

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

FILE DATE 3-31-94
RECEIPT NO. 387378
RECEIVED

MAR 31 1994

Secretary of State

1. Corporate Name, Registered Agent and Registered Address:

DF-020451
S E M FARMS, INC.
BECK, STEVEN L.
RR, BOX 13
WORTHING, SD 57077

MAR/93

Telephone # _____

FAX # _____

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 _____

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 March 23, 1994

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

STATE OF South Dakota
COUNTY OF Minnehaha ss

I, Steven L. Beck, a notary public, do hereby certify that on this 28th day of March 1994 personally appeared before me STEVEN L. BECK who, being by me first duly sworn, declared that he/she is the President of S E M FARMS, INC.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.
My Commission Expires 8-9-2001
[Signature]
Notary Public

(Notaral Seal)

SOS CRP 410 10/92

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 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)

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

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK

NO FILING FEE

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

FILE DATE 3-31-94
FILE NO. _____
RECEIVED
MAR 31 1994
Secretary of State

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report

- The name of the corporation is S4 M Farms Inc
The state of incorporation is South Dakota
- The name of the registered agent in South Dakota and the registered office address is _____
1000 L Bank Building 12 12000 SD Zip +4 57027
- If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____
- List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

- List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR
_____	_____	_____

- The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 144293
(Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY FARM CORPORATIONS

- List changes only of names, address and number of shares owned by shareholders

NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED
_____	_____	_____	_____

- The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is _____% (Applies only to AUTHORIZED FARM CORPORATION)

Dated 3-31-94 By [Signature]
(Signature)
His Pres
(Title)

STATE OF South Dakota
COUNTY OF _____ ss
I, _____ a notary public, do hereby certify that on this 31st day of March 1994,
personally appeared before me [Signature] who, being by me first July sworn, declared that he/she
is the President of S4 M Farms Inc that he/she signed the foregoing document
as officer of the corporation, and the statements therein contained are true
My Commission Expires 8-31-97
[Signature]
Notary Public

(Notarial Seal)

FILE FEE \$10.00

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 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)

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

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
NO FILING FEE

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

FILE DATE 3-13-95
FILE NO. _____

RECEIVED
MAR 13 1995
S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

- The name of the corporation is Sam Farms, Inc
The state of incorporation is South Dakota
- The name of the registered agent in South Dakota and the registered office address is
Steven L. Brock P.O. Box 13, Lightning SD Zip +4 57777
- If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____

4. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

5. List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR
------	----------	------------------------

6. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 1,415.93
(Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY FARM CORPORATIONS

7. List changes only of names, address and number of shares owned by shareholders

NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED
------	---------	------------------	-------------------

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 0 % (Applies only to AUTHORIZED FARM CORPORATION)

Dated March 9, 1995

By [Signature]
(Signature)

Its Pres
(Title)

STATE OF South Dakota
COUNTY OF Minnehaha ss

I, Paul Haight a notary public, do hereby certify that on this 9th day of March 1995, personally appeared before me Steven L. Brock who, being by me first duly sworn, declared that he/she is the President of Sam Farms, Inc that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true
My Commission Expires 4-1-2001

[Signature]
Notary Public

(Notarial Seal)

SOS CRP 410 10/92

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 3-4-96
 RECEIPT NO. 527766
 RECEIVED
 MAR 04 1996
 S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DI 020451
 S & M FARMS, INC.
 BECK, STEVEN L.
 RR, BOX 13
 WORTHING,, SD 57077

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.

Date: February 22 1996

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

STATE OF South Dakota
 COUNTY OF Minnehaha ss

I, Paula Haigner, a notary public, do hereby certify that on this 22 day of February, 1996, personally appeared before me Steven L. Beck who, being by me first duly sworn, declared that he/she is the President of S & M Farms, Inc.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 8-9-2001

[Signature]
 Notary Public

(Notarial Seal)

SOS CRP 410 10/95

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)

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)

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

80841610252

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
NO FILING FEE

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

FILE DATE 3-4-96
FILE NO. _____
RECEIVED
FEB 13 1996
MAR 6 1996

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

- The name of the corporation is S & M Farms, Inc.
The state of incorporation is South Dakota
- The name of the registered agent in South Dakota and the registered office address is _____
Steven L. Beck, P.O. Box 13, Worthing, SD Zip + 4 57077
- If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____
- List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

5. List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR
------	----------	------------------------

6. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 144593. (Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY FARM CORPORATIONS

7. List changes only of names, address and number of shares owned by shareholders

NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED
------	---------	------------------	-------------------

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 0%. (Applies only to AUTHORIZED FARM CORPORATION)

Dated February 22 19 96

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

STATE OF South Dakota
COUNTY OF Minnehaha ss

I, Paula Haight, a notary public, do hereby certify that on this 22nd day of February 19 96, personally appeared before me Steven L. Beck who, being by me first duly sworn, declared that he/she is the President of S & M Farms, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 8-9-2001

[Signature]
Notary Public

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

FILE DATE 5-12-97
RECEIPT NO. 626425

RECEIVED
MAY 12 1997

1. Corporate Name, Registered Agent and Registered Address:

DE-020451
S & M FARMS, INC.
BECK, STEVEN L.
RR, BOX 13
WORTHING,, SD 57077

MAR/96

Telephone # _____

FAX # _____

Federal Taxpayer ()

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

S.D. SEC. OF STATE

***** 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 April 1, 1997

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

STATE OF South Dakota
COUNTY OF Minnehaha SS

I, Steve Beck a notary public, do hereby certify that on this 1st day of April 1997 personally appeared before me Steve L. Beck who, being by me first duly sworn, declared that he/she is the President of S & M Farms, Inc.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true
My Commission Expires 8-9-2001
[Signature]
Notary Public

(Notarial Seal)

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)

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)

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

9706187.4598
6/17/97

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK

NO FILING FEE

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

FILE DATE 5-12-97
FILE NO. _____

RECEIVED
MAY 12 1997
S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

- The name of the corporation is Sd M Farms Inc
The state of incorporation is South Dakota
- The name of the registered agent in South Dakota and the registered office address is
Steven L Beck RR Box 13 Manderson SD Zip +4 57077
- If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____
- List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.
0.5 E 1/2 NE 1/4 of S-106N-50 West Lot One in Hillier Acreage District
County, South Dakota

- List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR

- The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 1445.93
(Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY FARM CORPORATIONS

- List changes only of names, address and number of shares owned by shareholders

NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED

- The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 0%. (Applies only to AUTHORIZED FARM CORPORATION)

Dated April 1, 1997

[Signature]
(Signature)
Its [Title]
(Title)

STATE OF South Dakota
COUNTY OF Manderson ss

I, Paula Knight a notary public, do hereby certify that on this 1st day of April 1997 personally appeared before me Steven L Beck who, being by me first duly sworn, declared that he/she is the President of Sd M Farms Inc that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.
My Commission Expires 5-31-2001

[Signature]
Notary Public

(Notarial Seal)

SOS CRP 410 10/92

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 3-9-98
RECEIPT NO. 401691
RECEIVED

MAR 9 1998

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address.

DF-020451 MAR/97
S & M FARMS, INC.
BECK, STEVEN L.
RR, BOX 13
WORTHING., SD 57077

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 farming

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP - 4
<u>Steven L. Beck</u>	<u>President</u>	<u>28207 474th Avenue</u>	<u>Canton</u>	<u>SD</u>	<u>57013</u>
<u>Mary Ann Beck</u>	<u>Vice President</u>	<u>28207 474th Avenue</u>	<u>Canton</u>	<u>SD</u>	<u>57103</u>
<u>Mary Ann Beck</u>	<u>Secretary</u>	<u>28207 474th Avenue</u>	<u>Canton</u>	<u>SD</u>	<u>57013</u>
<u>Steven L. Beck</u>	<u>Treasurer</u>	<u>28207 474th Avenue</u>	<u>Canton</u>	<u>SD</u>	<u>57013</u>

SD law requires at least one director.

Do the above listed officers serve also as directors? YES X 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
10,000 COMMON \$100.00

5 NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES
1,445.93 COMMON

6 The amount of its stated capital is \$ 144,593.00 (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 March 3 19 98

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

STATE OF South Dakota
COUNTY OF Minnehaha ss

I, Paula Raight, a notary public, do hereby certify that on this 3rd day of March 19 98, personally appeared before me Steven L. Beck who, being by me first duly sworn, declared that he/she is the President of S&M Farms, Inc

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.
My Commission Expires 3/9/2001
[Signature]
Notary Public

(Notary Seal)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-6070
605-773-4845

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

File Date: _____
Receipt No.: _____

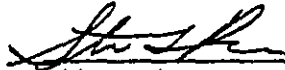
FILING FEE: \$10 In addition to annual report fee

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 S&M Farms, Inc.
2. The previous street address, or a statement that there is no street address, of its registered office RR, Box 13, Worthing, SD 57077 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. 28207 474th Avenue, Canton, SD 57013 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 March 3 19 98



(signature)
President
(title)

STATE OF South Dakota
COUNTY OF Minnehaha ss

I, Paula Haight, a notary public, do hereby certify that on this 3rd day of March 19 98, personally appeared before me Steven L. Bock who, being by me first duly sworn, declared that he/she is the President of S&M Farms, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 8/9/2001


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)

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

0585191 1998
5/19/98
ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
NO FILING FEE

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

FILE DATE 3-9-98
FILE NO. _____
RECEIVED
MAR 9 1998
S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

1. The name of the corporation is S&M Farms, Inc.

The state of incorporation is South Dakota

2. The name of the registered agent in South Dakota and the registered office address is _____

Steven L. Beck, 28207 474th Avenue, Canton, SD Zip - 4 57013

3. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____

4. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

5. List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR
------	----------	------------------------

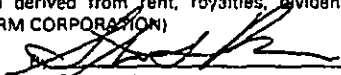
6. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 1445.93.
(Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY FARM CORPORATIONS

7. List changes only of names, address and number of shares owned by shareholders

NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED
------	---------	------------------	-------------------

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 0%. (Applies only to AUTHORIZED FARM CORPORATION)

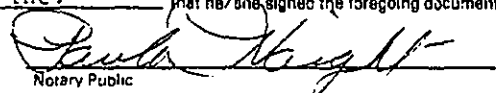
Dated March 3 19 98


(Signature)
Its President
(Title)

STATE OF South Dakota
COUNTY OF Minnehaha ss

I, Paula Haight, a notary public, do hereby certify that on this 3rd day of March 19 98, personally appeared before me Steven L. Beck who, being by me first duly sworn, declared that he/she is the President of S&M Farms, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 6/9/2001


Notary Public

*K/9904196-2751

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

FILE DATE 3-15-99
RECEIPT NO. 782138
RECEIVED
MAR 15 1999
S.D. SECRETARY OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DF-020451 MAR/98
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE
CANTON, SD 57613-5713

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 March 11, 1999

Steven L. Beck
(Signature)
Its President
(Title)

STATE OF SOUTH DAKOTA ss
COUNTY OF MINNEHAWA
I, Paula Haigh, a notary public, do hereby certify that on this 11th day of March 1999 personally appeared before me Steven L. Beck who, being by me first duly sworn, declared that he/she is the President of S&M Farms, 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 5/9/2001
Paula Haigh
Notary Public

(Notarial Seal)

SOS CRP 6/98

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. _____

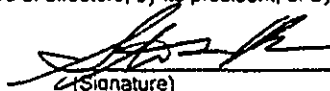
FILING FEE: \$10 In addition to annual report fee


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)

100-430000K*

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

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
NO FILING FEE

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

FILE DATE _____
FILE NO. _____

RECEIVED

MAR 15 1999

S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

1 The name of the corporation is S&M Farms, Inc.
The state of incorporation is South Dakota

2 The name of the registered agent in South Dakota and the registered office address is _____
Steven L. Beck, 28207 474th Avenue Canton, SD Zip + 4 57013

3 If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____

4 List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.
add: Lots 1 through 16 in Jordan Hill Estates located in the NE $\frac{1}{4}$ and
the NW $\frac{1}{4}$ of Section 19, Township 99 North, Range 77, West of the 5th
P.M., Tripp County, South Dakota

5 List only the changes of the names or addresses of the officers and directors	NAME	REPLACED	AS OFFICER OR DIRECTOR

6 The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 1,445.93
(Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY FARM CORPORATIONS

7 List changes only of names, address and number of shares owned by shareholders	NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 0%. (Applies only to AUTHORIZED FARM CORPORATION)

Dated March 11, 19 99

[Signature]
(Signature)
Its Pres
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF MINNEHAHA ss

I, Paula Wright, a notary public, do hereby certify that on this 11th day of March 19 99, personally appeared before me Steven L. Beck who, being by me first duly sworn, declared that he/she is the President of S&M Farms, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true
My Commission Expires _____

[Signature]
Notary Public

(Notarial Seal)

2000

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 2-25-00
RECEIPT NO. 865710

RECEIVED
FEB 25 2000

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DF-020451 MAR/1999
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE
CANTON SD 57013-5713

Telephone # _____
FAX # _____
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.

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 February 23, 2000

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

STATE OF South Dakota ss
COUNTY OF Minnehaha

On this the 23rd day of February 2000, before me, Paula Haight
personally appeared Steven L. Beck, known to me, or proved to me,
to be the President 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 8/9/2001

Paula Haight
Notary Public

(Notarial Seal)

SOS CRP 11/99

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4846

**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 _____

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, _____, known to me, or proved to me, personally appeared _____, 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) _____

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

0003202 0065
3/21/00
ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK

NO FILING FEE

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

FILE DATE _____
FILE NO. _____

RECEIVED

FEB 25 2000

S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

1. The name of the corporation is S+M Farms, Inc.
The state of incorporation is South Dakota
2. The name of the registered agent in South Dakota and the registered office address is
STEVEN L. BECK 28207 474th Avenue Canton SD Zip + 4 57013-5713

4. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

5. List only the changes of the names or addresses of the officers and directors.

NAME

REPLACED

AS OFFICER OR DIRECTOR

6. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 1475.93
(Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY FARM CORPORATIONS

7. List changes only of names, address and number of shares owned by shareholders

NAME

ADDRESS

NUMBER OF SHARES

DEGREE OF KINDRED

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 0%. (Applies only to AUTHORIZED FARM CORPORATION)

Dated February 23 19 2000

By [Signature]
(Signature)

Its Pres
(Title)

STATE OF South Dakota
COUNTY OF Minnehaha ss

I, Paula Haight, a notary public, do hereby certify that on this 23rd day of February 19 2000 personally appeared before me Steven L. Beck who, being by me first duly sworn, declared that he/she is the President of S+M Farms, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true

My Commission Expires 8/9/2001

[Signature]
Notary Public

(Notarial Seal)

SOS CRP 410 10/92

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 5-29-01
RECEIPT NO. 986759

RECEIVED
MAY 29 '01

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DF-020451 MAR/2000
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE

CANTON SD 57013-5713

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 APRIL 17, 2001

By [Signature]
(Signature)

Its Pres
(Title)

STATE OF SOUTH DAKOTA ss
COUNTY OF MINNEHAWKA

On this the 17TH day of APRIL, 2001, before me, KEVIN DORNBERGER
personally appeared STEVEN L. BECK, known to me, or proved to me,
to be the PRESIDENT 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 11-24-04

[Signature]
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 _____ (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)

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

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLOCK LETTERS
NO FILING FEE

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

FILE DATE _____
FILE NO. _____
RECEIVED
MAY 29 '01
S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

- The name of the corporation is S & M FARMS, INC.
The state of incorporation is SOUTH DAKOTA
- The name of the registered agent in South Dakota and the registered office address is STEVEN L. BECK
28207 474TH AVE., CAWTON, SD Zip + 4 57103-5713
- If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____
- List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.
ADD - W 1/2 OF 24-97-50, LINCOLN CO., SD (222.8 ACRES)
DELETE - NW 1/4 OF 20-102-51, LINCOLN CO., SD (109 ACRES)

- List only the changes of the names or addresses of the officers and directors.
NAME REPLACED AS OFFICER OR DIRECTOR

- The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 149523
(Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY FARM CORPORATIONS

- List changes only of names, address and number of shares owned by shareholders
NAME ADDRESS NUMBER OF SHARES DEGREE OF KINDRED

- The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 0%. (Applies only to AUTHORIZED FARM CORPORATION)

Dated APRIL 17, 2001 By [Signature]
(Signature)

STATE OF SOUTH DAKOTA SS its Pres
COUNTY OF MINNEHAWA (Title)

On this the 17th day of APRIL 20 01, before me, KEVIN DORNBERGER
personally appeared STEVEN L. BECK, known to me, or proved to me,
to be the PRESIDENT 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 11-24-04 [Signature]
Notary Public

2002 ANNUAL REPORT

2002

ANNUAL REPORT

DOMESTIC PLEASE TYPE OR USE BLACK INK

0205214.2139 5/10/02

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

FILE DATE 5/2/02 RECEIPT NO. 1060219 RECEIVED

MAY 2 '02

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

Barcode: DF-020451 MAR/2001 S & M FARMS, INC. BECK, STEVEN L. 28207 474TH AVENUE CANTON SD 57013-5713

Telephone # FAX # Federal Taxpayer 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.

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:

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 APRIL 30, 2002 By [Signature] Its PRESIDENT (Title)

STATE OF SOUTH DAKOTA COUNTY OF MINNEHaha ss

On this the 30th day of APRIL 20 02 before me, KEVIN DORNBERGER personally appeared STEVEN L. BECK, known to me, or proved to me, to be the PRESIDENT 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 11-24-04 [Signature] 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

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)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
Fax (605)773-4550

ANNUAL FARM REPORT
PLEASE TYPE OR USE BLOCK LETTERS
NO FILING FEE

FILE DATE _____
RECEIPT NO. _____

RECEIVED

MAY 2 '02

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

S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

1. The name of the corporation is S & M FARMS, INC.
The state of incorporation is SOUTH DAKOTA

2. The name of the registered agent in South Dakota and the registered office address is STEVEN L. BECK
28207 474TH AVE., CANTON, S.D. 57013-5713

3. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____

4. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

5. List only the changes of the names or addresses of the officers and directors.
NAME REPLACED AS OFFICER OR DIRECTOR

6. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 100% (Degree of kindred is defined as number of generations with each generation being a degree.) #6 applies only to FAMILY FARM CORPORATIONS

7. List changes only of names, address and number of shares owned by shareholders
NAME ADDRESS NUMBER OF SHARES DEGREE OF KINDRED

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is _____ %
(Applies only to AUTHORIZED FARM CORPORATION)

Dated APRIL 30, 2002

STATE OF SOUTH DAKOTA

COUNTY OF MINNEHaha

On this the 30 day of APRIL, 2002 before me, personally appeared STEVEN L. BECK to be the PRESIDENT

[Signature]
(Signature)
PRESIDENT

(Title)
KEVIN DORNBERGER

known to me, or proved to me, instrument and acknowledged to me that such corporation executed the same.

My Commission Expires 11-24-04

[Signature]
(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) _____

223 1930 10/21/2003

2003

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

RECEIVED RECEIVED DATE 9-2-03
RECEIPT NO. 1249101
AUG 18 '03
RECEIVED
S.D. SEC. OF STATE SEC. of STATE MAY 5 '03

1. Corporate Name, Registered Agent and Registered Address:



DF-020451
DF-020451 MAR/2002
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE
CANTON SD 57013-5713

Telephone # _____
FAX # _____
Federal Tax# _____
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 APRIL 22, 2003

By Steven L. Beck
(Signature)

Its PRESIDENT
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF MINNEHAHA SS

On this the 22nd day of APRIL, 20 03, before me, KEVIN DORNBERGER personally appeared STEVEN L. BECK, known to me, or proved to me, to be the PRESIDENT 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 11/24/04

[Signature]
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

**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) _____

223 1931 10/21/2003

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
Fax (605)773-4550

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
Filed pursuant to the provisions of SDCL 47-9A

NO FILING FEE

RECEIVED
FILE DATE 9-2-03
AUG 18 '03
S.D. SEC. of STATE
MAY 5 '03

1. Corporate name and address:



DF-020451
DF-020451 MAR/2002
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE
CANTON SD 57013-5713

FILING DATE: Due during the month the domestic Certificate of Incorporation or the foreign Certificate of Authority was issued, and delinquent the last day of the following month.

2. The state of incorporation is S & M FARMS, INC.

3. The name of the registered agent in South Dakota and the registered office address is STEVEN L. BECK
28207 474TH AVE, CANTON, SD 57013-5713

4. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____

5. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

6. List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR
------	----------	------------------------

7. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 2200. (Degree of kindred is defined as number of generations with each generation being a degree.) #7 applies only to FAMILY FARM CORPORATIONS

8. List changes only of names, address and number of shares owned by shareholders

NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED
------	---------	------------------	-------------------

9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 0 %.
(Applies only to AUTHORIZED FARM CORPORATION)

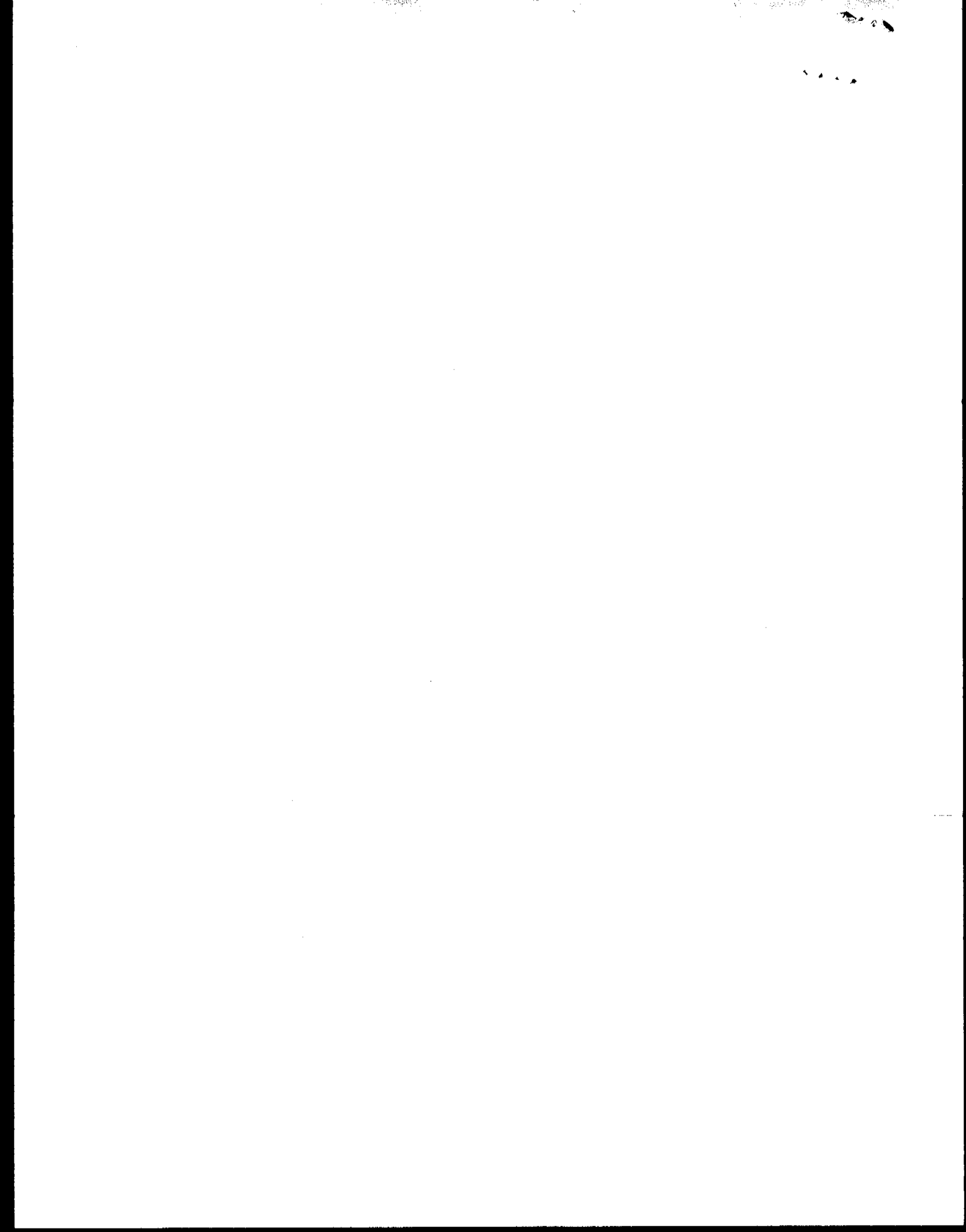
Dated APRIL 22, 2003
STATE OF SOUTH DAKOTA
COUNTY OF MINNEHANTA

Steven L Beck
(Signature)
PRESIDENT
(Title)

On this the 22ND day of APRIL, 20 03, before me, KEVIN DORNBERGER
personally appeared STEVEN L. BECK, known to me, or proved to me,
to be the PRESIDENT 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 11-21-04
(Notarial Seal)

[Signature]
(Notary Public)



**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)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
Fax (605)773-4550

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
Filed pursuant to the provisions of SDCL 47-9A

FILE DATE 05/05/04
1320478
RECEIVED
MAY 5 04

NO FILING FEE

227 5008

1. Corporate name and address:



* D F 0 2 0 4 5 1 *
DF020451 MAR/2003
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE
CANTON SD 57013-5713

FILING DATE: Due during the month of the domestic Certificate of Incorporation or the foreign Certificate of Authority was issued, and delinquent the last day of the following month.

2. The state of incorporation is SOUTH DAKOTA

3. The name of the registered agent in South Dakota and the registered office address is STEVEN L. BECK
28207 474TH AVE., CANTON, SD 57013-5713

4. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is NA

5. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.
NONE

6. List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR
<u>NONE</u>		

7. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 1445.93. (Degree of kindred is defined as number of generations with each generation being a degree.) #7 applies only to FAMILY FARM CORPORATIONS

8. List changes only of names, address and number of shares owned by shareholders

NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED
<u>NONE</u>			

9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 20 %.
(Applies only to AUTHORIZED FARM CORPORATION)

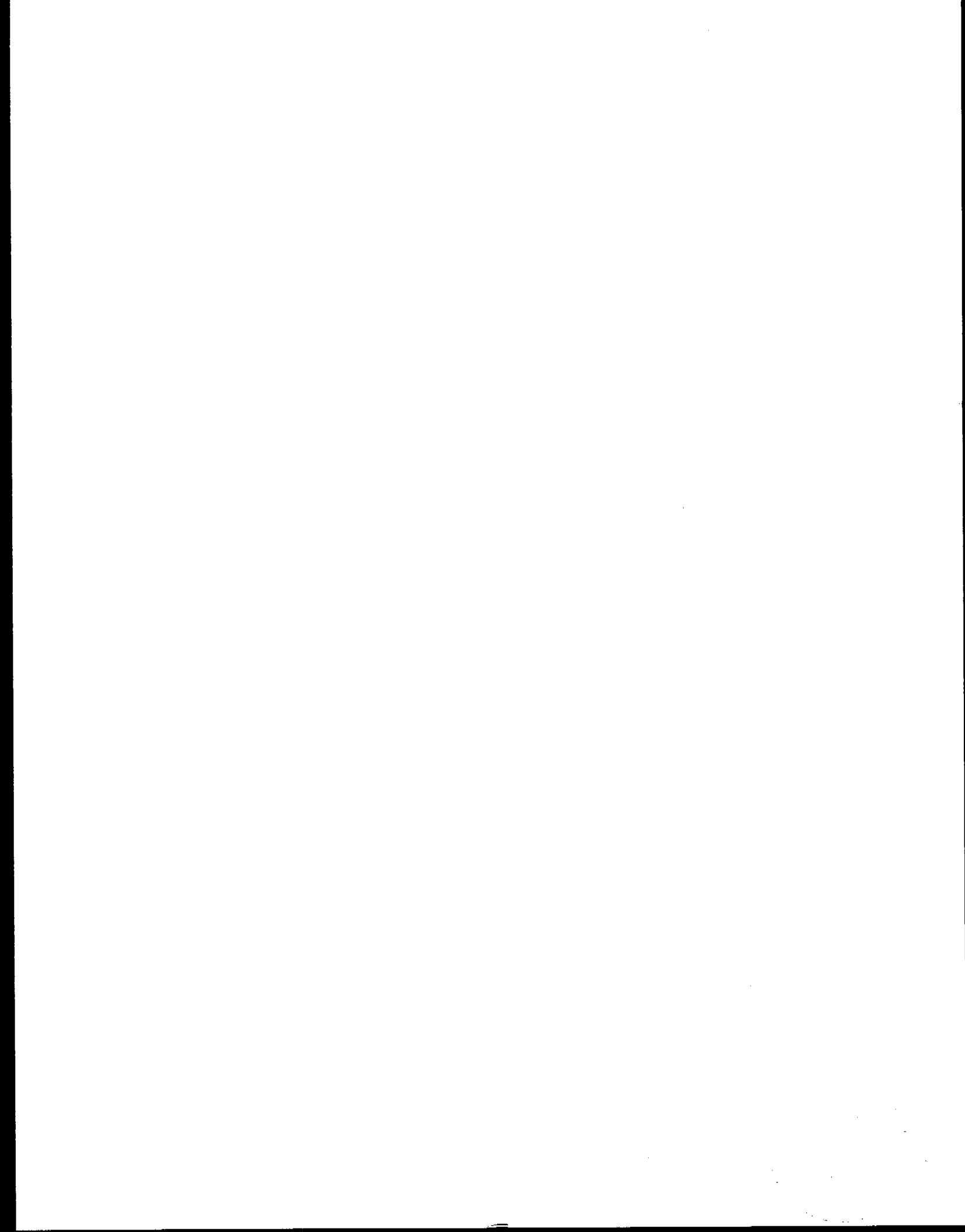
Dated 5/11/04
STATE OF SOUTH DAKOTA
COUNTY OF MINNEHAHA

Steven L. Beck
(Signature)
PRESIDENT
(Title)

On this the 1ST day of MAY, 2004, before me, KEVIN DORNBERGER
personally appeared STEVEN L. BECK, known to me, or proved to me,
to be the PRESIDENT of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.

KEVIN DORNBERGER
My Commission Expires 11-24-04
(Notarial Seal)

[Signature]
(Notary Public) - SOUTH DAKOTA



**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) _____

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
Fax (605)773-4550

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
Filed pursuant to the provisions of SDCL 47-9A

NO FILING FEE

FILE DATE 09/15/05

RECEIVED

SEP 15 2005

S.D. SEC. OF STATE

1. Corporate name and address:



DF020451 MAR/2004
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE
CANTON SD 57013-5713

FILING DATE: Due during the month the domestic Certificate of Incorporation or the foreign Certificate of Authority was issued, and delinquent the last day of the following month.

2. The state of incorporation is SOUTH DAKOTA

3. The name of the registered agent in South Dakota and the registered office address is STEVEN L. BECK

28207 474TH AVENUE, CANTON, SD 57013-5713

4. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____

5. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

NONE

6. List only the changes of the names or addresses of the officers and directors.

NAME

REPLACED

AS OFFICER OR DIRECTOR

NONE

7. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 10090. (Degree of kindred is defined as number of generations with each generation being a degree.) #7 applies only to FAMILY FARM CORPORATIONS

8. List changes only of names, address and number of shares owned by shareholders

NAME

ADDRESS

NUMBER OF SHARES

DEGREE OF KINDRED

NONE

9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 0 %.
(Applies only to AUTHORIZED FARM CORPORATION)

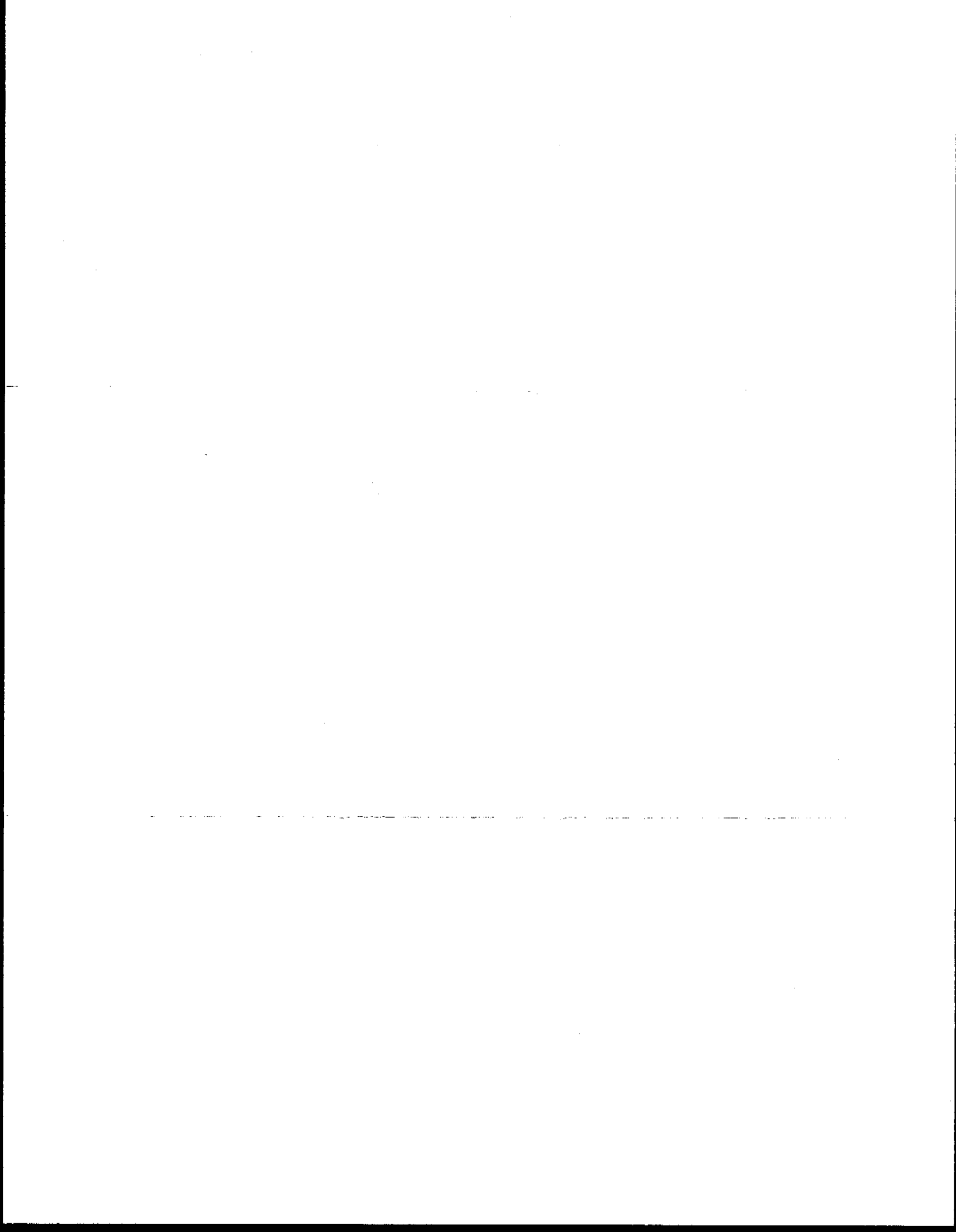
Dated [REDACTED]

[Signature]
(Signature)

PRESIDENT

(Title)

241 1322



2006

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

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

FILE DATE 7/31/06
RECEIVED 1580111
JUL 31 '06
S.D. SEC. OF STATE

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



DF020451 MAR/2005
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE
CANTON SD 57013-5713

Telephone #
FAX #

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 28207 - 474th Avenue, Canton, SD 57013-5713

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

Table with columns: NAME, OFFICE, STREET ADDRESS, CITY, STATE, ZIP+4. Rows include Steven L. Beck as President, Vice President, Secretary, and Treasurer.

SD law requires at least one director.

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

Director
Director

4. Provide a brief description of the nature of the business Farming

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

Table with columns: NUMBER OF AUTHORIZED SHARES, CLASS, SERIES. Row: 10,000, Common, ---

6. NUMBER OF ISSUED SHARES CLASS SERIES

Table with columns: NUMBER OF ISSUED SHARES, CLASS, SERIES. Row: 10,000, Common, ---

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

Dated July 28, 2006

Handwritten signature of Steven L. Beck

Steven L. Beck

Printed Name

President

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. _____

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)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
Fax (605)773-4550

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
Filed pursuant to the provisions of SDCL 47-9A

NO FILING FEE

FILE DATE _____

RECEIVED

JUL 31 '06

S.D. SEC. OF STATE

1. Corporate name and address:



* D F O 2 0 4 5 1 *
DF020451 MAR/2005
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE
CANTON SD 57013-5713

FILING DATE: Due during the month the domestic Certificate of Incorporation or the foreign Certificate of Authority was issued, and delinquent the last day of the following month.

2. The state of incorporation is South Dakota

3. The name of the registered agent in South Dakota and the registered office address is Steven L. Beck, 28207 - 474th Avenue, Canton, SD 57013-5713

4. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is n/a

5. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

NONE

6. List only the changes of the names or addresses of the officers and directors.

NAME

REPLACED

AS OFFICER OR DIRECTOR

NONE

7. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 100%. (Degree of kindred is defined as number of generations with each generation being a degree.) #7 applies only to FAMILY FARM CORPORATIONS

8. List changes only of names, address and number of shares owned by shareholders

NAME

ADDRESS

NUMBER OF SHARES

DEGREE OF KINDRED

NONE

9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 0 %.
(Applies only to AUTHORIZED FARM CORPORATION)

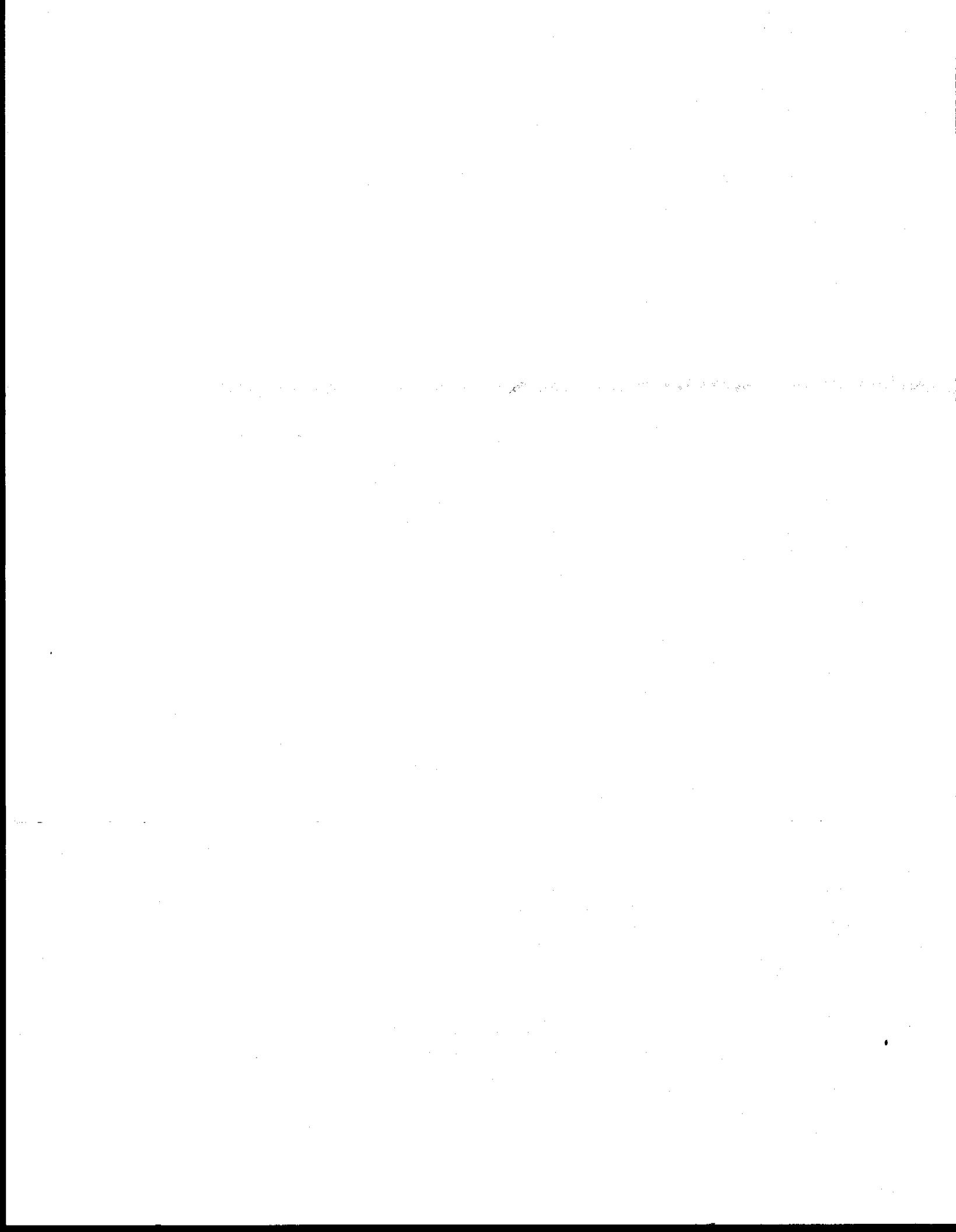
Dated July 28, 2006

(Signature)

President

(Title)

252 0196



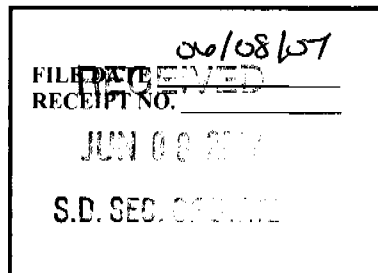


263 0694

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
Fax (605)773-4550

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
NO FILING FEE



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

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

- 1. The name of the corporation is S&M Farms, Inc.
- 2. The state of incorporation is South Dakota
- 3. The name of the registered agent in South Dakota and the registered office address is Steven L. Beck, 28207 - 474th Avenue,
Canton, SD 57013
- 4. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is n/a

5. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

NONE

6. List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR
<u>NONE</u>		

7. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 100%. (Degree of kindred is defined as number of generations with each generation being a degree.) #6 applies only to FAMILY FARM CORPORATIONS

8. List changes only of names, address and number of shares owned by shareholders

NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED
<u>NONE</u>			

9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 0 %.
(Applies only to AUTHORIZED FARM CORPORATION)

Dated June 5, 2007

Steve L Beck
(Signature) Steven L. Beck

President
(Title)



**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)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
Fax (605)773-4550

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
NO FILING FEE

FILE DATE 03/03/08
RECEIPT NO. 173182
RECEIVED
MAR 03 2008
S.D. SEC. OF STATE

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

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

1. The name of the corporation is S&M Farms, Inc.

2. The state of incorporation is South Dakota

3. The name of the registered agent in South Dakota and the registered office address is Steven L. Beck, 28207 - 474th Avenue,
Canton, SD 57013

4. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is n/a

5. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

NONE

6. List only the changes of the names or addresses of the officers and directors.

NAME

REPLACED

AS OFFICER OR DIRECTOR

NONE

7. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 100%. (Degree of kindred is defined as number of generations with each generation being a degree.) #6 applies only to FAMILY FARM CORPORATIONS

8. List changes only of names, address and number of shares owned by shareholders

NAME

ADDRESS

NUMBER OF SHARES

DEGREE OF KINDRED

NONE

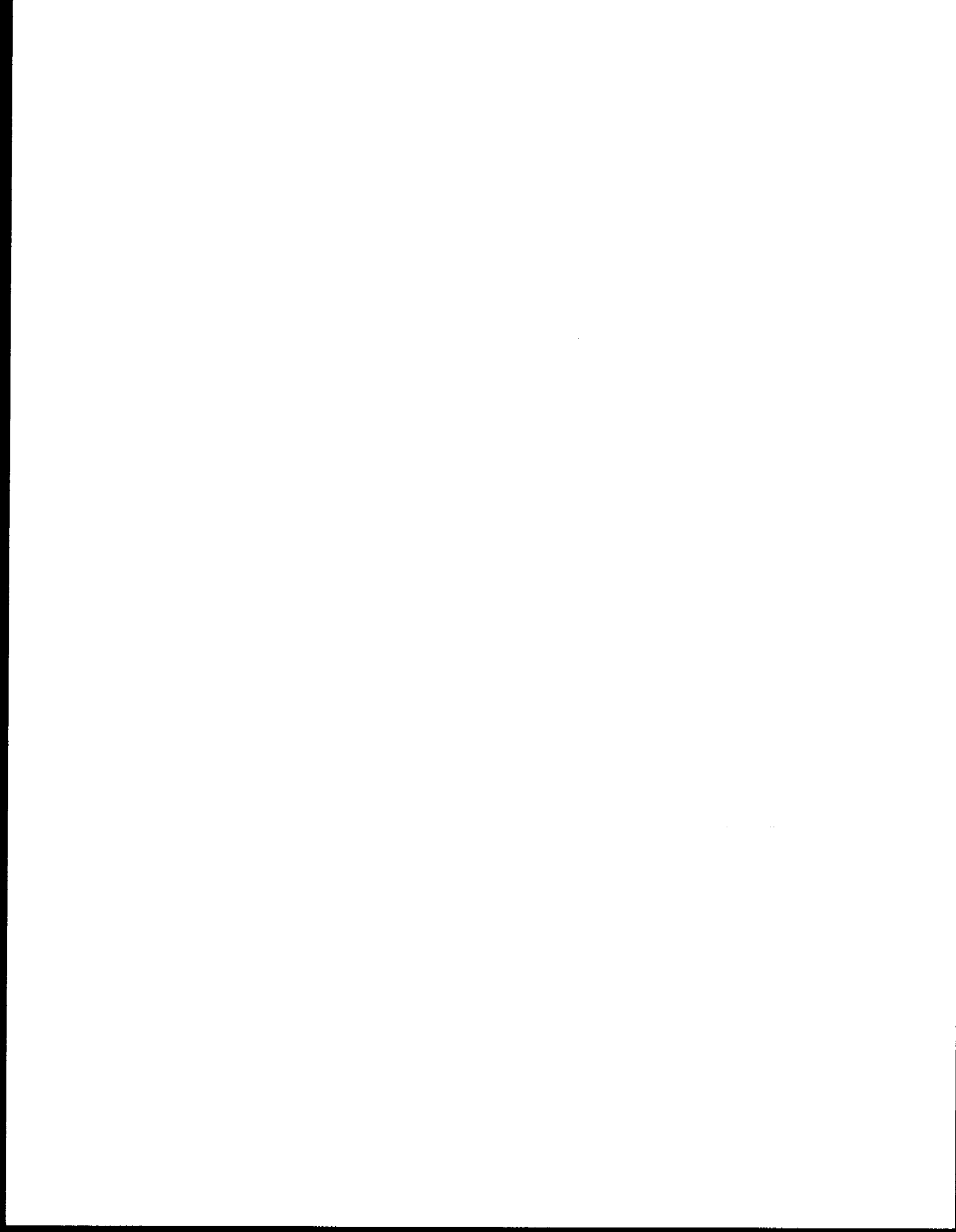
9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 0 %.
(Applies only to AUTHORIZED FARM CORPORATION)

Dated

Steven L Beck
(Signature)

President

(Title)



2009

ANNUAL REPORT DOMESTIC

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

Please Type or Print Clearly in Ink

FILING FEE: \$30 Make check payable to SECRETARY OF STATE

FILE DATE 3/1/09
 RECEIPT NO 1091393
RECEIVED
FEB 19 2009
 S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



* D F O 2 0 4 5 1 *
DFO20451 MAR/2008
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE
CANTON SD 57013-5713

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.

~~28207 474th Avenue, Canton, SD 57013-5713~~

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

3. The name of the South Dakota Registered Agent Steven L. Beck

28207 - 474th Avenue, Canton, SD 57013-5713

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 one director.

<input checked="" type="checkbox"/>	<u>Steven L. Beck</u>	<u>28207 - 474th Avenue, Canton, SD 57013-5713</u>			
	President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	<u>Steven L. Beck</u>	<u>28207 - 474th Avenue, Canton, SD 57013-5713</u>			
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	Steven L. Beck	28207 - 474th Avenue, Canton, SD 57013-5713			
	Treasurer	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	<u>Steven L. Beck</u>	<u>28207 - 474th Avenue, Canton, SD 57013-5713</u>			
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4

Dated _____

Steven L. Beck
(Signature of an authorized officer)

Steven L. Beck
(Printed Name)
President
(Title)

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.

Dated _____

(Signature of an authorized officer)

(Printed Name)

(Title)

ANNUAL FARM REPORT

Corporation

Please Type or Print Clearly in Ink

No Filing Fee

FILE DATE 3-1-09
 RECEIPT NO _____
RECEIVED
FEB 19 2009
S.D. SEC. OF STATE

Telephone # _____
 FAX # _____
 FILING DATE: To be filed with the
 Annual Report.

288 0896

1. Corporate ID, Name and Address:



* D F O 2 0 4 5 1 *
 DFO20451 MAR/2008
 S & M FARMS, INC.
 BECK, STEVEN L.
 28207 474TH AVENUE
 CANTON SD 57013-5713

2. The name of the South Dakota Registered Agent Steven L. Beck

28207 - 474th Avenue, Canton, SD 57013-5713

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

3. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

NONE

County Section Township Acres

County Section Township Acres

County Section Township Acres

4. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity.	
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	<u>100</u> %

5. List any changes to shareholder name, address, number of shares owned, and degree of kindred.

NONE

Name Address City State Zip Shares Kindred

Name Address City State Zip Shares Kindred

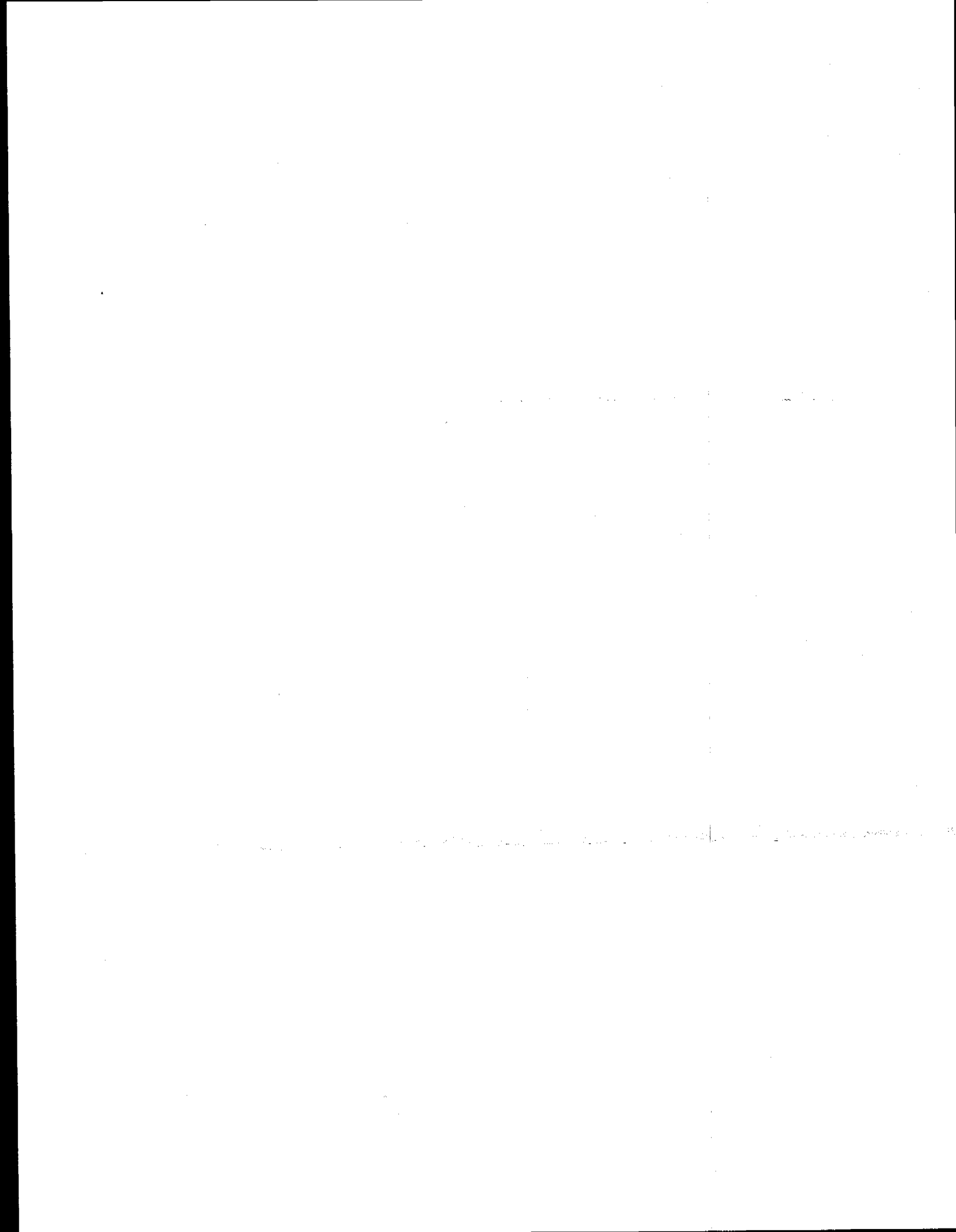
Name Address City State Zip Shares Kindred

Dated

Steven L. Beck
 (Signature of an authorized officer)

Steven L. Beck
 (Printed Name)

President
 (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 05/10/10
 RECEIPT NO 2028407
RECEIVED
MAY 10 2010 **APR 26 2010**
 S.D. SEC. OF STATE S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DF020451 MAR/2009
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE
CANTON SD 57013-5713

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.

28207 - 474th Avenue, Canton, SD 57013-5713

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

3. The name of the South Dakota Registered Agent Steven L. Beck

28207 - 474th Avenue, Canton, SD 57013-5713

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 one director.

<input checked="" type="checkbox"/>	Steven L. Beck	28207 - 474th Avenue, Canton, SD	57013-5713
	President	Street Address	City State ZIP+4
<input type="checkbox"/>	Vice President	Street Address	City State ZIP+4
<input checked="" type="checkbox"/>	Steven L. Beck	28207 - 474th Avenue, Canton, SD	57013-5713
	Secretary	Street Address	City State ZIP+4
<input checked="" type="checkbox"/>	Steven L. Beck	28207 - 474th Avenue, Canton, SD	57013-5713
	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

Dated April 21, 2010

(Signature of an authorized officer)

Steven L. Beck

(Printed Name)

President

(Title)

305 2757

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.

Dated _____

(Signature of an authorized officer)

(Printed Name)

(Title)

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

ANNUAL FARM REPORT

Corporation

Please Type or Print Clearly in Ink

No Filing Fee

RECEIVED
MAY 10 2010
S.D. SEC. OF STATE

FILE DATE 5/10/10
 RECEIPT NO _____
RECEIVED
APR 26 2010
S.D. SEC. OF STATE

1. Corporate ID, Name and Address:



* D F O 2 0 4 5 1 *
 DFO20451 MAR/2009
 S & M FARMS, INC.
 BECK, STEVEN L.
 28207 474TH AVENUE
 CANTON SD 57013-5713

Telephone # _____
 FAX # _____
 FILING DATE: To be filed with the Annual Report.

2. The name of the South Dakota Registered Agent Steven L. Beck

28207 - 474th Avenue, Canton, SD 57013-5713

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

3. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

NONE

County Section Township Acres

County Section Township Acres

County Section Township Acres

4. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity.	<u>9,400</u>
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	<u>100</u> %

5. List any changes to shareholder name, address, number of shares owned, and degree of kindred.

NONE

Name Address City State Zip Shares Kindred

Name Address City State Zip Shares Kindred

Name Address City State Zip Shares Kindred

Dated April 21, 2010

(Signature of an authorized officer)

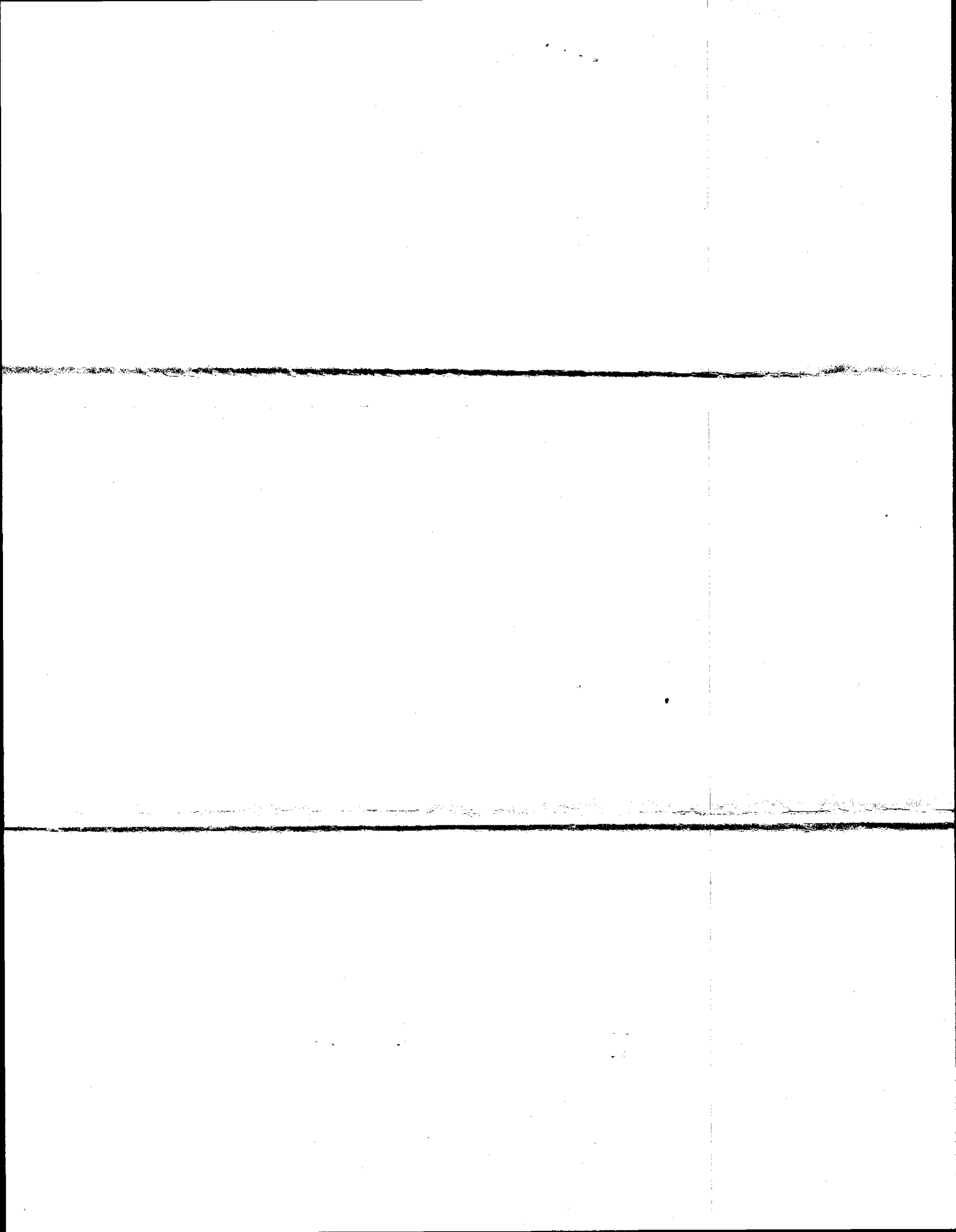
Steven L. Beck

(Printed Name)

President

(Title)

305 2758



317 3693 04/19/2011

2011

ANNUAL REPORT DOMESTIC

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

Please Type or Print Clearly in Ink

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

FILE DATE 03-04-2011
RECEIPT NO 2130027
RECEIVED
MAR 04 2011
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DF020451 MAR/2010
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE
CANTON SD 57013-5713

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:
28207 - 474th Avenue Canton SD 57013-5713
Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

4. The name of the South Dakota Registered Agent Steven L. Beck
28207 - 474th Avenue Canton SD 57013-5713
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

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.

- Steven L. Beck, President, 28207 - 474th Avenue, Canton, SD 57013-5713
Steven L. Beck, Secretary, 28207 - 474th Avenue, Canton, SD 57013-5713
Steven L. Beck, Treasurer, 28207 - 474th Avenue, Canton, SD 57013-5713

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

Dated March 3, 2011

(Signature of an Authorized Person)
Steven L. Beck
(Printed Name)

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	City	State	ZIP+4
-----------------	------	-------	-------

5. If the address has changed, its new address

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
---	------	-------	-------

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)

317 3694 04/19/2011

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

ANNUAL FARM REPORT Corporation

Please Type or Print Clearly in Ink

No Filing Fee

FILE DATE _____
RECEIPT NO. **RECEIVED** 2130027
MAR 04 2011
S.D. SEC. OF STATE

1. Corporate ID, Name and Address:



* D F O 2 0 4 5 1 *
DF020451 MAR/2010
S & M FARMS, INC.
BECK, STEVEN L.
28207 474TH AVENUE
CANTON SD 57013-5713

Telephone # _____
FAX # _____
FILING DATE: To be filed with the
Annual Report.

2. The name of the South Dakota Registered Agent Steven L. Beck

28207 - 474th Avenue Canton SD 57013-5713
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

3. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

NONE

County	Section	Township	Acres

4. Please complete the appropriate section:

<input checked="" type="checkbox"/> Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	<u>9,400</u>
<input type="checkbox"/> Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	<u>100</u> %

5. List any changes to shareholder name, address, number of shares owned, and degree of kindred.

NONE

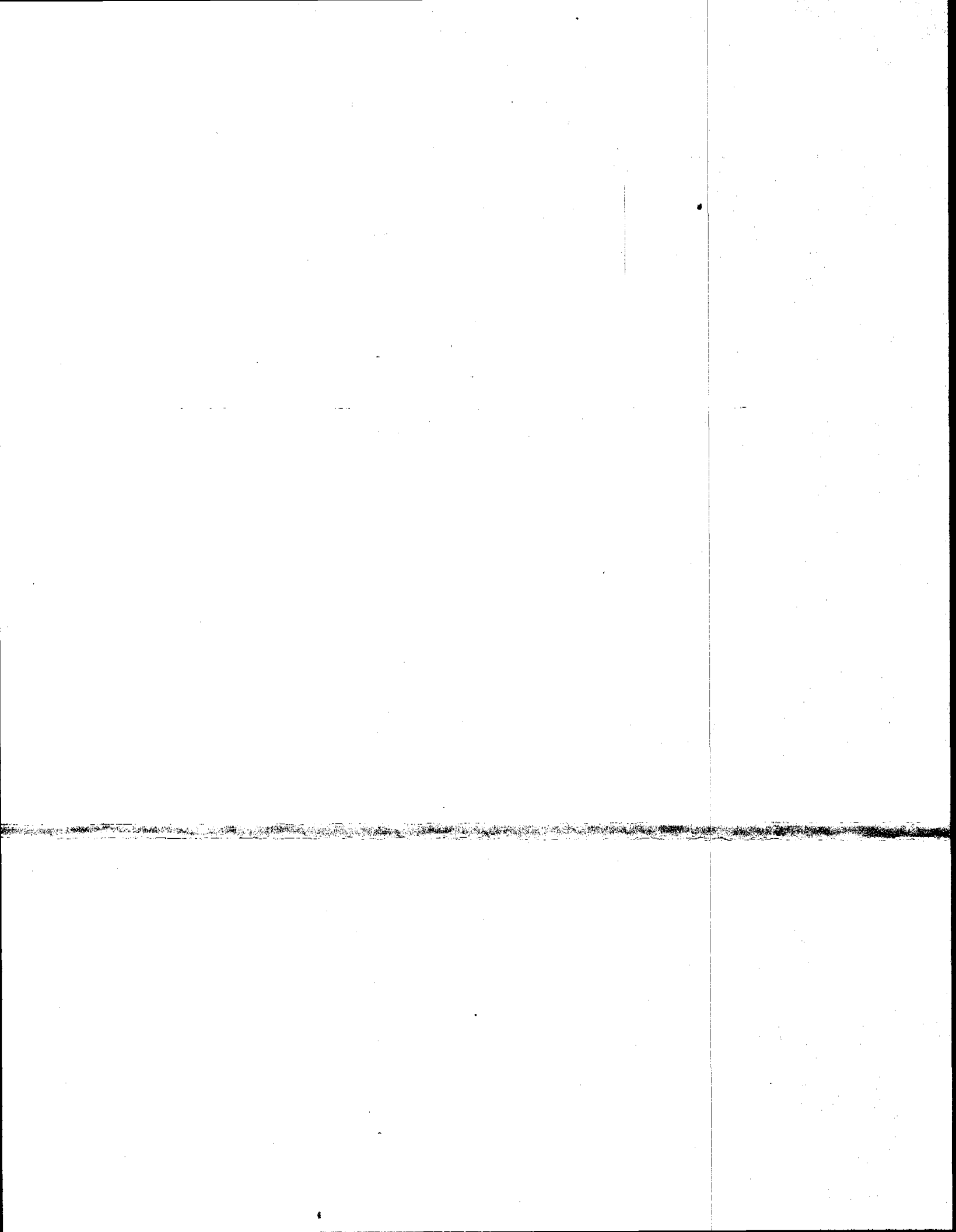
Name	Address	City	State	Zip	Shares

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

Dated March 3, 2011

(Signature of an Authorized Person)

Steven L. Beck
(Printed Name)



2012

Enter Filing Year

ANNUAL FARM REPORT

FILE DATE 04/11/2012

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

Corporation

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

RECEIPT NO 35299

1. Corporate Name and Address:

DF020451
S & M FARMS, INC.
28207 474TH AVENUE
CANTON, SD 57013-5713

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

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

28207 474TH AVENUE	CANTON	SD	57013-5713
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: STEVEN L. BECK

28207 474TH AVENUE	CANTON	SD	57013-5713
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
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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.

<input checked="" type="checkbox"/>	STEVEN L BECK	28207 474TH AVE	CANTON	SD	57013
	President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	STEVEN L BECK	28207 474TH AVE	CANTON	SD	57013
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	STEVEN L BECK	28207 474TH AVE	CANTON	SD	57013
	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

6. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

County	Section	Tow nship	Acres
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7. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	9,400.00
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	

8. List changes only of names, address and number of membership interests owned by shareholders.

Name	Street Address	City	State	ZIP+4	Shares	DOK
------	----------------	------	-------	-------	--------	-----

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

Signature Accepted Electronically
(Signature of an Authorized Person)

STEVEN L BECK
(Printed Name)

2013

Enter Filing Year

ANNUAL FARM REPORT

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

Corporation

Please Type or Print Clearly In Ink

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

FILE 7/18/2013

RECEIPT NO 129461

1. Corporate Name and Address:

DF020451
S & M FARMS, INC.
28207 474TH AVENUE
CANTON, SD 57013

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

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

28207 474TH AVENUE	CANTON	SD	57013
Street Address	City	State	ZIP+4

Mailing Address	City	State	ZIP+4
-----------------	------	-------	-------

4. The name of the South Dakota Registered Agent

Agent Name: STEVEN L. BECK

28207 474TH AVENUE	CANTON	SD	57013-5713
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
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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.

<input checked="" type="checkbox"/>	STEVEN L BECK	28207 474TH AVE	CANTON	SD	57013
	President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	STEVEN L BECK	28207 474TH AVE	CANTON	SD	57013
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	STEVEN L BECK	28207 474TH AVE	CANTON	SD	57013
	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

6. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

7. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	9400
Authorized Farm	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	

8. List changes only of names, address and number of membership interests owned by shareholders.

Name	Street Address	City	State	ZIP+4	Shares
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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

Signature Accepted Electronically

(Signature of an Authorized Person)

STEVEN L BECK

(Printed Name)

2014

Enter Filing Year

ANNUAL FARM REPORT

FILE 3/19/2014

RECEIPT NO 184959

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

Corporation

Please Type or Print Clearly In Ink

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

1. Corporate Name and Address:

DF020451
S & M FARMS, INC.
28207 474TH AVENUE
CANTON, SD 57013

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

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

28207 474TH AVENUE	CANTON	SD	57013
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: STEVEN L. BECK

28207 474TH AVENUE	CANTON	SD	57013-5713
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
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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.

<input checked="" type="checkbox"/>	STEVEN L BECK	28207 474TH AVE	CANTON	SD	57013
	President	Street Address	City	State	ZIP+4

<input type="checkbox"/>					
	Vice President	Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	STEVEN L BECK	28207 474TH AVE	CANTON	SD	57013
	Secretary	Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	STEVEN L BECK	28207 474TH AVE	CANTON	SD	57013
	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

6. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

7. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	9400
Authorized Farm	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	

8. List changes only of names, address and number of membership interests owned by shareholders.

Name	Street Address	City	State	ZIP+4	Shares
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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

Signature Accepted Electronically

(Signature of an Authorized Person)

STEVE L BECK

(Printed Name)

2015

Enter Filing Year

ANNUAL FARM REPORT

FILE DATE 3/18/2015

RECEIPT NO 283606

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

Corporation

Please Type or Print Clearly In Ink

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

1. Corporate Name and Address:

DF020451
S & M FARMS, INC.
28207 474TH AVENUE
CANTON, SD 57013

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

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

28207 474TH AVENUE CANTON SD 57013

Street Address City State ZIP+4

SAME

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: STEVEN L. BECK

28207 474TH AVENUE CANTON SD 57013-5713

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

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.

STEVEN L BECK 28207 474TH AVE CANTON SD 57013

President Street Address City State ZIP+4

Vice President Street Address City State ZIP+4

STEVEN L BECK 28207 474TH AVE CANTON SD 57013

Secretary Street Address City State ZIP+4

STEVEN L BECK 28207 474TH AVE CANTON SD 57013

Treasurer Street Address City State ZIP+4

Director Street Address City State ZIP+4

Director Street Address City State ZIP+4

6. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

7. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	9400
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	

8. List changes only of names, address and number of membership interests owned by shareholders.

Name	Street Address	City	State	ZIP+4	Shares
------	----------------	------	-------	-------	--------

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 03/18/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

STEVE L. BECK

(Printed Name)

2016

ANNUAL FARM REPORT

FILE DATE 3/11/2016

Enter Filing Year

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

Corporation

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

RECEIPT NO 392600

Please Type or Print Clearly In Ink

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

1. Corporate ID and Name:

DF020451

Enter Corporate ID

S & M FARMS, 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).

28207 474TH AVENUE

CANTON

SD

57013

Actual Street Address or Rural Route Box Number

City

State

ZIP+4

SAME

Mailing Address, if Different from Street Address

City

State

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: STEVEN L. BECK

28207 474TH AVENUE

CANTON

SD

57013-5713

Actual Street Address or Rural Route Box Number in This State

City

State

ZIP+4

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. 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.

<input checked="" type="checkbox"/>	STEVEN L BECK	28207 474TH AVE	CANTON	SD	57013
	President	Actual Street Address	City	State	ZIP+4

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

<input checked="" type="checkbox"/>	STEVEN L BECK	28207 474TH AVE	CANTON	SD	57013
	Secretary	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	STEVEN L BECK	28207 474TH AVE	CANTON	SD	57013
	Treasurer	Actual Street Address	City	State	ZIP+4

Director Actual Street Address City State ZIP+4

Director Actual Street Address City State ZIP+4

6. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

7. Please complete the appropriate section:

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Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	

8. List changes only of names, address and number of membership interests owned by shareholders.

Name	Actual Street Address	City	State	ZIP+4	Shares
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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)

TERESA M SVEEGEN

(Printed Name)