANNUAL REPORT

DOMESTIC PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

0002201.1117 2/1/00

FILE DATE 12-31-99 RECEIPT NO.

RECEIVED

JAN 7 00

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DB-033723 DEC/98 BEST-WALL, INC. PETERS, TERRY 808 HUSTEAD STREET WALL SD 57790

Telephone # FAX # Federal Taxpayer ID FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

[X] ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT. *****

2. The character of the business in which it is actually engaged in South Dakota

Table with 6 columns: NAME, OFFICE, STREET ADDRESS, CITY, STATE, ZIP+4. Rows for President, Vice President, Secretary, Treasurer.

SD law requires at least one director. Do the above listed officers serve also as directors? YES ___ NO ___ If no, list directors below.

Table with 4 columns: NUMBER OF SHARES CAN ISSUE (authorized), CLASS, SERIES, PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE.

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

6. The amount of its stated capital is \$ (Money received for issued shares)

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 1/6 19 2000 By [Signature] its [Title]

STATE OF South Dakota COUNTY OF Pennington I, Susan Peters a notary public, do hereby certify that on this 6th day of Jan 19 2000 personally appeared before me Terry Peters who, being by me first duly sworn, declared that he/she is the Sec of Best Wall Inc the corporation named above, and signed the foregoing document as officer of the corporation, and the statements therein contained are true. My Commission Expires 8-30-2003 Notary Public

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

File Date _____
Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
ZIP + 4 _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is * _____
*The Consent of Registered Agent below must be completed by the new agent.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors.

The statement may be signed by the chairman of the board of directors, by its president, or by another of its officers in the presence of a notary of public.

Dated _____ 19 _____

(Signature)

(Title)

STATE OF _____ ss
COUNTY OF _____

I, _____, a notary public, do hereby certify that on this _____ day
of _____ 19 _____, personally appeared before me _____
who, being by me first duly sworn, declared that he/she is the _____ of _____
_____ that he/she signed the foregoing document as officer of
the corporation, and the statements therein contained are true.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)
Dated _____ 19 _____

(signature)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date _____
Receipt No. _____

FILING FEE: \$10 in addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
ZIP + 4 _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is " _____
*The Consent of Registered Agent below must be completed by the new agent.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors.

The statement may be signed by the chairman of the board of directors, by its president, or by another of its officers in the presence of a notary of public.

Dated _____

(Signature)

(Title)

STATE OF _____ ss
COUNTY OF _____

On this the ____ day of _____, 20____, before me, _____
personally appeared _____, known to me, or proved to me,
to be the _____ of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____

(signature)

NONNIN 11611

2001

RETURN TO
SECRETARY OF STATE
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 1-9-02
RECEIPT NO. 14372A

RECEIVED

JAN 9 '02

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DB-033723 DEC/2000
BEST-WALL, INC.
PETERS, TERRY
808 HUSTEAD STREET
WALL SD 57790

Telephone # 605-279-2145
FAX # 605-279-2479

Federal Taxpayer IC

FILING DATE: Due during the month the
Certificate of Incorporation was issued, and
delinquent after the last day of the following
month.

******* ATTENTION - FILING INSTRUCTIONS *******

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota _____

3. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

SD law requires at least one director.

Do the above listed officers serve also as directors? YES ___ NO ___ If no, list directors below.

Director _____
Director _____

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

6. The amount of its stated capital is \$ _____ (Money received for issued shares)

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 12/31/01

By Terry Peters
(Signature)

Its Sec.
(Title)

STATE OF South Dakota
COUNTY OF Pennings ss

On this the 31 day of Dec 2001, before me, Susan Peters
personally appeared Terry Peters, known to me, or proved to me,
to be the Sec. of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.

My Commission Expires 9/30/2003

Susan Peters
Notary Public

(Notarial Seal)

SOS CRP 11/00

SECRETARY OF STATE
STATE CAPITOL
600 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date _____
Receipt No. _____

FILING FEE: \$10 in addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
_____ ZIP + 4 _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is * _____
*The Consent of Registered Agent below must be completed by the new agent.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors.

The statement may be signed by the chairman of the board of directors, by its president, or by another of its officers in the presence of a notary of public.

Dated _____

(Signature)

(Title)

STATE OF _____ ss
COUNTY OF _____

On this the _____ day of _____, 20____, before me, _____
personally appeared _____, known to me, or proved to me,
to be the _____ of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)
Dated _____

(signature)

2002


ANNUAL REPORT

0305220.2210
5/20/03

FILE DATE 3/24/03
RECEIPT NO. 119 8909
RECEIVED
\$50
MAR 24 03

DOMESTIC
PLEASE TYPE OR USE BLACK INK
FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

1. Corporate Name, Registered Agent and Registered Address:


- 0 8 - 0 3 3 7 2 3 -
DB-033723 DEC/2001
BEST-WALL, INC.
PETERS, TERRY
808 HUSTEAD STREET
WALL SD 57790

S.D. SEC. OF STATE
Telephone # 605-279-2144
FAX # 605-279-2277
Federal Taxpayer ID
FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota _____

3. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

SD law requires at least one director.

Do the above listed officers serve also as directors? YES ___ NO ___ If no, list directors below.

Director _____
Director _____

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

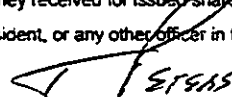
NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

6. The amount of its stated capital is \$ _____ (Money received for issued shares)

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 3/21/03

By 
(Signature)

Its Sec.
(Title)

STATE OF South Dakota

COUNTY OF Pierre ss

On this the 21 day of March 2003, before me, Susan Peters

personally appeared T. Peters, known to me, or proved to me,

to be the Sec of the corporation that is described in and that executed the within

instrument and acknowledged to me that such corporation executed the same.

My Commission Expires 9-30-2003


Notary Public

(Notarial Seal)

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845 FAX (605) 773-4550
www.state.sd.us/sos/sos.htm

SOS CRP 11/01

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

File Date _____
Receipt No. _____

FILING FEE: \$10 in addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
ZIP + 4 _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is * _____
*The Consent of Registered Agent below must be completed by the new agent.

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors.

The statement may be signed by the chairman of the board of directors, by its president, or by another of its officers in the presence of a notary of public.

Dated _____
(Signature) _____
(Title) _____

STATE OF _____ ss
COUNTY OF _____

On this the ____ day of _____, 20____, before me, _____
personally appeared _____, known to me, or proved to me,
to be the _____ of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.

My Commission Expires _____
Notary Public _____

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)
Dated _____
(signature)

224 4712 12/23/2003

2003

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$30 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 12-03-03
RECEIPT NO. 1273406
RECEIVED

DEC 3 '03

1. Corporate Name, Registered Agent and Registered Address:



* DB - 033723 *
DB-033723 DEC/2002
BEST-WALL, INC.
PETERS, TERRY
808 HUSTEAD STREET
WALL SD 57790

Telephone # 605-279-2995
FAX # 605-279-2977
Federal Taxpa _____

FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report below in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota _____

3. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

SD law requires at least one director.
Do the above listed officers serve also as directors? YES ___ NO ___ If no, list directors below.
Director _____
Director _____

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:
NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

6. The amount of its stated capital is \$ _____ (Money received for issued shares)

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 12/02/03
By [Signature]
(Signature)
Its Agent / Sec.
(Title)

STATE OF South Dakota SS
COUNTY OF Pennington
On this 2 day of December, 20 03, before me, Susan Peters
personally appeared T Peters, known to me, or proved to me,
to be the Agent / Sec of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.

My Commission Expires 8-30-2009
Susan Peters
Notary Public

(Notarial Seal)

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date _____
Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
_____ ZIP + 4 _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is * _____
*The Consent of Registered Agent below must be completed by the new agent.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors.

The statement may be signed by the chairman of the board of directors, by its president, or by another of its officers in the presence of a notary of public.

Dated _____

(Signature)

(Title)

STATE OF _____ ss
COUNTY OF _____

On this the ____ day of _____, 20____, before me, _____
personally appeared _____, known to me, or proved to me,
to be the _____ of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____

(signature)

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date _____
Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____
2. The previous street address, or a statement that there is no street address, of its registered office _____

ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____

ZIP + 4 _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is * _____

***The Consent of Registered Agent below must be completed by the new agent.**

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors.

The statement may be signed by the chairman of the board of directors, by its president, or any other officer.

Dated _____ (Signature) _____

(Title)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)

registered agent for _____
(corporate name)

Dated _____ (signature) _____

244 1643 01/12/2005

2005

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$30 MAKE CHECK PAYABLE TO SECRETARY OF STATE

RECEIVED

JAN 04 '06

S.D. SEC. OF STATE

FILE DATE 01/04/06
RECEIPT NO. 1517952

RECEIVED

DEC 22 '05

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Registered Address:



DB033723 DEC/2004
BEST-WALL, INC.
PETERS, TERRY
808 HUSTEAD STREET
WALL SD 57790

Telephone # 605-279-2145
FAX # 605-279-2977

FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The address of the principal office 712 Glenwood St., WALL S.D. 57790-0393

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>Terry Peters</u>	President	<u>20 Stone Drive</u>	<u>WALL</u>	<u>S.D.</u>	<u>57790-1008</u>
<u>Doug Peters</u>	Vice President	<u>US Highway 16 # 385</u>	<u>Hill City</u>	<u>S.D.</u>	<u>57745-0300</u>
<u>Terry Peters</u>	Secretary	<u>23188 Caspary Rd</u>	<u>WALL</u>	<u>S.D.</u>	<u>57790-0211</u>
<u>Tasha Harkness</u>	Treasurer	<u>712 Glenwood St.</u>	<u>WALL</u>	<u>S.D.</u>	<u>57790-0393</u>

4. Provide a brief description of the nature of the business Motel operation - 1950R

SD law requires at least one director.

Do the above listed officers serve also as directors? YES NO If no, list directors below.

Director _____
Director _____

5. The total number of authorized shares, itemized by class and series, if any, within each class:

NUMBER OF AUTHORIZED SHARES	CLASS	SERIES
<u>100,000</u>		
<u>62,000</u>	<u>SHARES</u>	<u>N/A</u>

6. NUMBER OF ISSUED AND OUTSTANDING SHARES CLASS SERIES

The statement may be signed by any authorized officer of the Corporation.

Dated 12/21/05

Terry Peters
Signature

TERRY PETERS
Printed Name

SECRETARY
Title

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845
www.sdsos.gov

SOS CRP 07/05

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date _____
Receipt No. _____

STATE 020 00

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Business Corporation Act, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is Best-Wall Inc
2. The street address, or a statement that there is no street address, of its current registered office
808 MUSTARD ST. WALL S.D. 57790 - NONE ZIP + 4 _____
3. The new address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address, if street addresses have not been assigned, or the RR address, must also be included.
712 GLENN ST., WALL S.D. ZIP + 4 57790-0393
4. The name of its current registered agent is TEARY PERLES
5. The name of its new registered agent is * N/A

***The Consent of Registered Agent below must be completed by the new agent.**

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

The statement may be signed by any authorized officer of the corporation.

Dated 1/03/06

[Signature]
Signature

TEARY PERLES
Printed Name

SECRETARY
Title

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, TEARY PERLES, hereby give my consent to serve as the
(name of registered agent)
registered agent for Best-Wall Inc.
(corporate name)

Dated 1/03/06

[Signature]
(signature)

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date _____
Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Business Corporation Act, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____
2. The street address, or a statement that there is no street address, of its current registered office _____

ZIP + 4 _____
3. The new address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address, if street addresses have not been assigned, or the RR address, must also be included. _____

ZIP + 4 _____
4. The name of its current registered agent is _____
5. The name of its new registered agent is * _____

***The Consent of Registered Agent below must be completed by the new agent.**

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

The statement may be signed by any authorized officer of the corporation.

Dated _____

Signature

Printed Name

Title

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)

registered agent for _____
(corporate name)

Dated _____

(signature)

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date _____

Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Business Corporation Act, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is _____
2. The street address, or a statement that there is no street address, of its current registered office _____

ZIP + 4 _____
3. The new address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address, if street addresses have not been assigned, or the RR address, must also be included. _____

ZIP + 4 _____
4. The name of its current registered agent is _____
5. The name of its new registered agent is * _____

***The Consent of Registered Agent below must be completed by the new agent.**

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

The statement may be signed by any authorized officer of the corporation.

Dated _____

Signature

Printed Name

Title

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)

registered agent for _____
(corporate name)

Dated _____

(signature)

State of South Dakota



Certificate of Administrative Dissolution

(DA, DB, DF, DL, CO, NS, CH)

I, **Chris Nelson**, Secretary of State of the State of South Dakota, by virtue of the authority vested in me by SDCL 47-1A-1421, § 47-18-16.4, § 47-34A-810 and § 47-24-13.2 hereby Administratively Dissolve the below named for failure to file the annual report when due.



* DB033723 *

DB033723

BEST-WALL, INC.

PETERS, TERRY

712 GLENN ST

WALL SD 57790

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this May 14, 2009.



Chris Nelson

Chris Nelson
Secretary of State

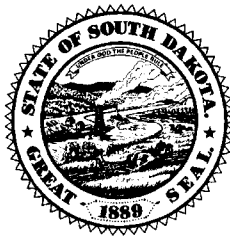
Secretary of State

State Capitol Suite 204
500 East Capitol Avenue
Pierre SD 57501-5070

Chris Nelson
Secretary of State

Teresa J. Bray
Deputy

605-773-4845



DB033723
PETERS, TERRY
BEST-WALL, INC.
712 GLENN ST
WALL SD 57790

March 2, 2009

DOMESTIC AND FOREIGN DELINQUENT NOTICE OF PENDING ADMINISTRATIVE DISSOLUTION OR REVOCATION

This letter is being sent pursuant to SDCL and is notification that the annual report on behalf of the above named entity that was due during the anniversary month of incorporation or qualification in South Dakota has not yet been filed. The referenced delinquent report would be the report that was due in 2007 or 2008. The entity information, date of filing and status is available on our web site at www.sdsos.gov.

The annual report form for each year delinquent must be filed with the Secretary of State's Office **PRIOR TO MAY 13, 2009** together with the appropriate fee. Failure to file the report together with the proper fee will result in Administrative Dissolution or Revocation. There will be no extension given. The report must be in our office prior to May 13, 2009 to avoid dissolution/revocation.

SOUTH DAKOTA ENTITIES The annual report form was previously mailed to the registered office address listed with our office.

FOREIGN (OUT-OF-STATE ENTITIES) The original annual report form was mailed directly to the corporation, but because the report was not filed we are required to notify the registered agent at this time. *Please forward this notice to the corporation for prompt attention.*

If the registered agent and/or address have changed, the law requires a Statement of Change of Registered Agent and Address form to be filed along with the additional filing fee.

The annual report form, the statement of change form and access to all South Dakota Laws regarding this notice may be obtained from our web site at the following address www.sdsos.gov or by contacting the Secretary of State's Office, Corporate Division at 605-773-4845.

If the annual report was previously submitted to our office and we returned it for further information or correction, promptly resubmit for filing. Remember the deadline for filing is May 13, 2009.

Thank you for your prompt attention to this matter.

Corporations Division
Office of the Secretary of State
Phone: 605-773-4845
www.sdsos.gov

Receipt Number: 1989625

File Number **DB033723**



STATEMENT_OF_CHANGE

For

BEST-WALL, INC.

Filed at the request of:

TERRY PETERS
23188 CREIGHTON ROAD
WALL SD 57790

*State of South Dakota
Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Thursday, January 21, 2010**

Secretary of State

Fee Received: \$10.00

372 2016 01/22/2010

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH

Please Type or Print Clearly in Ink
Please submit one Original and one Photocopy

FILING FEE: \$10 Make check payable to SECRETARY OF STATE

FILE DATE _____
RECEIPT NO _____
RECEIVED RECEIVED
JAN 21 2010 JAN 13 2010
S.D. SEC. OF STATE S.D. SEC. OF STATE

1. Corporate ID and Name:
DB033723
BEST-WALL, INC.

Filed this 21st day of Jan. 2010
Chris Nelson
SECRETARY OF STATE

Telephone # _____
FAX # _____

2. The name of the registered agent on file TELLY PETERS
The name of the successor registered agent N/A

3. If listing a Commercial Registered Agent, please state their identification number N/A

4. The address of the agent currently on file for this entity

<u>712 Glenn St.</u>	<u>Wall</u>	<u>S.D.</u>	<u>57790-0393</u>
Street Address (Required)	City	State	ZIP+4
<u>SAME</u>			
Mailing Address (Optional)	City	State	ZIP+4

5. If the address has changed, its new address

<u>23188 Liberation Road</u>	<u>Wall</u>	<u>S.D.</u>	<u>57790 0211</u>
Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
<u>SAME</u>			
Mailing Address (Optional - Required to be a South Dakota Address)	City	State	ZIP+4

6. The address of its registered office and the address of the business office of its registered agent, as changed, must be identical.

The undersigned entity submits the following statement for purpose of changing its registered office and/or its registered agent in the State of South Dakota.

Dated 01/19/10

Telly Peters
(Signature of an authorized officer)

TELLY PETERS
(Printed Name)

SECRETARY
(Title)

372 2011

Receipt Number: 1989625

File Number **DB033723**



* D B 0 3 3 7 2 3 *



* A P P L I C A T I O N F O R R E I N S T A T E M E N T *

APPLICATION_FOR_REINSTATEMENT

For

BEST-WALL, INC.

Filed at the request of:

TERRY PETERS
23188 CREIGHTON ROAD
WALL SD 57790

*State of South Dakota
Office of the Secretary of State*

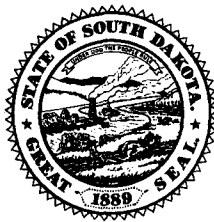
Filed in the office of the Secretary of State on: **Thursday, January 21, 2010**

Secretary of State

Fee Received: \$300.00

372 2012 01/22/2010
GOS 306 ©

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

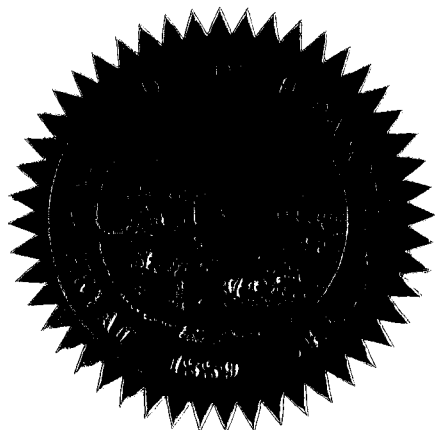
Certificate of Reinstatement

ORGANIZATIONAL ID #: DB033723

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for Reinstatement of **BEST-WALL, INC.** duly signed and verified, pursuant to the provisions of the South Dakota Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issued this Certificate of Reinstatement and attach hereto a duplicate of the Application for Reinstatement.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 21, 2010.



Chris Nelson

Chris Nelson
Secretary of State

372 2013 01/22/2010

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

APPLICATION FOR REINSTATEMENT DOMESTIC BUSINESS CORPORATION

RECEIVED RECEIVED

JAN 21 2010 JAN 13 2010

Please Type or Print Clearly in Ink

Please submit one Original and one Photocopy

D. SEC. OF STATE
S.D. SEC. OF STATE

FILING FEE: \$300 payable to SECRETARY OF STATE

*Filed this 2/12 day
for 2010*
Chris Nelson
SECRETARY OF STATE

Telephone # _____
FAX # _____

1. The name of the corporation is BEST-WALL, INC. DB033723

Note: This must be the exact corporate name.

2. The effective date of its administrative dissolution

3. State that the ground or grounds for dissolution either did not exist, or have been eliminated by filing all required reports and paying all fees and penalties.

*LIABILITIES HAVE BEEN ELIMINATED BY FILING
ALL REQUIRED REPORTS + PAYING ALL FEES +
PENALTIES*

4. The corporation's name satisfies the requirements of the South Dakota Business Corporations Act.

5. **Attached** hereto is a **certificate** from the **South Dakota Department of Revenue** reciting that any and all taxes owed by the corporation have been paid. *→ BEST-WALL IS THE LESSOR CORP. FOR D.P. OF WALL INC. - THE LESSEE CORPORATION. THE ONLY INCOME IS LEASE FOR WHICH NO TAXES ARE PAID TO S.D. DEPT. OF REVENUE*

6. **Attached** hereto are **ALL** delinquent **annual reports** and **filing fees**.

Application may be signed by any authorized officer of the corporation.

Dated 1/12/10

[Signature]

(Signature of an authorized officer)

TERRY PEREY

(Printed Name)

SECRETARY

(Title)

Susan Peters
Susan Peters
My Commission Expires
8-30-2015



Department of Revenue & Regulation

Corporation Reinstatement Tax Certification Form

Legal Division
445 East Capitol Avenue
Pierre, SD 57501-3185
(605) 773-4701

January 13, 2010

Best-Wall Inc.
23188 Creighton Road/P.O. Box 211
Wall, SD 57790

As of the above date, the tax status of the above named corporation is as follows:

Business Tax Division

owes no taxes
[X] unknown (no records could be found) je
owes the following:

Special Taxes Division

owes no taxes
[check] unknown (no records could be found) un 1/9/10
owes the following:

Motor Vehicle Division

Motor Fuel

owes no taxes
[check] unknown (no records could be found) DR
owes the following:

IFTA

owes no taxes
[check] unknown (no records could be found) LB
owes the following:

Prorate

owes no taxes
[check] unknown (no records could be found) LS
owes the following:

South Dakota Department of Revenue & Regulation

By: [Signature]

Date: 1-21-2010

This certification extends only to taxes administered and collected by the Department of Revenue & Regulation. This is not to be construed as a waiver to collect taxes found to be due as a result of an audit, the correction of incorrect returns filed by the corporation, or the failure of the corporation to file required returns.

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ANNUAL REPORT DOMESTIC

Please Type or Print Clearly in Ink

FILE DATE 1/21/10
 RECEIPT NO 1989625
RECEIVED
RECEIVED JAN 13 2010
 JAN 21 2010
 S.D. SEC. OF STATE
 S.D. SEC. OF STATE

FILING FEE: ~~\$10~~ ^{\$50} Make check payable to SECRETARY OF STATE

1. Corporate ID and Name:

DB033723

BEST-WALL, INC.
PETERS, TERRY
712 GLENN ST
WALL SD 57790

DECEMBER 2008

S.D. SEC. OF STATE

Telephone # _____
 FAX # _____
 FILING DATE: Due during the month
 the Certificate of Incorporation was
 issued, and delinquent after the last
 day of the following month.

2. The address of the principal executive office in or out of the State of South Dakota.

712 Glenn Street Wall S.D. 57790-0393
Street Address City State ZIP+4

Same _____
Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent

TERRY PETERS

712 Glenn Street Wall S.D. 57790-0393
Street Address (Required to be a South Dakota Address) City State ZIP+4

Mailing Address (Optional - Required to be a South Dakota Address) City State ZIP+4

4. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director. South Dakota Law requires at least three directors.

PATRICIA PETERS 20 Stone Drive Wall S.D. 57790-0000
President Street Address City State ZIP+4

DOUG PETERS South Hwy 16 Hill City S.D. 57145-0300
Vice President Street Address City State ZIP+4

TERRY PETERS 712 Glenn St Wall S.D. 57790-0393
Secretary Street Address City State ZIP+4

JACKIE HATHORSHAW 712 Glenn St. Wall S.D. 57790-0393
Treasurer Street Address City State ZIP+4

Director Street Address City State ZIP+4

Director Street Address City State ZIP+4

Director Street Address City State ZIP+4

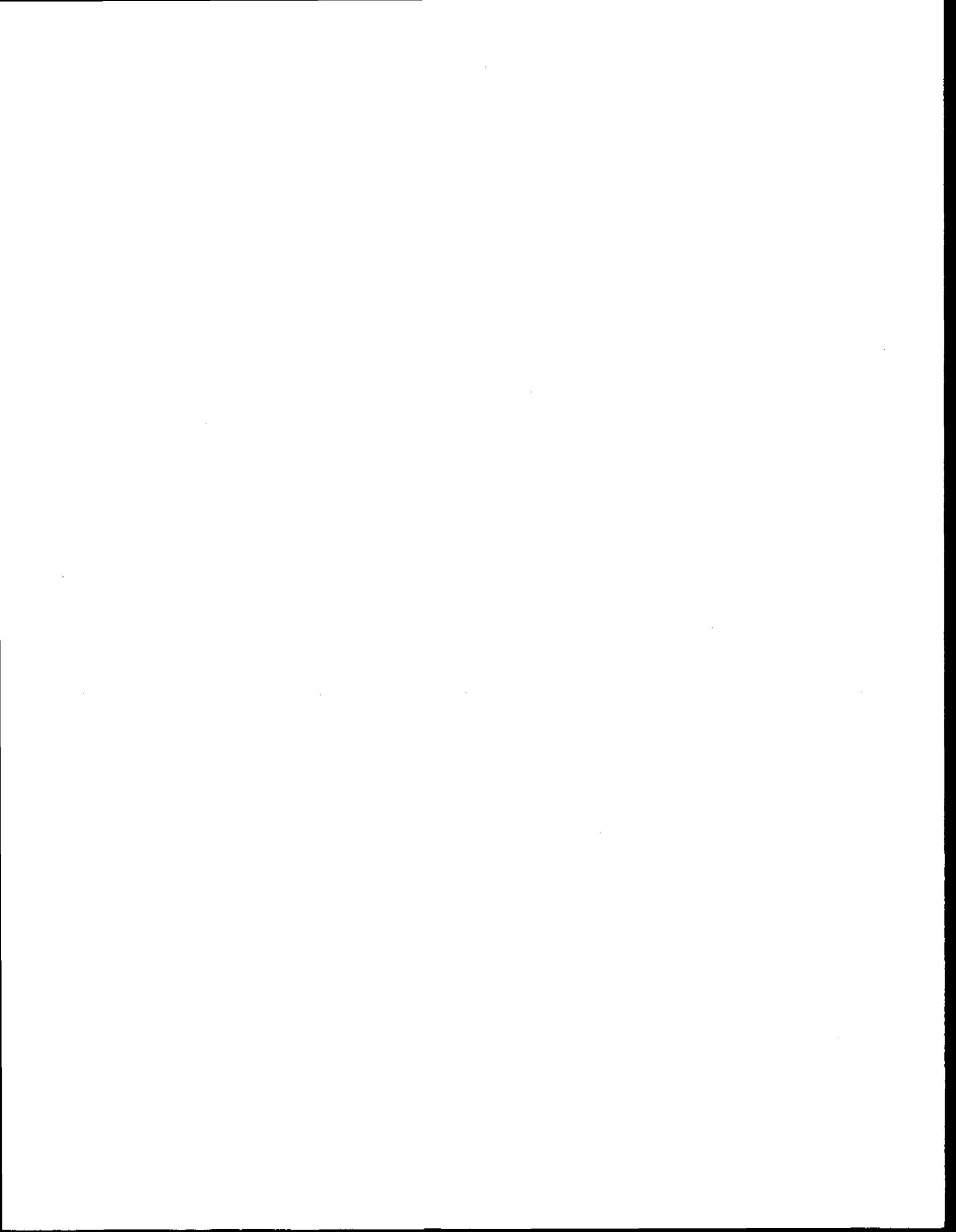
Dated 1/12/10

TERRY PETERS
(Signature of an authorized officer)

TERRY PETERS
(Printed Name)

SECRETARY
(Title)

300 3306



Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ANNUAL REPORT DOMESTIC

Please Type or Print Clearly in Ink

FILING FEE: \$70 Make check payable to SECRETARY OF STATE
\$50

FILE DATE	1/21/10
RECEIPT NO	1989625
RECEIVED RECEIVED	
JAN 21 2010 JAN 13 2010	
S.D. SEC. OF STATE S.D. SEC. OF STATE	

1. Corporate ID and Name:

DB033723

BEST-WALL, INC.
PETERS, TERRY
712 GLENN ST
WALL SD 57790

DECEMBER 2009

Telephone # _____
FAX # _____
FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

2. The address of the principal executive office in or out of the State of South Dakota.

23188 CREIGHTON ROAD WALL S.D. 57790-0211
Street Address City State ZIP+4

SAME _____
Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent

TERRY PETERS

23188 CREIGHTON ROAD WALL S.D. 57790-0211
Street Address (Required to be a South Dakota Address) City State ZIP+4

Mailing Address (Optional - Required to be a South Dakota Address) City State ZIP+4

4. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director. South Dakota Law requires at least three directors.

PATRICIA PETERS 20 STONE PRIDE WALL S.D. 57790-0000
President Street Address City State ZIP+4

DOUG PETERS SOUTH HWY 16 HILL CITY S.D. 57742-0300
Vice President Street Address City State ZIP+4

TERRY PETERS 23188 CREIGHTON ROAD WALL S.D. 57790-0211
Secretary Street Address City State ZIP+4

JACIE HARTSHAW 712 GLENN ST. WALL S.D. 57790-0393
Treasurer Street Address City State ZIP+4

Director Street Address City State ZIP+4

Director Street Address City State ZIP+4

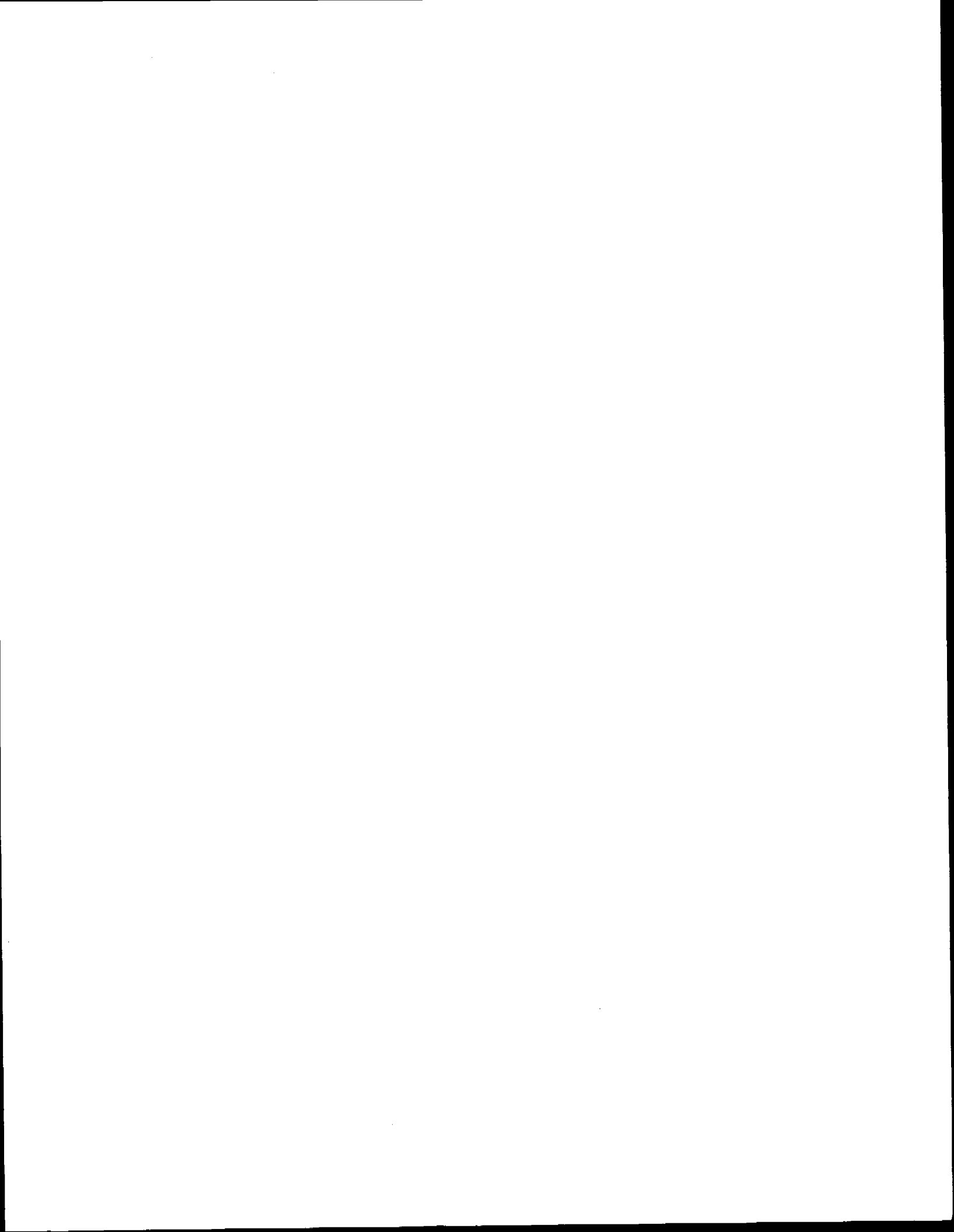
Director Street Address City State ZIP+4

Dated 1/12/10

TERRY PETERS
(Signature of an authorized officer)

TERRY PETERS
(Printed Name)

SECRETARY
(Title)



2010

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ANNUAL REPORT DOMESTIC

Please Type or Print Clearly in Ink

FILING FEE: \$50 Make check payable to SECRETARY OF STATE

FILE DATE 12/07/10
RECEIPT NO. 2004547
RECEIVED
DEC 07 2010
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DB033723
DB033723 DEC/2009
BEST-WALL, INC.
PETERS, TERRY
23188 CREIGHTON ROAD
WALL SD 57790

Telephone # _____
FAX # _____
FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

2. The jurisdiction under whose law it is formed South Dakota

3. The address of the principal executive office in or out of the State of South Dakota...
23188 CREIGHTON ROAD WALL S.D. 57790-0211
Street Address City State ZIP+4

SAME AS ABOVE
Mailing Address (Optional) City State ZIP+4

4. The name of the South Dakota Registered Agent TERRY PETERS
23188 CREIGHTON ROAD WALL S.D. 57790-0211
Street Address (Required to be a South Dakota Address) City State ZIP+4

Mailing Address (Optional - Required to be a South Dakota Address) City State ZIP+4

5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

- PATRICIA PETERS 712 GLENDA ST. WALL S.D. 57790-0393
President Street Address City State ZIP+4
- DOUG PETERS 712 GLENDA ST. WALL S.D. 57790-0393
Vice President Street Address City State ZIP+4
- TERRY PETERS 712 GLENDA ST. WALL S.D. 57790-0393
Secretary Street Address City State ZIP+4
- JACQUE HANSEN 712 GLENDA ST. WALL S.D. 57790-0393
Treasurer Street Address City State ZIP+4
- _____
Director Street Address City State ZIP+4
- _____
Director Street Address City State ZIP+4

No person may execute this report knowing it is false in any material respect. Any violation is subject to a civil penalty.

Dated 12/06/2010

TERRY PETERS
(Signature of an Authorized Person)
TERRY PETERS
(Printed Name)

314 1157 12-20-2010

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH

Please Type or Print Clearly in Ink

FILING FEE: \$10 Make check payable to SECRETARY OF STATE

The undersigned entity submits the following statement for purpose of changing its registered office and/or its registered agent in the State of South Dakota.

1. The name of the entity _____

2. The name of the registered agent on file _____

The name of the successor registered agent _____

3. If listing a Commercial Registered Agent, please state their identification number _____

4. The address of the agent currently on file for this entity

Street Address (Required) _____ City _____ State _____ ZIP+4 _____

Mailing Address (Optional) _____ City _____ State _____ ZIP+4 _____

5. If the address has changed, its new address

Street Address (Required to be a South Dakota Address) _____ City _____ State _____ ZIP+4 _____

Mailing Address (Optional – Required to be a South Dakota Address) _____ City _____ State _____ ZIP+4 _____

6. The address of its registered office and the address of the business office of its registered agent, as changed, must be identical.

No person may execute this report knowing it is false in any material respect. Any violation is subject to a civil penalty.

Dated _____

(Signature of an Authorized Person)

(Printed Name)

2011

Enter Filing Year

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

STATEMENT OF CHANGE OF
REGISTERED OFFICE OR REGISTERED
DOMESTIC

FILING FEE: \$10.00 Please Type or Print Clearly In Ink
Make check payable to SECRETARY OF STATE

FILE DATE 12/20/2011

RECEIPT NO 12138

1. Corporate ID and Name:

DB033723
BEST-WALL, INC.
23188 CREIGHTON ROAD
WALL, SD57790

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the agent currently on file for this entity.

Agent Name: TERRY PETERS

23188 CREIGHTON ROAD WALL SD 57790

Street Address or Rural Route Box Number in This State and City State ZIP+4

Mailing Address in This State, if Different from Street Address City State ZIP+4

4. If the address has changed, its new address.

New Agent Name: TERRY PETERS

23188 CREIGHTON ROAD WALL SD 57790

Street Address or Rural Route Box Number in This State and City State ZIP+4

PO BOX 211 WALL SD 57790-0211

Mailing Address in This State, if Different from Street Address City State ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Dated 12/20/2011

Signature Accepted Electronically
(Signature of an Authorized Person)

TERRY PETERS
(Printed Name)

2011

Enter Filing Year

ANNUAL REPORT

FILE DATE 12/20/2011

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

DOMESTIC

FILING FEE: \$50.00 Please Type or Print Clearly In Ink
Make check payable to SECRETARY OF STATE

RECEIPT NO 12138

1. Corporate ID and Name:

DB033723
BEST-WALL, INC.
23188 CREIGHTON ROAD
WALL, SD57790

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

23188 CREIGHTON ROAD	WALL	SD	57790
Street Address	City	State	ZIP+4
PO BOX 211	WALL	SD	57790-0211
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: TERRY PETERS

23188 CREIGHTON ROAD	WALL	SD	57790
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
PO BOX 211	WALL	SD	57790-0211
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4

5. The names and addresses of its principal officers and directors. Please place a checkmark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

<input checked="" type="checkbox"/>	PATRICIA PETERS	20 STONE DRIVE	WALL	SD	57790
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DOUG PETERS	HIGHWAY 16 385	HILL CITY	SD	57790-0300
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	TERRY PETERS	23188 CREIGHTON ROAD	WALL	SD	57790-0211
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JACKIE HEARHEASHAW	712 GLENN ST	WALL	SD	57790-0393
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Dated 12/20/2011

Signature Accepted Electronically
(Signature of an Authorized Person)

TERRY PETERS
(Printed Name)

2012

Enter Filing Year

ANNUAL REPORT

FILE 11/27/2012

RECEIPT NO 76507

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

DOMESTIC

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

1. Corporate ID and Name:

DB033723
BEST-WALL, INC.
23188 CREIGHTON ROAD
WALL, SD 57790

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

23188 CREIGHTON ROAD WALL SD 57790

Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: TERRY PETERS

23188 CREIGHTON ROAD WALL SD 57790

Street Address or Rural Route Box Number in This State and City State ZIP+4

PO BOX 211 WALL SD 57790-0211

Mailing Address in This State, if Different from Street Address City State ZIP+4

5. The names and addresses of its principal officers and directors. Please place a checkmark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

<input checked="" type="checkbox"/>	PATRICIA PETERS	20 STONE DRIVE	WALL	SD	57790
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DOUG PETERS	HIGHWAY 16 385	HILL CITY	SD	57790-0300
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	TERRY PETERS	23188 CREIGHTON ROAD	WALL	SD	57790-0211
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JACKIE HEARHEASHAW	712 GLENN ST	WALL	SD	57790-0393
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty. By signing this form you agree to have both the fee and the form processed electronically.

Date 11/27/2012

Signature Accepted Electronically

(Signature of an Authorized Person)

TERRY L PETERS

(Printed Name)

2013

Enter Filing Year

ANNUAL REPORT

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

DOMESTIC

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE 12/3/2013

RECEIPT NO 156647

1. Corporate ID and Name:

DB033723
BEST-WALL, INC.
23188 CREIGHTON ROAD
WALL, SD 57790

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

23188 CREIGHTON ROAD	WALL	SD	57790
Street Address	City	State	ZIP+4

Mailing Address	City	State	ZIP+4
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4. The name of the South Dakota Registered Agent

Agent Name: TERRY PETERS

23188 CREIGHTON ROAD	WALL	SD	57790
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
PO BOX 211	WALL	SD	57790-0211

Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
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5. The names and addresses of its principal officers and directors. Please place a checkmark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

<input checked="" type="checkbox"/>	PATRICIA PETERS	20 STONE DRIVE	WALL	SD	57790
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DOUG PETERS	HIGHWAY 16 385	HILL CITY	SD	57790-0300
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	TERRY PETERS	23188 CREIGHTON ROAD	WALL	SD	57790-0211
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JACKIE HEARHEASHAW	712 GLENN ST	WALL	SD	57790-0393
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty. By signing this form you agree to have both the fee and the form processed electronically.

Date 12/03/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

TERRY L PETERS

(Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

DOMESTIC

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 10/29/2014

RECEIPT NO 242551

1. Corporate ID and Name:

DB033723
BEST-WALL, INC.
23188 CREIGHTON ROAD
WALL, SD 57790

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

23188 CREIGHTON ROAD	WALL	SD	57790
Street Address	City	State	ZIP+4

Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: TERRY PETERS

23188 CREIGHTON ROAD	WALL	SD	57790
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
PO BOX 211	WALL	SD	57790-0211
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4

5. The names and addresses of its principal officers and directors. Please place a checkmark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

<input checked="" type="checkbox"/>	PATRICIA PETERS	20 STONE DRIVE	WALL	SD	57790
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DOUG PETERS	HIGHWAY 16 385	HILL CITY	SD	57790-0300
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	TERRY PETERS	23188 CREIGHTON ROAD	WALL	SD	57790-0211
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JACKIE HEARHEASHAW	712 GLENN ST	WALL	SD	57790-0393
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty. By signing this form you agree to have both the fee and the form processed electronically.

Dated 10/29/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

TERRY L PETERS

(Printed Name)

2015

ANNUAL REPORT

FILE DATE 11/20/2015

Enter Filing Year

DOMESTIC

RECEIPT NO 353093

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

SDCL 47-27-18, 59-11-24

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

1. Corporate ID and Name:

DB033723

BEST-WALL, INC.

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

23188 CREIGHTON ROAD	WALL	SD	57790
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Actual Street Address or Rural Route Box Number	City	State	ZIP+4
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Mailing Address, if Different from Street Address	City	State	ZIP+4
---	------	-------	-------

4. The name of the South Dakota Registered Agent

Agent Name: TERRY PETERS

23188 CREIGHTON ROAD	WALL	SD	57790
----------------------	------	----	-------

Actual Street Address or Rural Route Box Number in This State	City	State	ZIP+4
---	------	-------	-------

PO BOX 211	WALL	SD	57790-0211
------------	------	----	------------

Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
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5. The names and business addresses of its principal officers and directors (governors). If, pursuant to SDCL 47-1A-732(1), the board of directors has been eliminated, list the names of the shareholders.

<input checked="" type="checkbox"/> PATRICIA PETERS	20 STONE DRIVE	WALL	SD	57790
President	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/> DOUG PETERS	HIGHWAY 16 385	HILL CITY	SD	57790-0300
Vice President	Actual Street Address	City	State	ZIP+4

<input type="checkbox"/> TERRY PETERS	23188 CREIGHTON ROAD	WALL	SD	57790-0211
Secretary	Actual Street Address	City	State	ZIP+4

<input type="checkbox"/> JACKIE HEARHEASHAW	712 GLENN ST	WALL	SD	57790-0393
Treasurer	Actual Street Address	City	State	ZIP+4

Director

Actual Street Address

City

State

ZIP+4

Director

Actual Street Address

City

State

ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.

Dated

Signature Accepted Electronically

(Signature of an Authorized Person)

TERRY LYNN PETERS

(Printed Name)

2016

Enter Filing Year
 Secretary of State Office
 500 E Capitol Ave
 Pierre, SD 57501
 (605)773-4845

ANNUAL REPORT
 DOMESTIC CORPORATION

SDCL 59-11-24, 24.1

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 10/18/2016

RECEIPT NO 465479

1. Corporate ID and Name:

DB033723

Enter Corporate ID

BEST-WALL, INC.

Enter Corporate Name

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

23188 CREIGHTON ROAD WALL SD 57790

Actual Street Address or Rural Route Box Number City State ZIP+4

Mailing Address, if Different from Street Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: TERRY PETERS

23188 CREIGHTON ROAD WALL SD 57790

Actual Street Address or Rural Route Box Number in This State City State ZIP+4

PO BOX 211 WALL SD 57790-0211

Mailing Address in This State, if Different from Street Address City State ZIP+4

5. The names and business addresses of its principal officers and directors (governors). If, pursuant to SDCL 47-1A-732(1), the board of directors has been eliminated, list the names of the shareholders.

<input checked="" type="checkbox"/>	PATRICIA PETERS	20 STONE DRIVE	WALL	SD	57790
	President	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	DOUG PETERS	HIGHWAY 16 385	HILL CITY	SD	57790-0300
	Vice President	Actual Street Address	City	State	ZIP+4

<input type="checkbox"/>	TERRY PETERS	23188 CREIGHTON ROAD	WALL	SD	57790-0211
	Secretary	Actual Street Address	City	State	ZIP+4

<input type="checkbox"/>	JACKIE HEARHEASHAW	712 GLENN ST	WALL	SD	57790-0393
	Treasurer	Actual Street Address	City	State	ZIP+4

<input type="checkbox"/>					
	Director	Actual Street Address	City	State	ZIP+4



Director

Actual Street Address

City

State

ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty (SDCL 47-1A-129).

Dated

Signature Accepted Electronically

(Signature of an Authorized Person)

TERRY L PETERS

(Printed Name)

*By signing this form you agree to have both the fee and the form processed electronically.
A fee of up to \$40 will be assessed for returned payments.

10/18/2016 2:36:26 PM