



1130770

# State of South Dakota



OFFICE OF THE SECRETARY OF STATE

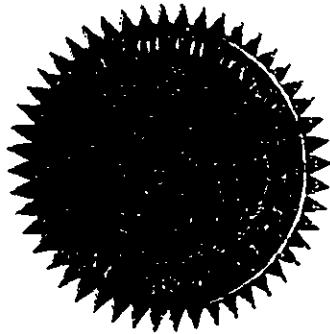
## Certificate of Incorporation

### Business Corporation

ORGANIZATIONAL ID #: DB046272

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

**ACCORDINGLY**, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this December 30, 2002.

Joyce Hazeltine  
Secretary of State

0301320.0627  
1130103

RECEIVED

DEC 30 2002  
S.D. SEC. OF STATE

DB046272

Filed this 30<sup>th</sup> day of  
Dec. 2002

ARTICLES OF INCORPORATION  
OF  
CLIFF VIESSMAN, INC.

*Joyce Hazelton*  
SECRETARY OF STATE

ARTICLE I.

The name of the corporation is Cliff Viessman, Inc.

ARTICLE II.

The period of existence is perpetual.

ARTICLE III.

The purpose for which the corporation is organized is to operate an interstate and intrastate trucking operation; and, to transact all other lawful businesses for which corporations may be organized under the Business Corporations Act of South Dakota.

ARTICLE IV.

The total authorized stock is 10,000 shares of common stock of a single class with a \$10 par value per share.

ARTICLE V.

The shareholders shall have no pre-emptive right to acquire additional or treasury shares of the corporation

ARTICLE VI.

The shareholders shall be restricted from selling, exchanging, transferring, giving away, pledging, voluntarily or involuntarily assigning (including any assignments for the benefit of creditors, transfer to a trustee, attachment,

NOT SIGNATURE

0301320.0627  
1/30/03

execution, foreclosure, procedure for the liquidation of the estate or affairs of such shareholder or other transfer by operation of law) or otherwise disposing of or transferring his or her shares in the corporation, whether now owned or later acquired, except as specifically provided in a Shareholder Agreement executed by all shareholders and the corporation.

ARTICLE VII.

The corporation shall not commence business until a minimum of \$1,000.00 has been received for the issuance of such shares of stock.

ARTICLE VIII.

The address of the registered office is Cliff Viessman, Inc., Main Street, Gary, South Dakota 57237. The name of its registered agent is Wayne Viessman.

ARTICLE IX.

The names and addresses of eight (8) members of the first Board of Directors are:

- |                      |   |
|----------------------|---|
| Clifford V. Viessman | 185 120 <sup>th</sup> SW<br>Watson, MN 56295      |
| David V. Viessman    | 852 Birch<br>Dawson, MN 56232                     |
| Douglas J. Viessman  | 56930 238 <sup>th</sup> Lane<br>Mankato, MN 56001 |
| Randy E. Viessman    | 315 Northwood Drive<br>Cottonwood, MN 56229       |
| Terry L. Viessman    | 749 Birch Street<br>Dawson, MN 56232              |



224 2821 12/10/2003

# 2003

# ANNUAL REPORT

DOMESTIC  
PLEASE TYPE OR USE BLACK INK

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

FILE DATE 12-01-03  
RECEIPT NO. RECEIVED 12/10/03

12 19 '03

1. Corporate Name, Registered Agent and Registered Address:



\* DB - 046272 \*  
DB-046272 DEC/0000  
VIESSMAN (CLIFF), INC.  
VIESSMAN, WAYNE  
MAIN ST  
GARY SD 57237

Telephone # 605-272-5241  
FAX # 605-272-5546  
Federal Taxp:  
FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

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

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

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

\*\*\*\*\*

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

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>Cliff Viessman</u>	President	<u>185 120<sup>th</sup> Ave SW</u>	<u>Watson</u>	<u>MN</u>	<u>56295</u>
<u>Wayne Viessman</u>	Vice President	<u>PO Box 176</u>	<u>Gary</u>	<u>SD</u>	<u>57237</u>
<u>Doug Viessman</u>	Secretary	<u>56930 238<sup>th</sup> Lane</u>	<u>Markeato</u>	<u>MN</u>	<u>56001</u>
<u>Randy Viessman</u>	Treasurer	<u>315 Northwood Dr</u>	<u>Cottonwood</u>	<u>MN</u>	<u>56229</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

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

5,736

6. The amount of its stated capital is \$ 57,360 (Money received for issued shares)

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

Dated 11/17/03

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

STATE OF SD  
COUNTY OF Duel ss

On this the 17 day of November, 20 03, before me, Larry Vogt  
Wayne Viessman LV  
personally appeared Wayne Viessman, known to me, or proved to me,  
to be the Vice 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 1-31-05



[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 \_\_\_\_\_

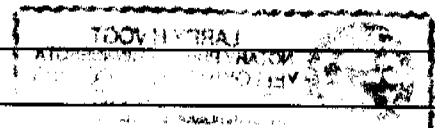
On this the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, before me, \_\_\_\_\_  
personally appeared \_\_\_\_\_, known to me, or proved to me,  
to be the \_\_\_\_\_ of the corporation that is described in and that executed the within  
instrument and acknowledged to me that such corporation executed the 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)





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

File Date \_\_\_\_\_  
Receipt No. \_\_\_\_\_

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

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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) \_\_\_\_\_

243 1368 12/02/2005

# 2005

# ANNUAL REPORT

DOMESTIC  
PLEASE TYPE OR USE BLACK INK

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

RECEIVED

FILE DATE 12/1/05  
RECEIPT NO. 149830  
NOV 15 05  
S.D. SEC. of STATE

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



\*DB046272\*  
DB046272 DEC/2004  
VISSMAN (CLIFF), INC.  
VISSMAN, WAYNE  
MAIN ST  
GARY SD 57237

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 215 Main St, Gary, SD 57237

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>Cliff Viessman</u>	President	<u>215 Main St</u>	<u>Gary</u>	<u>SD</u>	<u>57237</u>
<u>Wayne Viessman</u>	Vice President	<u>215 Main St</u>	<u>Gary</u>	<u>SD</u>	<u>57237</u>
<u>Doug Viessman</u>	Secretary	<u>1930 LorRay Dr</u>	<u>North Mankato</u>	<u>MN</u>	<u>56003</u>
<u>Randy Viessman</u>	Treasurer	<u>804 Eric Rd</u>	<u>Marshall</u>	<u>MN</u>	<u>56250</u>

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

SD law requires at least one director.

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

Director \_\_\_\_\_  
Director \_\_\_\_\_

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

NUMBER OF AUTHORIZED SHARES	CLASS	SERIES
<u>10,000</u>	<u>Common</u>	<u>NT</u>

6. NUMBER OF ISSUED AND OUTSTANDING SHARES

NUMBER OF ISSUED AND OUTSTANDING SHARES	CLASS	SERIES
<u>5,736 issued</u>	<u>Common</u>	<u>NT</u>
<u>4,264 outstanding</u>		

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

Dated 11/21/05

[Signature]  
Signature

Wayne Viessman  
Printed Name

Vice President / CEO  
Title

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



**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 11-14-2006

Signature

Wayne Viessman

Printed Name

CEO / Vice President

Title

**CONSENT OF APPOINTMENT BY THE REGISTERED AGENT**

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

registered agent for \_\_\_\_\_  
(corporate name)

Dated \_\_\_\_\_  
(signature)



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

File Date \_\_\_\_\_

Receipt No. \_\_\_\_\_

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

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

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

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

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

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

Dated \_\_\_\_\_

Signature

*Wayne Weissman* NA

Printed Name

*VP/CEO* NA

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)

283 0016 11/26/2008

2008

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: \$30** Make check payable to SECRETARY OF STATE

FILE DATE 12/1/08  
 RECEIPT NO 1852315  
**RECEIVED**  
 NOV 06 2008  
 S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DB046272 DEC/2007  
CLIFF VIESSMAN, INC.  
VIESSMAN, WAYNE  
MAIN ST  
GARY SD 57237

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.

<u>215 Main St</u>	<u>Gary</u>	<u>SD</u>	<u>57237</u>
Street Address	City	State	ZIP+4
<u>PO Box 175</u>	<u>Gary</u>	<u>SD</u>	<u>57237</u>
Mailing Address (Optional)	City	State	ZIP+4

3. The name of the South Dakota Registered Agent

<u>Wayne Viessman</u>	<u>Gary</u>		
Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
<u>Main St</u>	<u>Gary</u>		
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>Cliff Viessman</u>	<u>215 Main St</u>	<u>Gary</u>	<u>SD</u>	<u>57237</u>
President	Street Address	City	State	ZIP+4	
<input checked="" type="checkbox"/>	<u>Wayne Viessman</u>	<u>215 Main St</u>	<u>Gary</u>	<u>SD</u>	<u>57237</u>
Vice President	Street Address	City	State	ZIP+4	
<input checked="" type="checkbox"/>	<u>Doug Viessman</u>	<u>1930 Lerby Dr</u>	<u>North Mankato</u>	<u>MN</u>	<u>56007</u>
Secretary	Street Address	City	State	ZIP+4	
<input checked="" type="checkbox"/>	<u>Randy Viessman</u>	<u>804 Erie Rd</u>	<u>Marshall</u>	<u>MN</u>	<u>56258</u>
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 11/3/2008

\_\_\_\_\_  
 (Signature of an authorized officer)

\_\_\_\_\_  
 (Printed Name)

\_\_\_\_\_  
 (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)

2009

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 02/16/10  
RECEIPT NO 1009045  
RECEIVED  
JAN 25 2010  
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



\*DB046272\*  
DB046272 DEC/2008  
CLIFF VIESSMAN, INC.  
VIESSMAN, WAYNE  
MAIN ST  
GARY SD 57237

RECEIVED  
FEB 18 2010  
S.D. SEC. OF STATE

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

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

215 1st Avenue (Main Street) Gary SD 57237  
Street Address City State ZIP+4

PO Box 175 ( Gary SD 57237  
Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent Wayne Viessman

Main Street Gary SD 57237  
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.

Cliff Viessman 215 Main St Gary SD 57237  
President Street Address City State ZIP+4

Wayne Viessman 215 Main St Gary SD 57237  
Vice President Street Address City State ZIP+4

Doug Viessman 1930 Leray Dr. N. Marshall MN 56003  
Secretary Street Address City State ZIP+4

Randy Viessman 804 Eric Rd. Marshall MN 56258  
Treasurer Street Address City State ZIP+4

Director Street Address City State ZIP+4

Director Street Address City State ZIP+4

Dated 1/22/10

(Signature of an authorized officer)

Wayne Viessman  
(Printed Name)

CEO, VP  
(Title)

301 3789 100

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

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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)

313 1329 12-01-2010

2010

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 11/19/10
RECEIPT NO 2090472
RECEIVED
NOV 19 2010
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



\*DB046272\*
DB046272 DEC/2009
CLIFF VIESSMAN, INC.
VIESSMAN, WAYNE
MAIN ST
GARY SD 57237

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.

215 Main St. Gary SD 57237
Street Address City State ZIP+4
PO Box 175 Gary SD 57237
Mailing Address (Optional) City State ZIP+4

4. The name of the South Dakota Registered Agent Wayne Viessman

Main St. Gary SD 57237
Street Address (Required to be a South Dakota Address) City State ZIP+4
Mailing Address (Optional - Required to be a South Dakota Address) City State ZIP+4

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

- Cliff Viessman 215 Main St, Gary SD 57237 President Street Address City State ZIP+4
Wayne Viessman 215 Main St. Gary SD 57237 Vice President Street Address City State ZIP+4
Doug Viessman 1930 Leray Dr. N. Mankato, MN 56003 Secretary Street Address City State ZIP+4
Randy Viessman 3800 Cobblestone Ln. Gary SD 57237 Treasurer Street Address City State ZIP+4
Director Street Address City State ZIP+4
Director Street Address City State ZIP+4

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

Dated 11/17/10

Wayne Viessman
(Signature of an Authorized Person)
Wayne Viessman
(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 (Optional) \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ ZIP+4 \_\_\_\_\_

5. If the address has changed, its new address

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

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

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

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

Dated \_\_\_\_\_

\_\_\_\_\_  
(Signature of an Authorized Person)

\_\_\_\_\_  
(Printed Name)

2011

Enter Filing Year

## ANNUAL REPORT

FILE DATE 11/30/2011

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

## DOMESTIC

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

RECEIPT NO 8842

1. Corporate ID and Name:  
DB046272  
CLIFF VIESSMAN, INC.  
215 MAIN ST  
GARY, SD57237-2115

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

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

215 MAIN ST	GARY	SD	57237-2115
Street Address	City	State	ZIP+4
PO BOX 175	GARY	SD	57237
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: WAYNE VIESSMAN

MAIN ST	GARY	SD	57237
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 addresses of its principal officers and directors. Please place a checkmark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

<input checked="" type="checkbox"/>	CLIFF VIESSMAN	215 MAIN ST	GARY	SD	57237
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	WAYNE VIESSMAN	215 MAIN ST	GARY	SD	57237
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DOUG VIESSMAN	1930 LEROY DR	N. MANKATO	MN	56003
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	RANDY VIESSMAN	3860 COBBLESTONE LN	GARY	SD	57237
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4

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

Dated 11/30/2011

Signature Accepted Electronically  
(Signature of an Authorized Person)

WAYNE VIESSMAN  
(Printed Name)

2012

Enter Filing Year

## ANNUAL REPORT

FILE 12/4/2012

RECEIPT NO 78271

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

## DOMESTIC

Please Type or Print Clearly In Ink

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

## 1. Corporate ID and Name:

DB046272  
CLIFF VIESSMAN, INC.  
215 MAIN ST  
GARY, SD 57237-2115

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

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

215 MAIN ST	GARY	SD	57237-2115
Street Address	City	State	ZIP+4
PO BOX 175	GARY	SD	57237
Mailing Address	City	State	ZIP+4

## 4. The name of the South Dakota Registered Agent

Agent Name: WAYNE VIESSMAN

MAIN ST	GARY	SD	57237
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 addresses of its principal officers and directors. Please place a checkmark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

<input checked="" type="checkbox"/>	CLIFF VIESSMAN	215 MAIN ST	GARY	SD	57237
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	WAYNE VIESSMAN	215 MAIN ST	GARY	SD	57237
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DOUG VIESSMAN	1930 LEROY DR	N. MANKATO	MN	56003
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	RANDY VIESSMAN	3860 COBBLESTONE LN	GARY	SD	57237
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4

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

Date 12/04/2012

Signature Accepted Electronically

(Signature of an Authorized Person)

WAYNE C VIESSMAN

(Printed Name)

2013

Enter Filing Year

## ANNUAL REPORT

FILE 11/19/2013

RECEIPT NO 153592

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

## DOMESTIC

Please Type or Print Clearly In Ink

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

## 1. Corporate ID and Name:

DB046272  
CLIFF VIESSMAN, INC.  
215 MAIN ST  
GARY, SD 57237-2115

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

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

215 MAIN ST	GARY	SD	57237-2115
Street Address	City	State	ZIP+4
PO BOX 175	GARY	SD	57237
Mailing Address	City	State	ZIP+4

## 4. The name of the South Dakota Registered Agent

Agent Name: WAYNE VIESSMAN

MAIN ST	GARY	SD	57237
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 addresses of its principal officers and directors. Please place a checkmark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

<input checked="" type="checkbox"/>	CLIFF VIESSMAN	215 MAIN ST	GARY	SD	57237
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	WAYNE VIESSMAN	215 MAIN ST	GARY	SD	57237
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DOUG VIESSMAN	1930 LEROY DR	N. MANKATO	MN	56003
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	RANDY VIESSMAN	3860 COBBLESTONE LN	GARY	SD	57237
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4

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

Date 11/19/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

WAYNE VIESSMAN

(Printed Name)

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Amendment Domestic Business

ORGANIZATIONAL ID# DB046272

**I, Jason Gant**, Secretary of State of the State of South Dakota, hereby certify that the Amendment to the Articles of Incorporation of

CLIFF VISSMAN, INC.

duly signed and verified, have been received in this office and are found to conform to law.

**ACCORDINGLY**, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Amendment and attach hereto a duplicate of the Amendment to the Articles of Incorporation.

#### IN TESTIMONY

**WHEREOF**, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this 12/05/2013.

**Jason M. Gant**  
Secretary of State



12/5/2013 1:41:36 PM  
Change ID: 3192

Filed this 14<sup>th</sup> day of Nov 2013  
*[Signature]*  
S.D. SEC. OF STATE

RECEIVED  
NOV 14 2013  
S.D. SEC. OF STATE

ARTICLES OF AMENDMENT  
OF  
CLIFF VIESSMAN, INC

1. The name of the corporation is Cliff Viessman, Inc., a corporation organized under the Business Corporations Act of South Dakota.
2. Article IV of the Articles of Incorporation of Cliff Viessman, Inc. is replaced with the following:

ARTICLE IV.

The total authorized stock is 110,000 shares of common stock two (2) classes, Class A and Class B, with a \$10 par value per share. Class A shares shall be voting shares, and shall consist of 10,000 shares, and shall entitle the shareholder to all rights and duties of shareholders under these Articles or the Bylaws of the corporation including but not limited to voting rights. Class B shares shall be non-voting shares, and shall consist of 100,000 shares, and shall entitle the shareholder to all rights and duties of shareholders under these Articles or the Bylaws of the corporation EXCEPT FOR voting rights.

3. This Amendment provides for the exchange of each share of the previously-issued common stock with no classification for one (1) share of Class A stock and ten (10) shares of Class B stock.
4. This Amendment was adopted on the 28<sup>th</sup> day of December, 2012.
5. This Amendment was duly approved by the shareholders in the manner





# Secretary of State

**Jason M. Gant**

State Capitol | 500 E. Capitol Ave. | Pierre, South Dakota 57501 | [sdsos@state.sd.us](mailto:sdsos@state.sd.us) | [sdsos.gov](http://sdsos.gov)

**Return To:** STONEBERG GILES & STROUP PA RONALD E SEANOR  
300 S O'CONNELL ST  
MARSHALL, MN 56258

**From:** Secretary of State Jason M. Gant  
Corporations Division

**Filing Date:** 12/05/2013

**Re:** CLIFF VIESSMAN, INC. (DB046272)  
Amendment

The documents on behalf of CLIFF VIESSMAN, INC. have been received and filed. Attached is the Certificate along with a receipt for the filing fee of \$60.00. Below is a summary of the transaction.

Remitter	Address	Amount Paid
STONEBERG GILES & STROUP PA RONALD E SEANOR	300 S O'CONNELL ST MARSHALL, MN 56258	\$60.00
<b>Total:</b>		<b>\$60.00</b>

Description	Invoice Date	Qty	Receipt #	Subtotal
Amendment	12/05/2013	1	157747	\$60.00
<b>Total:</b>				<b>\$60.00</b>

Administration

Corporations

Uniform Commercial Code

Tel: (605) 773-3537

Tel: (605) 773-4845

Tel: (605) 773-3537

Fax: (605) 773-6580

Fax: (605) 773-4550

Fax: (605) 773-6580



2014

Enter Filing Year

## ANNUAL REPORT

FILE DATE 11/17/2014

RECEIPT NO 246831

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

## DOMESTIC

Please Type or Print Clearly In Ink

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

## 1. Corporate ID and Name:

DB046272  
CLIFF VIESSMAN, INC.  
215 MAIN ST  
GARY, SD 57237

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

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

215 MAIN ST	GARY	SD	57237
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Street Address	City	State	ZIP+4
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PO BOX 175	GARY	SD	
------------	------	----	--

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

Agent Name: WAYNE VIESSMAN

MAIN STREET	GARY	SD	57237
-------------	------	----	-------

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

<input checked="" type="checkbox"/>	CLIFF VIESSMAN	215 MAIN ST	GARY	SD	57237
-------------------------------------	----------------	-------------	------	----	-------

President	Street Address	City	State	ZIP+4
-----------	----------------	------	-------	-------

<input checked="" type="checkbox"/>	WAYNE VIESSMAN	215 MAIN ST	GARY	SD	57237
-------------------------------------	----------------	-------------	------	----	-------

Vice President	Street Address	City	State	ZIP+4
----------------	----------------	------	-------	-------

<input checked="" type="checkbox"/>	DOUG VIESSMAN	1930 LEROY DR	N. MANKATO	MN	56003
-------------------------------------	---------------	---------------	------------	----	-------

Secretary	Street Address	City	State	ZIP+4
-----------	----------------	------	-------	-------

<input checked="" type="checkbox"/>	RANDY VIESSMAN	3860 COBBLESTONE LN	GARY	SD	57237
-------------------------------------	----------------	---------------------	------	----	-------

Treasurer	Street Address	City	State	ZIP+4
-----------	----------------	------	-------	-------

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

<input type="checkbox"/>					
--------------------------	--	--	--	--	--

Director	Street Address	City	State	ZIP+4
----------	----------------	------	-------	-------

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

Dated 11/17/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

WAYNE C VIESSMAN

(Printed Name)

2015

ANNUAL REPORT

FILE DATE 11/16/2015

Enter Filing Year

DOMESTIC

RECEIPT NO 351575

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

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

Please Type or Print Clearly In Ink

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

1. Corporate ID and Name:

DB046272

CLIFF VIESSMAN, INC.

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

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

215 MAIN ST GARY SD 57237
Actual Street Address or Rural Route Box Number City State ZIP+4
PO BOX 175 GARY SD
Mailing Address, if Different from Street Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: WAYNE VIESSMAN

MAIN STREET GARY SD 57237
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 (governors). If, pursuant to SDCL 47-1A-732(1), the board of directors has been eliminated, list the names of the shareholders.

[X] DOUG VIESSMAN 1930 LEROY DR N. MANKATO MN 56003
Secretary Actual Street Address City State ZIP+4

[X] RANDY VIESSMAN 3860 COBBLESTONE LN GARY SD 57237
Treasurer Actual Street Address City State ZIP+4

[ ] Director Actual Street Address City State ZIP+4

[ ] Director Actual Street Address City State ZIP+4



CLIFF VIESSMAN

215 MAIN ST

GARY

SD

57237

President

Actual Street Address

City

State

ZIP+4



WAYNE VIESSMAN

215 MAIN ST

GARY

SD

57237

Vice President

Actual Street Address

City

State

ZIP+4

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

Dated

Signature Accepted Electronically

(Signature of an Authorized Person)

WAYNE C VIESSMAN

(Printed Name)