

1994

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

9 4 0 3 1 7 2 2 3 0 0

ANNUAL REPORT

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

FILE DATE 4-22-94
RECEIPT NO. 389700
FILED

APR 22 1994

Secretary of State

1. Corporate Name, Registered Agent and Registered Address:

DF-022272 HILLESTAD FARMS, INC. HILLESTAD, GORDON W. RR 2 VOLGA, SD 57071	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, per 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.

HILLESTAD FARMS, INC.

Dated April 20 19 94

By Richard A. Hillestad
(Signature)
its Treasurer
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF Brookings ss

I, STEVEN J. BRITZMAN, a notary public, do hereby certify that on this 20th day of April 19 94, personally appeared before me RICHARD A. HILLESTAD who, being by me first duly sworn, declared that he/she is the Treasurer of HILLESTAD FARMS, INC.

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

My Commission Expires the 24th day of March 1999.

Steven J. Britzman
Notary Public

(Notarial Seal)

SCS CRP 410 10/82

SECRETARY OF STATE
STATE CAPITOL
600 E. CAPITOL
PIERRE, S.D. 57601-5077
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
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PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

2 4 0 5 1 7 2 1 0 3 4-22-94
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 4-22-94
FILE NO. _____
RECEIVED
APR 22 1994
Secretary 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 HILLESTAD 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 GORDON W. HILLESTAD,
Rural Route No. 2, Volga, South Dakota Zip + 4 57071

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

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.

No Change.

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

NAME	REPLACED	AS OFFICER OR DIRECTOR
	<u>No Change.</u>	

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 1,625
(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
		<u>No Change.</u>	

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5 % (Applies only to AUTHORIZED FARM CORPORATION) HILLESTAD FARMS, INC.

Dated April 20 19 94

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

STATE OF SOUTH DAKOTA
COUNTY OF Brookings ss

I, STEVEN I. BRITZMAN, a notary public, do hereby certify that on this 20th day of April 19 94,

personally appeared before me [Signature] who, being by me first duly sworn, declared that he/she is the Treasurer of HILLESTAD FARMS, INC. that he/she signed the foregoing document

as officer of the corporation, and the statements therein contained are true
My Commission Expires the 24th day of March, 1999.

[Signature]
Notary Public

6404-671-4010-1X

1995
RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
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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 3-10-95
RECEIPT NO. 450635

RECEIVED

MAR 10 1995

1. Corporate Name, Registered Agent and Registered Address

DP-00277
HILLESTAD FARMS, INC.
HILLESTAD, GORDON
RR 2
VOLCANO, SD 57071

Telephone # _____ S.D. SEC. OF STATE

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. (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 3, 1995
By Richard Hillestad
(Signature)
Its Treasurer
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF Brookings ss
I, STEVEN J. BRITZMAN, a notary public, do hereby certify that on this 3rd day of March 1995, personally appeared before me RICHARD A. HILLESTAD, who, being by me first duly sworn, declared that he/she is the Treasurer of HILLESTAD FARMS, INC.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.
My Commission Expires the 24th day of March, 1999.
[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: \$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
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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 3-10-95
FILE NO. _____
RECEIVED
MAR 10 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:

1. The name of the corporation is HILLESTAD 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 GORDON W. HILLESTAD,
Rural Route No. 2, Volga, South Dakota Zip + 4 57071
3. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is N/A

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.
No Change.

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

NAME	REPLACED	AS OFFICER OR DIRECTOR
	<u>No Change.</u>	

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 1,625
(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
		<u>No Change.</u>	

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5 % (Applies only to AUTHORIZED FARM CORPORATION) HILLESTAD FARMS, INC.
Dated March 3 1995 By Richard Hillstad
(Signature)
Treasurer
Its _____
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF Brookings ss
I, STEVEN J. BRITZMAN, a notary public, do hereby certify that on this 3rd day of March 1995, personally appeared before me RICHARD A. HILLESTAD who, being by me first duly sworn, declared that he/she is the Treasurer of HILLESTAD FARMS, INC. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.
My Commission Expires the 24th day of March, 1999.

Steven J. Britzman
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. 524704
RECEIVED
MAR 04 1996

1. Corporate Name, Registered Agent and Registered Address:

DP 022272
HILLESTAD FARMS, INC.
HILLESTAD, GORDON W.
RR 2
VOLGA, SD 57071

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.

***** 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
GORDON W. HILLESTAD	President	46512 216th Street	Volga	South Dakota	57071
RONALD L. HILLESTAD	Vice President	2177 463rd Ave.	Volga	South Dakota	57071
MARILYN H. HILLESTAD	Secretary	46512 216th Street	Volga	South Dakota	57071
RICHARD A. HILLESTAD	Treasurer	4625 218th Street	Volga	South Dakota	57071

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
2000	Common	N/A	\$500.00

NUMBER OF SHARES ACTUALLY ISSUED	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
1625	Common	N/A	\$500.00

6. The amount of its stated capital is \$ 812,500.00 (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 February 23rd 1996
By [Signature]
(Signature)
its Treasurer
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF Brookings ss

I, STEVEN I. BRITZMAN, a notary public, do hereby certify that on this 23rd day of February 1996, personally appeared before me RICHARD A. HILLESTAD who, being by me first duly sworn, declared that he/she is the Treasurer of HILLESTAD FARMS, INC.

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

My Commission Expires the 24th day of March, 1996.

[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 HILLESTAD FARMS, INC.
2. The previous street address, or a statement that there is no street address, of its registered office Rural Route No. 2, Volga, South Dakota ZIP + 4 57071
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. 46512 216th Street, Volga, South Dakota ZIP + 4 57071
4. The name of its previous registered agent is GORDON rr. HILLESTAD
5. The name of its successor registered agent is GORDON rr. HILLESTAD
* 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 February 23rd, 1996

Richard A. Hillestad
(signature)
Treasurer
(title)

STATE OF SOUTH DAKOTA
COUNTY OF Brookings **

I, STEVEN J. BRITZMAN, a notary public, do hereby certify that on this 23rd day of February 1996, personally appeared before me RICHARD A. HILLESTAD who, being by me first duly sworn, declared that he/she is the Treasurer of HILLESTAD FARMS, INC. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires the 24th day of March, 1999.

Richard A. Hillestad
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
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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 3-4-96
FILE NO. RECEIVED
MAR 6 1996
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 HILLESTAD 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 GORDON W. HILLESTAD,
46512 216th Street, Volga, South Dakota Zip + 4 57071
3. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is N/A

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.
No Change.

5. List only the changes of the names or addresses of the officers and directors.
- | NAME | REPLACED | AS OFFICER OR DIRECTOR |
|------|----------------------------------|------------------------|
| | <u>See attached Exhibit "A".</u> | |

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 |
|----------------------------------|---------|------------------|-------------------|
| <u>See attached Exhibit "A".</u> | | | |

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5%. (Applies only to AUTHORIZED FARM CORPORATION) HILLESTAD FARMS, INC.

Dated February 23rd 1996

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

STATE OF SOUTH DAKOTA
COUNTY OF Brookings ss

I, STEVEN J. BRITZMAN, a notary public, do hereby certify that on this 23rd day of February 1996, personally appeared before me RICHARD A. HILLESTAD who, being by me first duly sworn, declared that he/she is the Treasurer of HILLESTAD FARMS, INC. that he/she signed the foregoing document

as officer of the corporation, and the statements therein contained are true
My Commission Expires the 24th day of March, 1999.

[Signature]
Notary Public

EXHIBIT "A"
Attachment to Annual Farm Report of
ALLISON FARMS, INC.

5. List only the changes of the names or addresses of the officers and directors. Each officer and director has a new address as a result of the implementation of the rural addressing system.

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICER OR DIRECTOR</u>
GORDON W. HILLESTAD	46512 216th Street Volga, So. Dak. 57071	President, Director
RONALD L. HILLESTAD	21779 463rd Avenue Volga, So. Dak. 57071	Vice-President, Director
MARILYN H. HILLESTAD	46512 216th Street Volga, So. Dak. 57071	Secretary, Director
RICHARD A. HILLESTAD	46250 218th Street Volga, So. Dak. 57071	Treasurer, Director

7. List changes only of names and number of shares owned by shareholders. Each shareholder has a new address, as follows:

GORDON W. HILLESTAD	46512 216th Street Volga, So. Dak. 57071
RONALD L. HILLESTAD	21779 463rd Avenue Volga, So. Dak. 57071
MARILYN H. HILLESTAD	46512 216th Street Volga, So. Dak. 57071
RICHARD A. HILLESTAD	46250 218th Street Volga, So. Dak. 57071

1997

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ANNUAL REPORT

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

FILE DATE 4-3-97
RECEIPT NO. 61733
RECEIVED

APR 03 1997

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DE-022272
HILLESTAD FARMS, INC.
HILLESTAD, GORDON W.
46512 216TH STREET
VOLGA, SD 57071-5923

MAR/96

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.

HILLESTAD FARMS, INC.

Dated March 12 19 97

By Richard Hillestad

(Signature)

Its _____
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF Brookings ss
I, STEVEN J. BRITZMAN

_____, a notary public, do hereby certify that on this 13th day of March 19 97.

personally appeared before me RICHARD A. HILLESTAD who, being by me first duly sworn, declared that he/she is the
Treasurer of HILLESTAD FARMS, INC.

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

My Commission Expires March 24, 1999.

Steven J. Britzman
Notary Public

(Notarial Seal)

SOS CRP 410 10/95

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

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

File Date: _____
Receipt No.: _____

FILING FEE: \$6 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

3705187, 789
5/6/97

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 4.3.97
FILE NO. _____
RECEIVED
APR 03 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:

1. The name of the corporation is HILLESTAD 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 GORDON W. HILLESTAD,
46512 - 216th Street, Volga, South Dakota Zip + 4 57071

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

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.

No Change.

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

NAME REPLACED AS OFFICER OR DIRECTOR

No Change.

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 1,625
(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

No Change.

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5 % (Applies only to AUTHORIZED FARM CORPORATION) HILLESTAD FARMS, INC.

Dated March 12 19 97

By Rich Hillestad
(Signature)
is None
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF Brookings ss

I, STEVEN J. BRITZMAN a notary public, do hereby certify that on this 12th day of March 1997,

personally appeared before me RICHARD A. HILLESTAD who, being by me first duly sworn, declared that he/she is the Treasurer of HILLESTAD FARMS, INC that he/she signed the foregoing document

as officer of the corporation, and the statements therein contained are true
My Commission Expires March 24, 1999.

Steven J. Britzman
Notary Public

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 3-16-98
RECEIPT NO 697990
RECEIVED
MAR 16 1998
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DF-022272
HILLESTAD FARMS, INC.
HILLESTAD, GORDON W.
46512 216TH STREET
VOLGA, SD 57071-6923

MAR/97

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

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

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

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

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

3. The names and addresses of its directors and officers

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

SD law requires at least one director.

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

Director _____
Director _____

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

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

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

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

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

HILLESTAD FARMS, INC.

Dated March 5, 1998

By Rich Hillestad
(Signature)
his _____
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF Brookings ss

I, Steven J. Britzman, a notary public, do hereby certify that on this 5th day of March, 1998, personally appeared before me Richard A. Hillestad, who, being by me first duly sworn, declared that he/she is the Treasurer of HILLESTAD FARMS, INC.

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

My Commission Expires March 24, 1999.

Steven J. Britzman
Notary Public

(Notarial Seal)

SOS CRP 6/97

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

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

File Date: _____
Receipt No.: _____

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

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

1. The name of the corporation is _____

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

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

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

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

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

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

Dated _____ 19 _____

(signature)

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

0085121.4096
5/10/98
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 3-16-98
FILE NO. 07990
RECEIVED
MAR 18 1998
S.D. SEC. DEPT.

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 HILLESTAD 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 Gordon W. Hillestad
46512 - 216th Street, Volga, South Dakota Zip + 4 57071

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

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.
No Change.

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

NAME	REPLACED	AS OFFICER OR DIRECTOR
<u>No Change.</u>		

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 1,625. (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
<u>No Change.</u>			

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5%. (Applies only to AUTHORIZED FARM CORPORATION) HILLESTAD FARMS, INC.

Dated March 5 19 98

By Richard A. Hillestad
(Signature)
Its Treasurer
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF Brookings ss

I, Steven J. Britzman, a notary public, do hereby certify that on this 5th day of March 1998, personally appeared before me Richard A. Hillestad who, being by me first duly sworn, declared that he/she is the Treasurer of HILLESTAD FARMS, INC. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true
My Commission Expires March 24, 1999.

Steven J. Britzman
Notary Public

(Notarial Seal)

SOS CRP 410 10/92

1999

RETURN TO SECRETARY OF STATE 500 E. CAPITOL PIERRE, S.D. 57531-5077 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 4-24-99 RECEIPT NO. 794004 RECEIVED RECEIVED APR 23 1999 MAR 22 1999 SEC. OF STATE SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DF-022272 MAR/98 HILLESTAD FARMS, INC. HILLESTAD, GORDON W. 46512 216TH STREET VOLGA, SD 57071-6923

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

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

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

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

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

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

Table with columns: NAME, OFFICE, STREET ADDRESS, CITY, STATE, ZIP+4. Rows include Gordon Hillestad (President), Ronald Hillestad (Vice President), Marilyn Hillestad (Secretary), and Richard Hillestad (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. 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:

Table with columns: NUMBER OF SHARES CAN ISSUE (authorized), CLASS, SERIES, PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE. Row: 2000, Common, N/A, \$500.00

5. NUMBER OF SHARES ACTUALLY ISSUED 1623, Common, N/A, \$500

6. The amount of its stated capital is \$ 811,500 (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 4 19 99 By [Signature] (Signature) Its Treasurer (Title)

STATE OF South Dakota ss COUNTY OF Brookings

I, Steven J. Briteman a notary public, do hereby certify that on this 4th day of March 19 99, personally appeared before me Richard Hillestad who, being by me first duly sworn, declared that he/she is the Treasurer of Hillestad 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 March 22, 1999 [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 Hillested Farms, Inc.
2. The previous street address, or a statement that there is no street address, of its registered office 46512-216TH St., Volga, SD ZIP + 4 57071-6923
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. 46250-218TH St., Volga, SD ZIP + 4 57071
4. The name of its previous registered agent is no name Gordon Hillested
5. The name of its successor registered agent is Richard Hillested
*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 March 4 19 99

Richard Hillested
(Signature)

Treasurer
(Title)

STATE OF South Dakota
COUNTY OF Brookings ss

I, Steven J. Britzman, a notary public, do hereby certify that on this 4TH day of March 19 99, personally appeared before me Richard Hillested who, being by me first duly sworn, declared that he/she is the Treasurer of Hillested Farms, Inc. that he/she signed the foregoing document as officer of

the corporation, and the statements therein contained are true.

My Commission Expires March 24, 1999

Steven J. Britzman
Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Richard Hillested, hereby give my consent to serve as the
(name of registered agent)
registered agent for Hillested Farms, Inc.
(corporate name)
Dated March 4TH 19 99 Richard Hillested
(signature)

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

794004
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 RECEIVED
 APR 23 1999 MAR 22 1999
 S.D. SEC. OF STATE 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 Hillstead 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 _____
46512 - 216 TH St., Volga, SD Zip + 4 57071

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

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.
NONE

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

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

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 125. (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
<u>NONE</u>			

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5 % (Applies only to AUTHORIZED FARM CORPORATION)

Dated March 4 19 99

By Richard Hillstead
 (Signature)
 Title Treasurer

STATE OF South Dakota
 COUNTY OF Brookings ss

I, Steven J. Gritzen, a notary public, do hereby certify that on this 4TH day of March 19 99, personally appeared before me Richard Hillstead who, being by me first duly sworn, declared that he/she is the Treasurer of Hillstead Farms Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true

My Commission Expires March 29 1999

Steven J. Gritzen
 Notary Public

(Notarial Seal)

S05 CRP 410 10/92

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 3-1-00
RECEIPT NO. 364732

RECEIVED

FEB 22 2000

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DF-022272 MAR/1999
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

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 February 17, 2000

By Rich Hillestad
(Signature)

its Treasurer
(Title)

STATE OF South Dakota ss

COUNTY OF Brookings

On this the 17th day of February, 2000, before me, Steven J. Britzman

personally appeared Rich Hillestad, known to me, or proved to me,

to be the Treasurer 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 March 24 2005

Steven J. Britzman
Notary Public

(Notarial Seal)

SOS CRP 11/99

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

00032014516
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 3-1-00
 FILE NO. _____
 RECEIVED
 FEB 22 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 Hillestad 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 Richard H. Hillestad
46250 - 218TH St., Volga, SD Zip + 4 57071-6908
3. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____
N/A

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.
NONE

5. List only the changes of the names or addresses of the officers and directors.
- | NAME | REPLACED | AS OFFICER OR DIRECTOR |
|-------------|----------|------------------------|
| <u>NONE</u> | | |

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 1625
 (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
<u>Gordon Hillestad</u>	<u>46512 - 216TH Volga SD</u>	<u>79</u>	<u>1ST</u>
<u>Marilyn Hillestad</u>	<u>" " "</u>	<u>78</u>	<u>1ST</u>
<u>Richard A. Hillestad</u>	<u>46250-218TH St. Volga SD</u>	<u>629</u>	<u>1ST</u>
<u>Ronald H. Hillestad</u>	<u>21779-463RD Ave. Volga SD</u>	<u>497</u>	<u>1ST</u>

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5 % (Applies only to AUTHORIZED FARM CORPORATION)

Dated Feb 17 192000 By Richard Hillestad
 (Signature)
 Its Treasurer
 (Title)

STATE OF South Dakota
 COUNTY OF Brookings ss
 I, Steven J. Britzeman, a notary public, do hereby certify that on this 17TH day of Feb. 2000, personally appeared before me Rick Hillestad who, being by me first duly sworn, declared that he/she is the Treasurer of Hillestad Farms, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true
 My Commission Expires March 24, 2005
Steven J. Britzeman
 Notary Public

2001

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

ANNUAL REPORT

0103206 0472

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 3-15-01
RECEIPT NO 963924

RECEIVED

MAR 15 01

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DF-022272 MAR 2000
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST

VOLGA SD 57071-6908

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 13, 2001

By Rich Hillestad
(Signature)

Its Treasurer
(Title)

STATE OF South Dakota
COUNTY OF Brookings ss

On this the 13 day of March, 2001, before me, Steven J. Britzeman, personally appeared Richard H. Hillestad aka, Rich Hillestad, known to me, or proved to me, to be the Treasurer 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 March 24, 2005

Steven J. Britzeman
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: \$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, _____, 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 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 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

1. The name of the corporation is HILLESTAD 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 Richard Hillestad
46250 - 218TH ST, Volga, SD Zip+4 57071-6908

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

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

See attached Exhibit "A"

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

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

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 125
(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
<u>Gordon Hillestad</u>	<u>46512-216TH Volga SD</u>	<u>74</u>	<u>1ST</u>
<u>Marilyn Hillestad</u>	<u>46512-216TH Volga SD</u>	<u>73</u>	<u>1ST</u>
<u>Richard Hillestad</u>	<u>46250-218TH Volga SD</u>	<u>639</u>	<u>1ST</u>

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5 % (Applies only to AUTHORIZED FARM CORPORATION)

Dated March 13, 2001

By Richard Hillestad
(Signature)

STATE OF South Dakota ss
COUNTY OF Brookings

Its Treasurer
(Title)

On this the 13 day of March, 2001, before me Steven J. Briteman
personally appeared Richard Hillestad, aka, Rich Hillestad known to me, or proved to me,
to be the Treasurer 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 March 24, 2005

Steven J. Briteman
Notary Public

(Notarial Seal)

0103208.0472
3/22/01

EXHIBIT "A"

The Southeast Quarter (SE 1/4) of Section Fifteen (15), Township One Hundred Nine (109) North, Range Fifty-one (51) West of the 5th P.M., County of Brookings, State of South Dakota, Subject to Lot "H" One (H-1) thereof.

0103208 0472
3/22/01

EXHIBIT "A"

The Southeast Quarter (SE ¼) of Section Fifteen (15), Township One Hundred Nine (109) North, Range Fifty-one (51) West of the 5th P.M., County of Brookings, State of South Dakota, Subject to Lot "H" One (H-1) thereof.

This property was purchased by Hillestad Farms, Inc. during the year of 2000.

2002

ANNUAL REPORT

20421 303224
4/5/02

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 3/11/02
RECEIPT NO. 107143

RECEIVED

MAR 11 02

1. Corporate Name, Registered Agent and Registered Address:



DF-022272 MAR/2001
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

Telephone # S.D. SEC. OF STATE

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 February 27 2002

By Gordon Hillestad (Signature)

Its President (Title)

STATE OF South Dakota ss

COUNTY OF Brackings

On this the 27th day of February 2002, before me, Steven J. Briteman

personally appeared Gordon Hillestad, 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 March 29, 2005

(Notarial Seal)

Notary Public

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
503 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 _____
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 3/11/02
RECEIPT NO. _____

RECEIVED
MAR 11 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:

- The name of the corporation is HILLESTAD FARMS INC.
The state of incorporation is SOUTH DAKOTA
- The name of the registered agent in South Dakota and the registered office address is Richard Hillestad
46250 - 218TH ST, Volga, SD 57071
- 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.
NONE
- List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR
<u>NONE</u>		
- 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 1625 (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
<u>NONE</u>			
- The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5 %
(Applies only to AUTHORIZED FARM CORPORATION)

Dated February 27, 2002

STATE OF South Dakota
COUNTY OF Brookings

Gordon Hillestad
(Signature)
President
(Title)

On this the 27th day of February, 2002, before me, Steven J. Briteman
personally appeared Gordon Hillestad 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 _____
(Notarial Seal)

Steven J. Briteman
(Notary Public)

RECEIVED

1911

1911

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

FILE DATE 3/13/03 RECEIPT NO. 1921061 RECEIVED MAR 13 03

1. Corporate Name, Registered Agent and Registered Address:



DF-022272 MAR/2002 HILLESTAD FARMS, INC. HILLESTAD, RICHARD 46250 218TH ST VOLGA SD 57071-6908

Telephone # (605) 822-4385 S.D. SEC. OF STATE 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.

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

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: 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 28, 2003 By [Signature] (Signature) Its Treasurer (Title)

STATE OF South Dakota COUNTY OF Brookings ss

On this the 28 day of February 2002, before me, Steven J. Briteman personally appeared Richard Hillestad, aka. Rich Hillestad, known to me, or proved to me, to be the Treasurer 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 March 24, 2005 [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)

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
Filed pursuant to the provisions of SD 20-10-3A

NO FILING FEE

FILE DATE _____

RECEIVED

MAR 13 03

1. Corporate name and address:



DF-022272 MAR/2002

HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

FILING DATE: Due during the month the ^{S.D. SEC. OF STATE} 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 HILLESTAD FARMS INC.

3. The name of the registered agent in South Dakota and the registered office address is Richard Hillestad,
46250 - 218TH St., Volga, SD 57071

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 1625. (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 5 %.
(Applies only to AUTHORIZED FARM CORPORATION)

Dated February 28, 2003.

STATE OF South Dakota

COUNTY OF Brachings

On this the 28TH day of February, 2003, before me, Steven J. Britzeman

personally appeared Richard Hillestad, aka. Rick Hillestad, known to me, or proved to me,

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

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

Richard Fox Le Prieux Hillestad

(Signature)

Treasurer

(Title)

March 24, 2005
My Commission Expires

(Notarial Seal)

Steven J. Britzeman
(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)

226 0545
03/10/04
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

FEB 26 '04

S.D. SEC. OF STATE

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.

1. Corporate name and address:



* D F O 2 2 2 7 7 *
DF022272 MAR/2003
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

2. The state of incorporation is South Dakota

3. The name of the registered agent in South Dakota and the registered office address is Richard Hillestad,
46250 - 218 TH St., Volga, SD 57071

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 1625. (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 5 %.
(Applies only to AUTHORIZED FARM CORPORATION)

Dated February 20, 2004

Rich Hillestad

(Signature)

None

(Title)

STATE OF South Dakota

COUNTY OF Brookings

On this the 20 day of February, 2004, before me, Steven J. Britzman
personally appeared Richard Hillestad, aka, Rick Hillestad, known to me, or proved to me,
to be the Treasurer of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.

March 24, 2005
My Commission Expires

Steven J. Britzman
(Notary Public)

(Notarial Seal)



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 03/04/05

RECEIVED

FEB 24 05

S.D. SEC. OF STATE

234 0094

1. Corporate name and address:



* D F O 2 2 2 7 2 *
DF022272 MAR/2004
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

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 Richard Hillestad
46250-218TH St, Volga, SD 57071

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 1625. (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
------	---------	------------------	-------------------

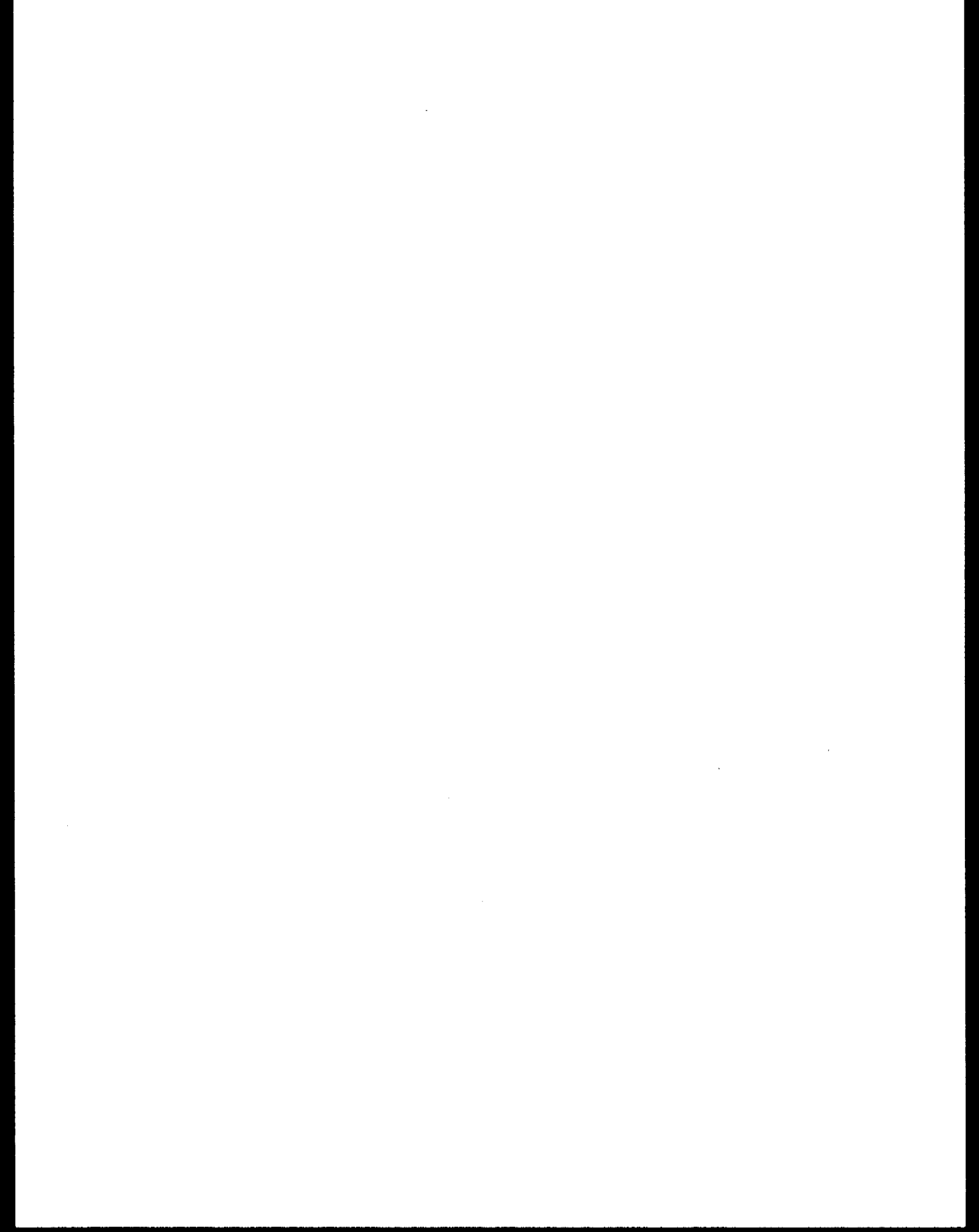
None

9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5 %.
(Applies only to AUTHORIZED FARM CORPORATION)

Dated 2/16/05

Rich Hillestad
(Signature)

Treasurer
(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 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)

**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 03/01/06

RECEIVED

FEB 15 '06

S.D. SEC. OF STATE

246 0436

1. Corporate name and address:



DF022272 MAR/2005
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

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 Richard Hillestad
46250 - 218TH St., Volga, SD 57071

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 1625. (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

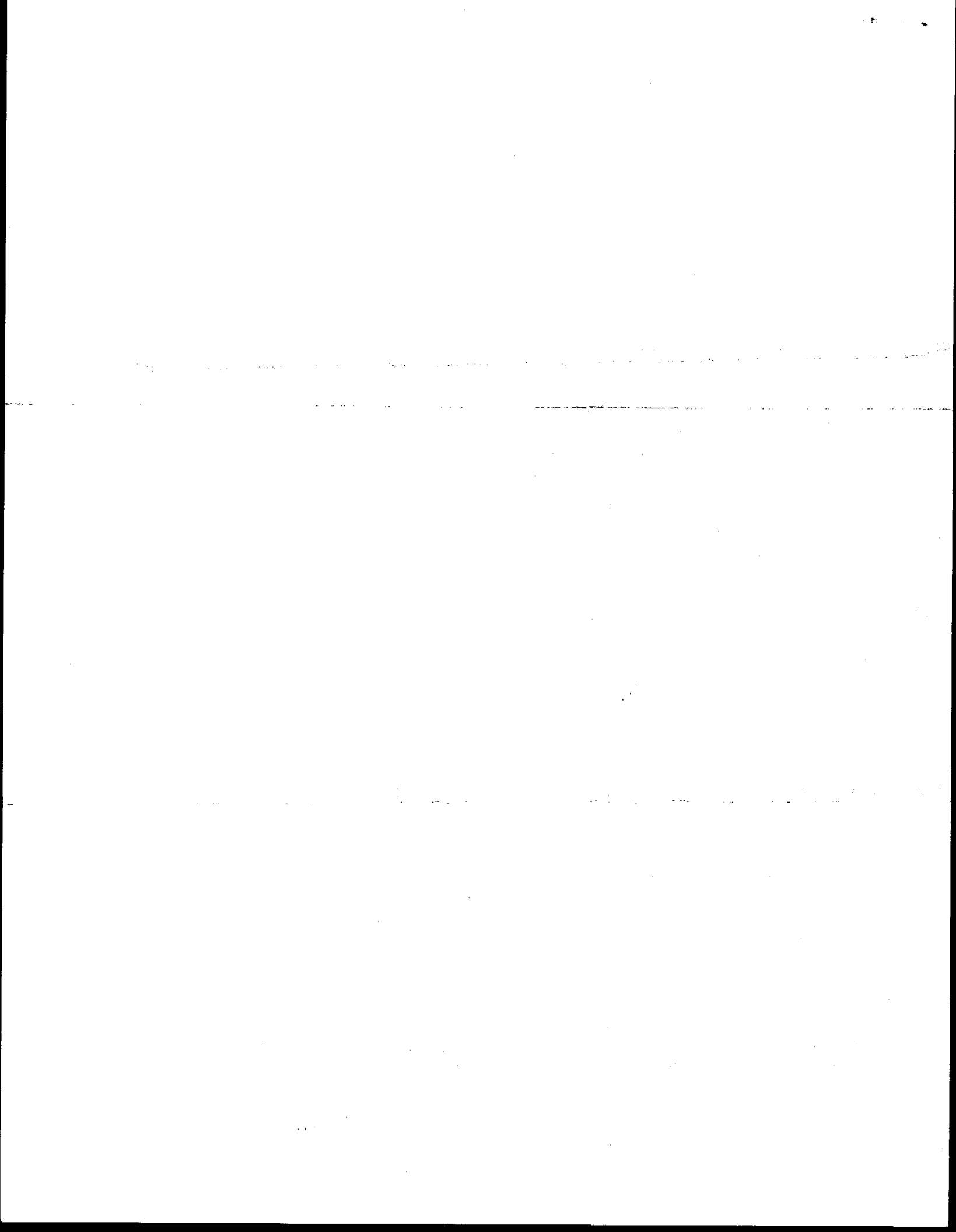
See attached Ex. "A"

9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5 %.
(Applies only to AUTHORIZED FARM CORPORATION)

Dated February 9, 2006

Richard Hillestad
(Signature)

Treasurer
(Title)



DF022272
2006

Exhibit "A"

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

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF</u> <u>SHARES</u>	<u>DEGREE</u> <u>OF</u> <u>KINDRED</u>
Gordon W. Hillestad	46512 – 216 th Street, Volga, SD 57071	47	1 st
Marilyn H. Hillestad	46512 – 216 th Street, Volga, SD 57071	46	1 st
Ronald E. Hillestad	21779 – 463 rd Avenue, Volga, SD 57071	480	2 nd
Richard A. Hillestad	46250 – 218 th Street, Volga, SD 57071	710	2 nd

246 0437

259 3632 03/23/2007

2007

ANNUAL REPORT

DOMESTIC

PLEASE TYPE OR USE BLACK INK

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

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



* D F 0 2 2 2 7 2 *
DF022272 MAR/2006
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

Telephone # (605) 826-4387
FAX # N/A

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

FILE DATE 03/12/07
RECEIPT NO. 1655309
RECEIVED
MAR 12 2007
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. 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 46250 - 218TH St, Volga, SD 57071-6908

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>Gordon Hillestad</u>	<u>President</u>	<u>46512 - 216TH St.</u>	<u>Volga</u>	<u>SD</u>	<u>57071</u>
<u>Ronald Hillestad</u>	<u>Vice President</u>	<u>21779 - 463RD Ave.</u>	<u>Volga</u>	<u>SD</u>	<u>57071</u>
<u>Marilyn Hillestad</u>	<u>Secretary</u>	<u>46512 - 216TH St.</u>	<u>Volga</u>	<u>SD</u>	<u>57071</u>
<u>Richard Hillestad</u>	<u>Treasurer</u>	<u>46250 - 218TH St.</u>	<u>Volga</u>	<u>SD</u>	<u>57071-6908</u>

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. Provide a brief description of the nature of the business Farming - Grain + Livestock

NUMBER OF AUTHORIZED SHARES	CLASS	SERIES
<u>2000</u>	<u>Common</u>	<u>N/A</u>

NUMBER OF ISSUED SHARES	CLASS	SERIES
<u>1625</u>	<u>Common</u>	<u>N/A</u>

The statement may be signed by any authorized officer of the Corporation.
Dated 2/23/07

Rich Hillestad
Signature Richard Hillestad

Rich Hillestad
Printed Name Richard Hillestad

Treasurer
Title

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 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)

259 3633 03/23/2007

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 03/12/07

RECEIVED

MAR 12 2007

S.D. SEC. OF STATE

1. Corporate name and address:



* D F 0 2 2 2 7 2 *
DF022272 MAR/2006
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

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 Richard Hillestad
46250-218TH St, Volga, SD 57071-6908

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 1625. (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

See attached Ex. "A"

9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5 %.
(Applies only to AUTHORIZED FARM CORPORATION)

Dated 2/23/07

Richard Hillestad
(Signature) Richard Hillestad

Treasurer
(Title)

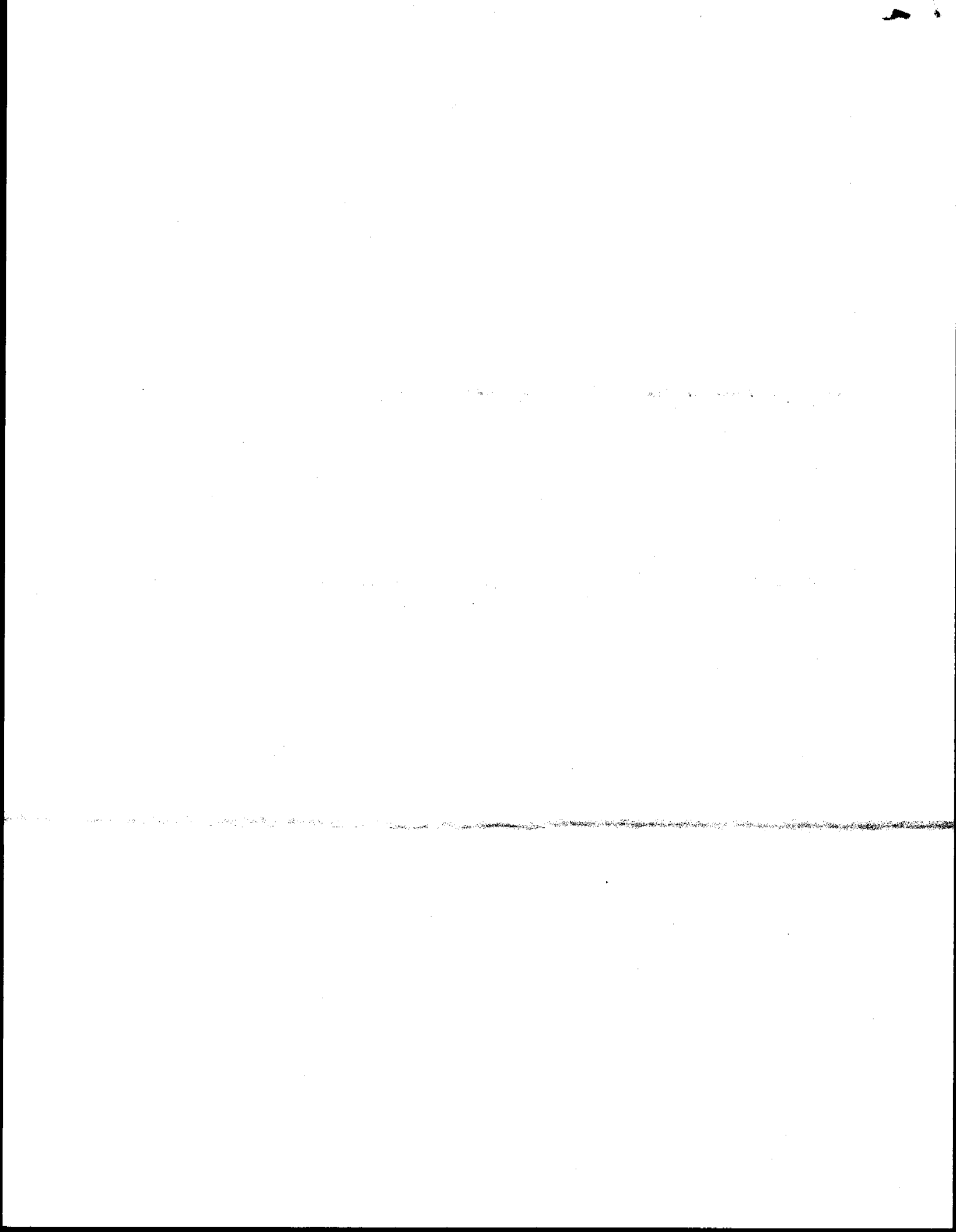
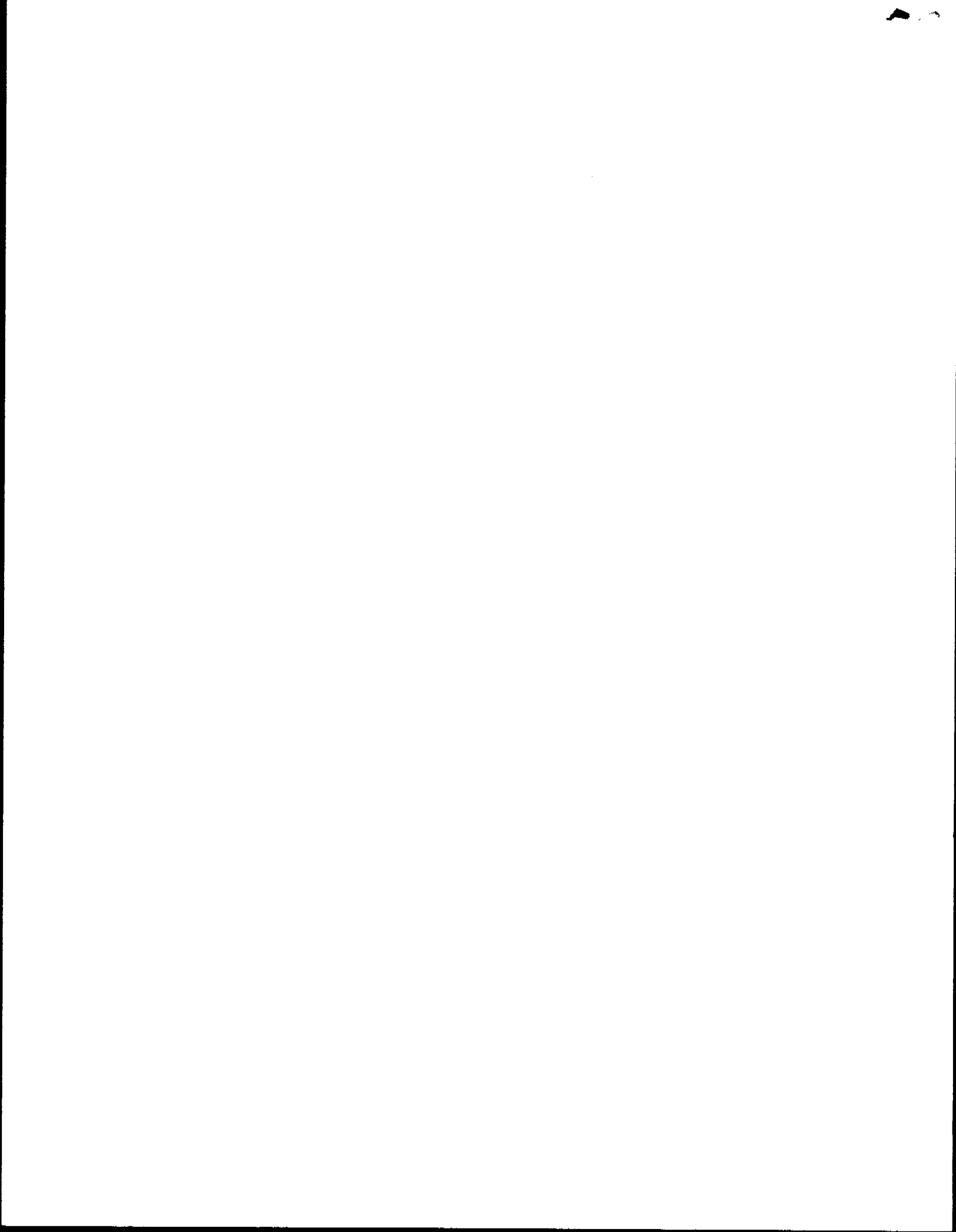


Exhibit "A"

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

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>DEGREE OF KINDRED</u>
Gordon W. Hillestad	46512 – 216 th Street, Volga, SD 57071	17	1 st
Marilyn H. Hillestad	46512 – 216 th Street, Volga, SD 57071	16	1 st
Ronald E. Hillestad	21779 – 463 rd Avenue, Volga, SD 57071	500	2 nd
Richard A. Hillestad	46250 – 218 th Street, Volga, SD 57071	750	2 nd
Roger G. Hillestad	8010 – 256 th Street North, Port Byron, IL 61275-9740	114	2 nd
Ruth M. Sapp	21832 – 465 th Avenue, Volga, SD 57071	114	2 nd
Renae L. Langland	20513 – 462 nd Avenue, Bruce, SD 57220	<u>114</u>	2 nd
		<u>1625</u>	



274 3694 04/15/2008

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 03/27/08

RECEIVED

MAR 27 2008

S.D. SEC. OF STATE

1. Corporate name and address:



* D F O 2 2 2 7 2 *
DF022272 MAR/2007
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

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 Richard Hillestad
46250-218TH St, Volga, SD 57071-6908

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.

See Ex. "A" attached

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 1605. (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

See attached Exhibit "B"

9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5 %.
(Applies only to AUTHORIZED FARM CORPORATION)

Dated 3/4/08

Richard Hillestad
(Signature)

Treasurer
(Title)

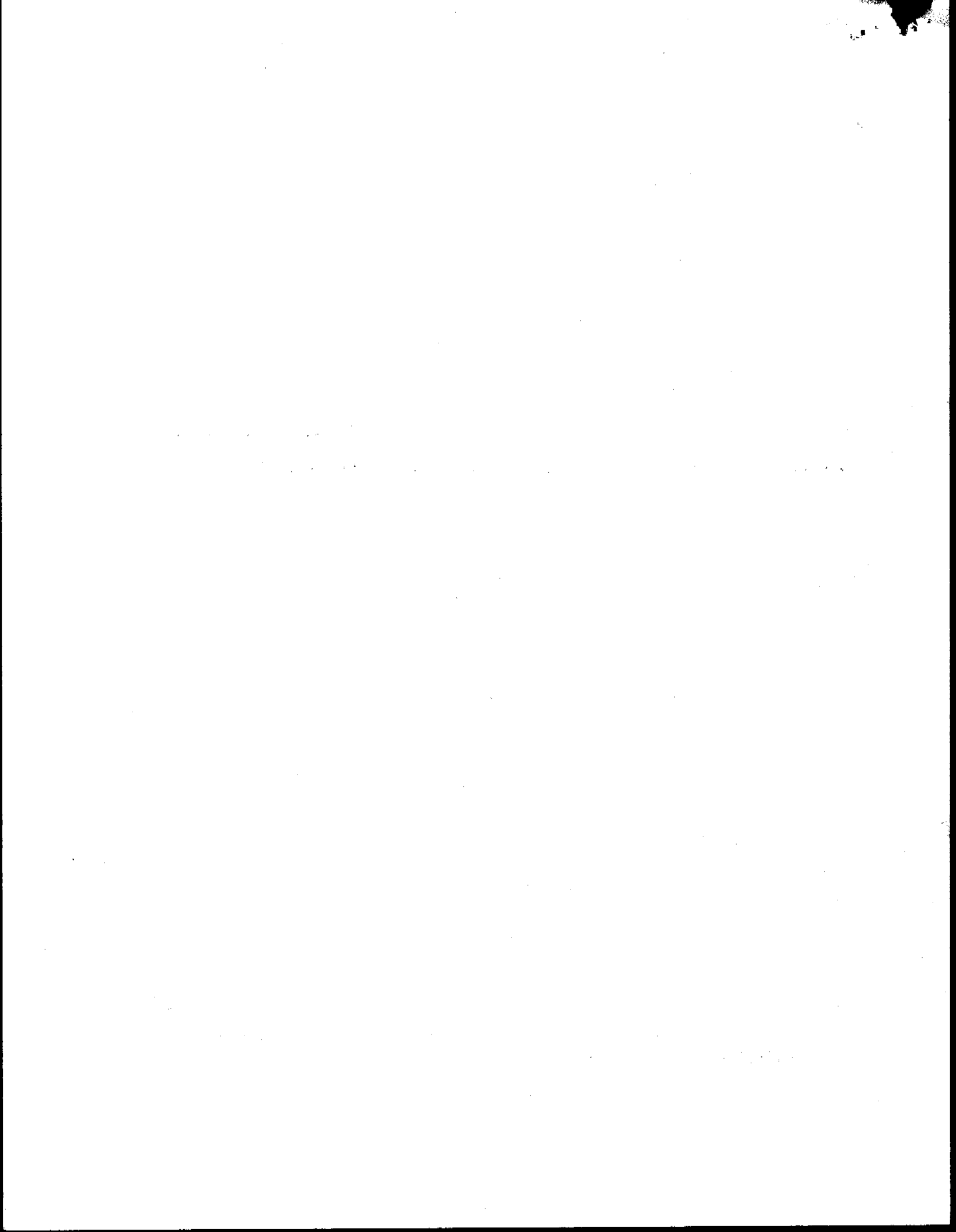


Exhibit "A"

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.

The corporation purchased the following described property in 2007:

The North One-half of the Northwest Quarter ($N\frac{1}{2}NW\frac{1}{4}$) of Section Twenty-eight (28) in Township One Hundred Nine (109) North, Range Fifty-one (51) West of the 5th P.M., County of Brookings, State of South Dakota.

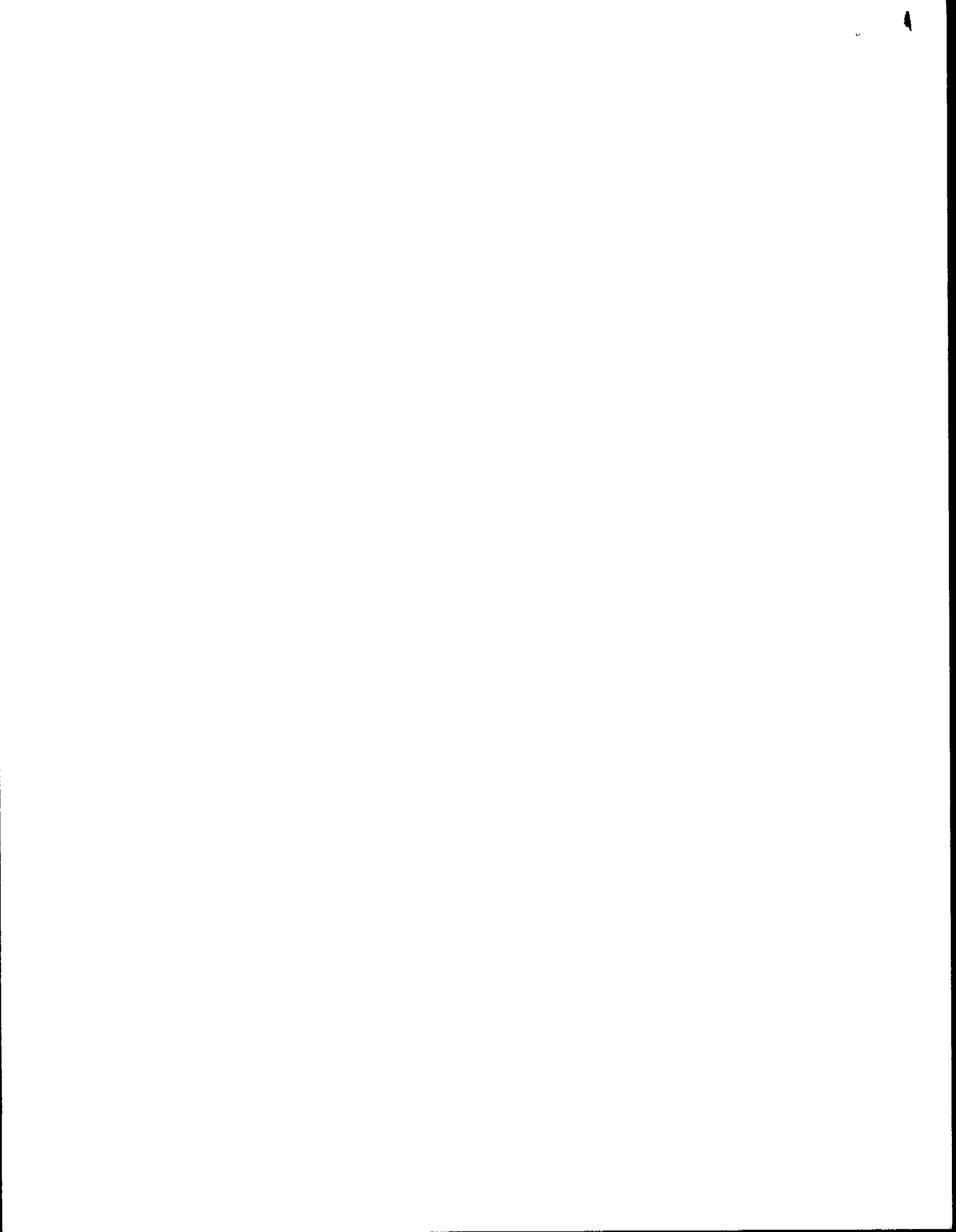
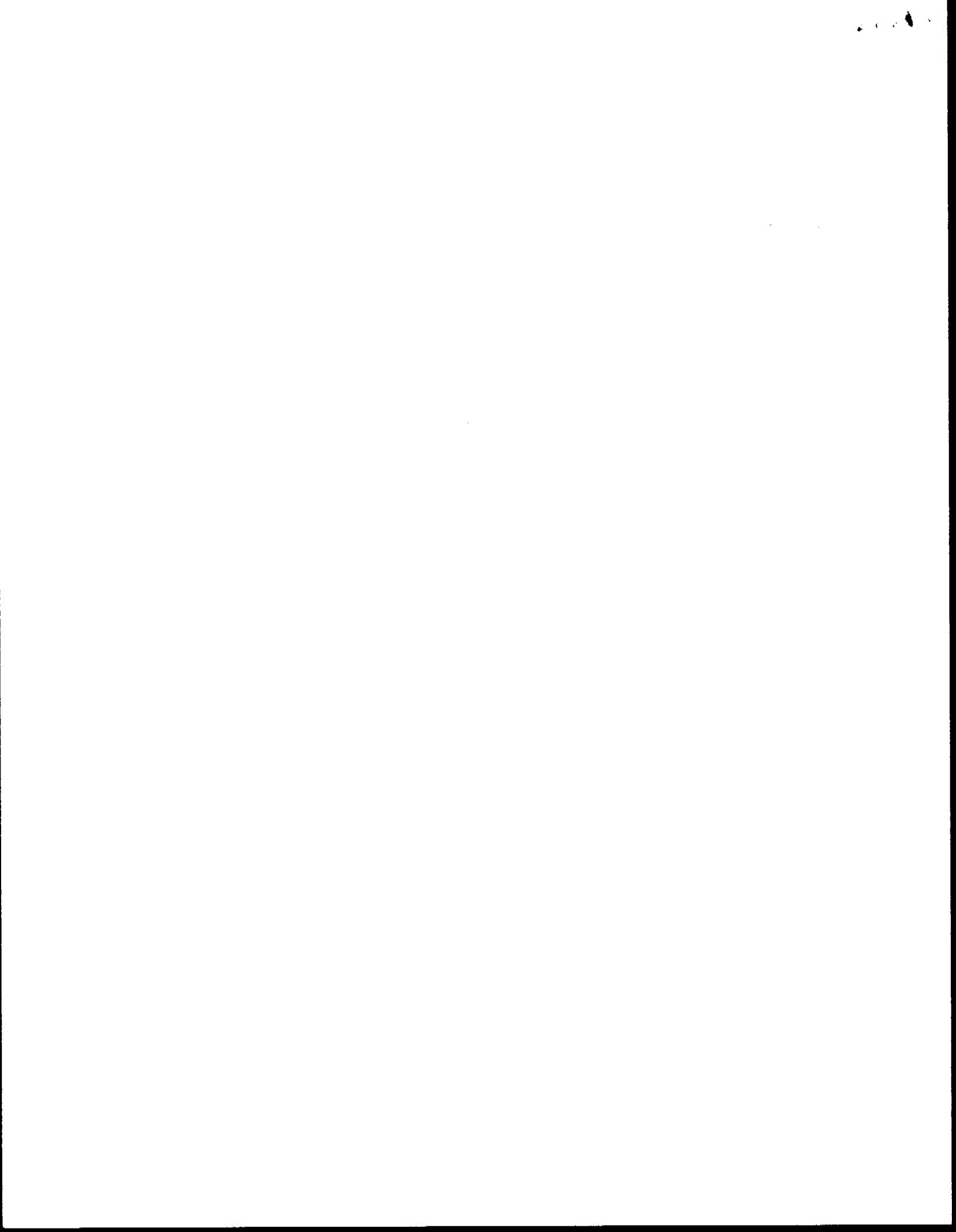


Exhibit "B"

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

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>DEGREE OF KINDRED</u>
Gordon W. Hillestad	46512 – 216 th Street, Volga, SD 57071	7	1 st
Marilyn H. Hillestad	46512 – 216 th Street, Volga, SD 57071	6	1 st
Ronald E. Hillestad	21779 – 463 rd Avenue, Volga, SD 57071	480	2 nd
Richard A. Hillestad	46250 – 218 th Street, Volga, SD 57071	770	2 nd
Roger G. Hillestad	8010 – 256 th Street North, Port Byron, IL 61275-9740	114	2 nd
Ruth M. Sapp	21832 – 465 th Avenue, Volga, SD 57071	114	2 nd
Rena L. Langland	20513 – 462 nd Avenue, Bruce, SD 57220	<u>114</u>	2 nd
		<u>1605</u>	



274 3693 04/15/2008

2008

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

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

FILE DATE 03/27/08
RECEIPT NO. 1782103
RECEIVED
MAR 27 2008
S.D. SEC. OF STATE

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



* D F 0 2 2 2 7 2 *
DF022272 MAR/2007
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

Telephone # (605) 826-4387
FAX # NIA

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 46250 - 218TH St., Volga, SD 57071-6908

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>Gordon Hillestad</u>	<u>President</u>	<u>46512-216TH St.</u>	<u>Volga</u>	<u>SD</u>	<u>57071</u>
<u>Ronald Hillestad</u>	<u>Vice President</u>	<u>21779 - 463RD Ave.</u>	<u>Volga</u>	<u>SD</u>	<u>57071</u>
<u>Marilyn Hillestad</u>	<u>Secretary</u>	<u>46512-216TH St.</u>	<u>Volga</u>	<u>SD</u>	<u>57071</u>
<u>Richard Hillestad</u>	<u>Treasurer</u>	<u>46250 - 218TH St.</u>	<u>Volga</u>	<u>SD</u>	<u>57071-6908</u>

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. Provide a brief description of the nature of the business Farming - Grain & Livestock

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

NUMBER OF AUTHORIZED SHARES	CLASS	SERIES
<u>2000</u>	<u>Common</u>	<u>NIA</u>

6. NUMBER OF ISSUED SHARES

NUMBER OF ISSUED SHARES	CLASS	SERIES
<u>1605</u>	<u>Common</u>	<u>NIA</u>

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

Dated 3/4/08

Rich Hillestad
Signature

Richard Hillestad
Printed Name

Treasurer
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)

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
RECEIPT NO 1891335
RECEIVED
FEB 19 2009
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DF022272 MAR/2008
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

Telephone # (605) 826-4387
FAX # n/a
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.

46250-218th Street Volga SD 57071-6908
Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent Richard Hillestad

46250-218th Street Volga SD 57071-6908
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.

- List of officers and directors including Gordon Hillestad (President), Ronald Hillestad (Vice President), Marilyn Hillestad (Secretary), and Richard Hillestad (Treasurer) with their respective addresses and contact information.

Dated 2-4-09

Richard Hillestad (Signature)
Richard Hillestad (Printed Name)
Treasurer (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

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
RECEIPT NO 1891335
RECEIVED
FEB 19 2009
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DF022272 MAR/2008
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

Telephone # (605) 826-4387
FAX # n/a
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.

46250-218th Street Volga SD 57071-6908
Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent Richard Hillestad

46250-218th Street Volga SD 57071-6908
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.

- List of officers and directors including Gordon Hillestad (President), Ronald Hillestad (Vice President), Marilyn Hillestad (Secretary), and Richard Hillestad (Treasurer) with their respective addresses and contact information.

Dated 2-4-09

Richard Hillestad (Signature)
Richard Hillestad (Printed Name)
Treasurer (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)

288 0438 03/30/2009

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	<u>3/1/09</u>
RECEIPT NO	RECEIVED
FEB 19 2009	
S.D. SEC. OF STATE	

1. Corporate ID, Name and Address:



* D F 0 2 2 2 7 2 *
DF022272 MAR/2008
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

Telephone #	<u>(605) 826-4387</u>
FAX #	<u>n/a</u>
FILING DATE:	To be filed with the Annual Report.

2. The name of the South Dakota Registered Agent Richard Hillestad

46250-218th Street Volga SD 57071-6908
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.

See attached Exhibit "A"

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>1585</u>
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	<u>5</u> %

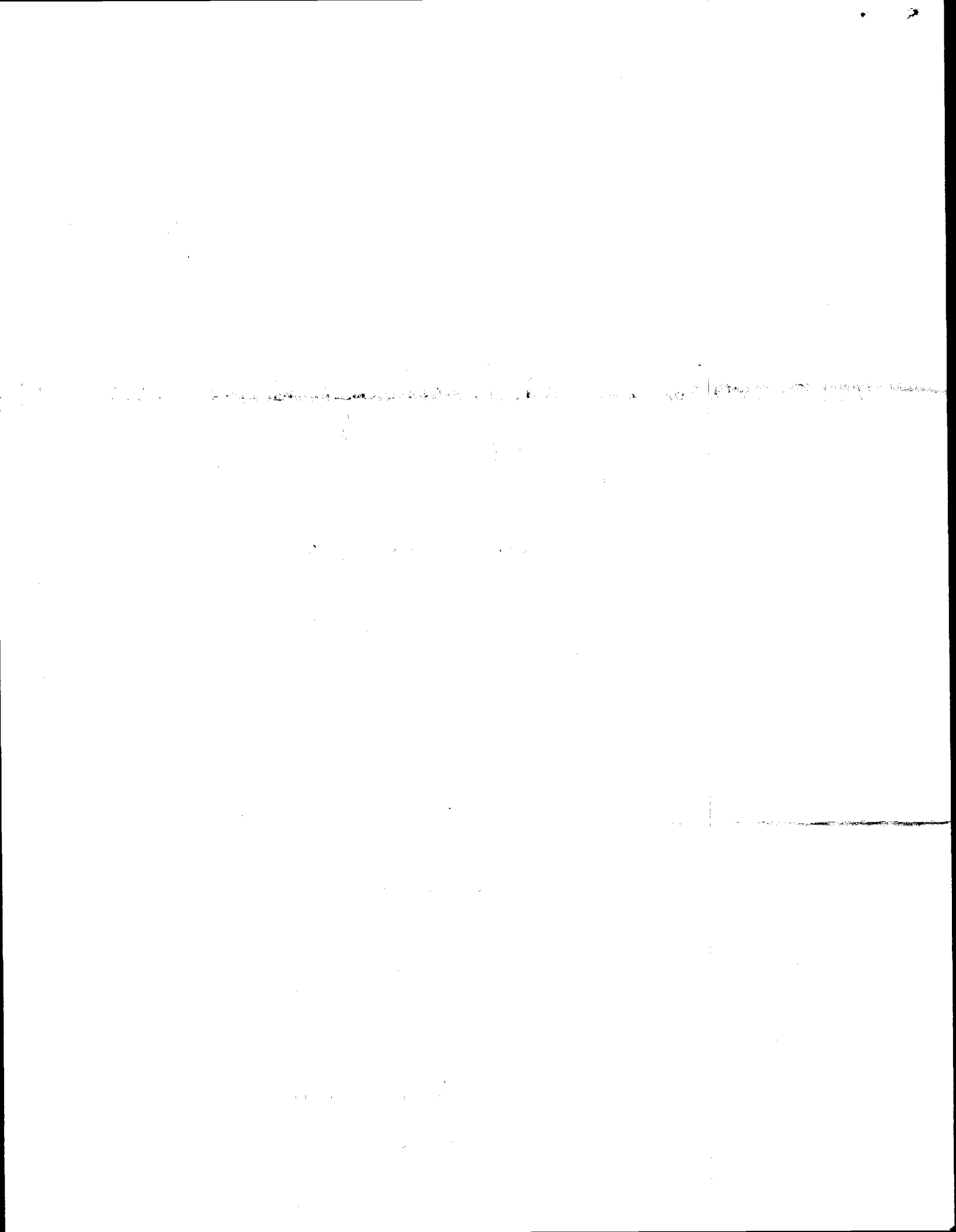
5. List any changes to shareholder name, address, number of shares owned, and degree of kindred.

See attached Exhibit "B"

Name	Address	City	State	Zip	Shares	Kindred

Dated 2-4-09

Rich Hillestad
(Signature of an authorized officer)
Richard Hillestad
(Printed Name)
Treasurer
(Title)



288 0439 03/30/2009

DF02272

Exhibit "A"

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.

The corporation sold the following described property in 2008:

Tract 1.

The East Four Hundred Seventy Feet (E 470') of the South Six Hundred Fifty Feet (S 650') of the Southeast Quarter (SE $\frac{1}{4}$) of Section Twenty-one (21), Township One Hundred Nine (109) North, Range Fifty-one (51) West of the 5th P.M., County of Brookings, State of South Dakota; and

Tract 2.

The East Four Hundred Seventy Feet (E 470') of the North One Hundred Fifty Feet (N 150') of the Northeast Quarter (NE $\frac{1}{4}$) of Section Twenty-eight (28), Township One Hundred Nine (109) North, Range Fifty-one (51) West of the 5th P.M., County of Brookings, State of South Dakota.

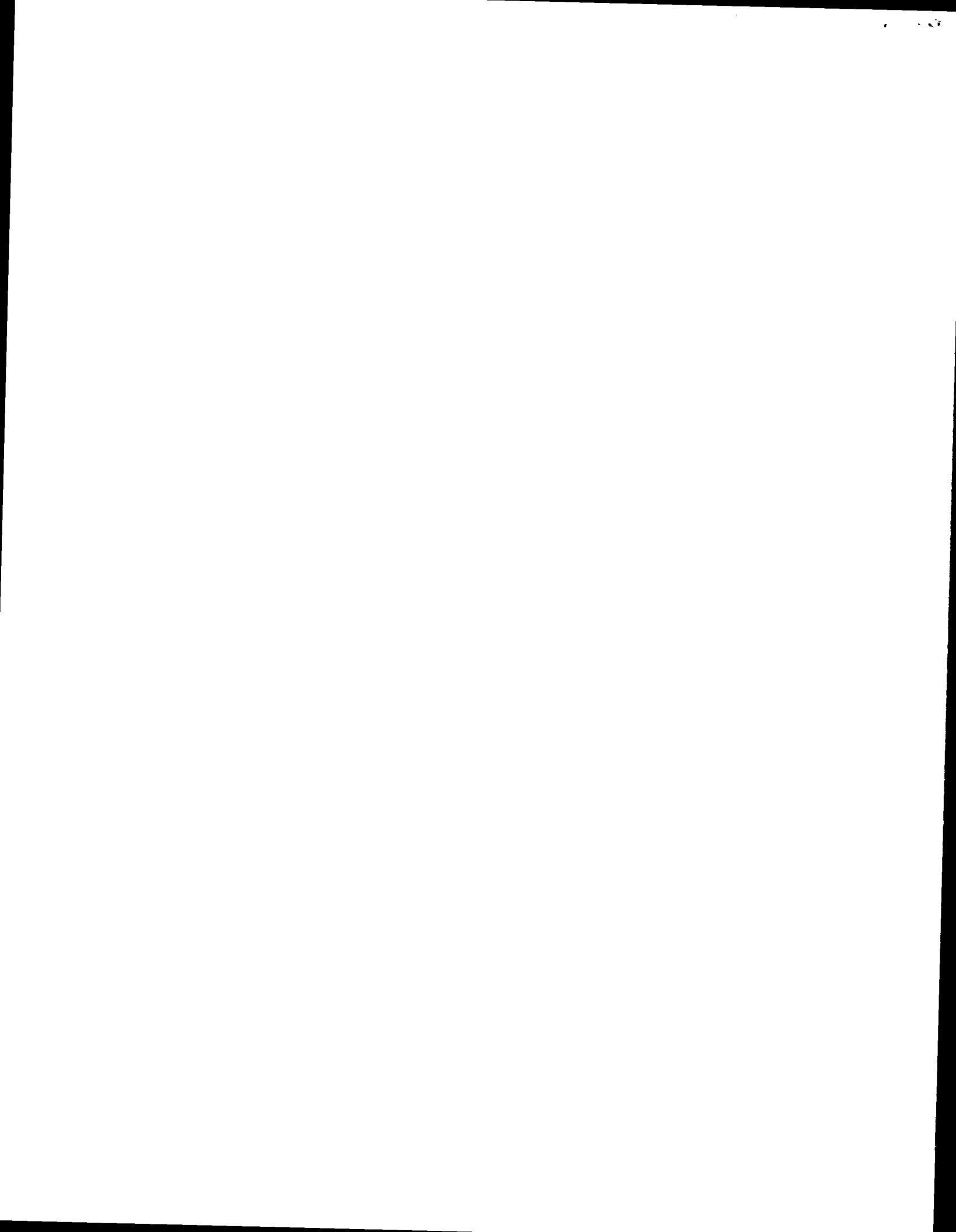
288 0440 03/30/2009

DF022272

Exhibit "B"

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

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>DEGREE OF KINDRED</u>
Gordon W. Hillestad	46512 – 216 th Street, Volga, SD 57071	1	1 st
Marilyn H. Hillestad	46512 – 216 th Street, Volga, SD 57071	1	1 st
Ronald E. Hillestad	21779 – 463 rd Avenue, Volga, SD 57071	440	2 nd
Richard A. Hillestad	46250 – 218 th Street, Volga, SD 57071	801	2 nd
Roger G. Hillestad	8010 – 256 th Street North, Port Byron, IL 61275-9740	114	2 nd
Ruth M. Sapp	21832 – 465 th Avenue, Volga, SD 57071	114	2 nd
Rena L. Langland	20513 – 462 nd Avenue, Bruce, SD 57220	<u>114</u>	2 nd
		<u>1585</u>	



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 03/01/10
RECEIPT NO 2002762
RECEIVED
FEB 24 2010
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DF022272 MAR/2009
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

Telephone # (605)826-4387
FAX # n/a
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.

46250-218th St. Volga SD 57071-6908
Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent Richard Hillestad

46250-218th St. Volga SD 57071-6908
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.

[X] Gordon Hillestad 46512-216th St. Volga SD 57071
President Street Address City State ZIP+4

[X] Ronald Hillestad 21779-463rd Ave. Volga SD 57071
Vice President Street Address City State ZIP+4

[X] Marilyn Hillestad 46512-216th St. Volga SD 57071
Secretary Street Address City State ZIP+4

[X] Richard Hillestad 46250-218th St. Volga SD 57071-6908
Treasurer Street Address City State ZIP+4

[] Director Street Address City State ZIP+4

[] Director Street Address City State ZIP+4

Dated 2-17-10

Rich Hillestad
(Signature of an authorized officer)

Rich Hillestad
(Printed Name)

Treasurer
(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)

302 1311 03/02/2010

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	03/01/10
RECEIPT NO.	
RECEIVED	
FEB 24 2010	
S.D. SEC. OF STATE	

1. Corporate ID, Name and Address:



* D F 0 2 2 2 7 2 *
DF022272 MAR/2009
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

Telephone #	(605)826-4387
FAX #	n/a
FILING DATE:	To be filed with the Annual Report.

2. The name of the South Dakota Registered Agent Richard Hillestad
46250-218th St. Volga SD 57071-6908
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

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>1585</u>
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	<u>5</u> %

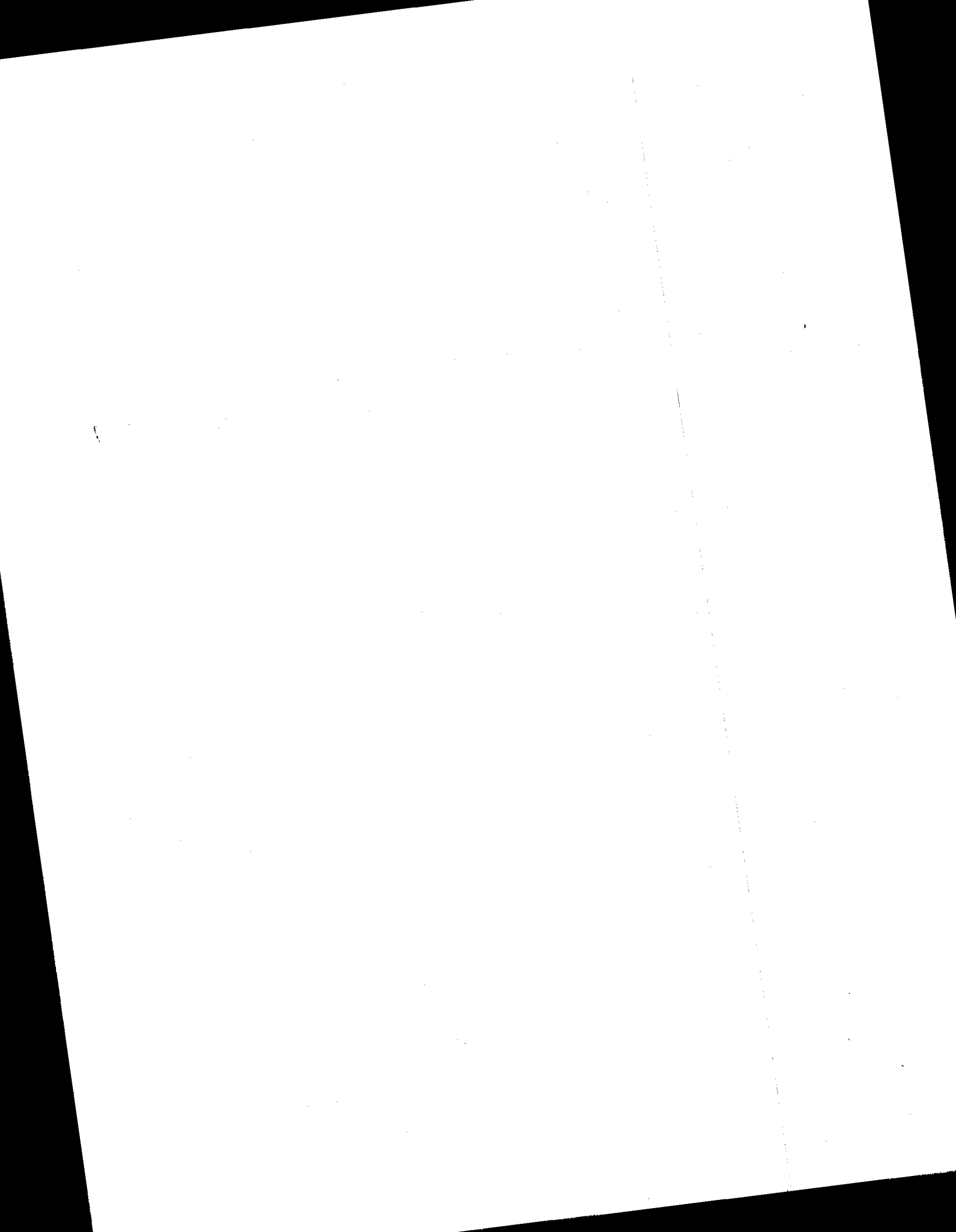
5. List any changes to shareholder name, address, number of shares owned, and degree of kindred.

none

Name	Address	City	State	Zip	Shares	Kindred

Dated 2-17-10

Rich Hillestad
(Signature of an authorized officer)
Rich Hillestad
(Printed Name)
Treasurer
(Title)



317 0719 04/06/2011

2011

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	02/22/11
RECEIPT NO	2127212
RECEIVED	
FEB 22 2011	
S.D. SEC. OF STATE	

1. Corporate Name, Registered Agent Name and Address:



* D F O 2 2 2 7 2 *
DF022272 MAR/2010
HILLESTAD FARMS, INC.
HILLESTAD, RICHARD
46250 218TH ST
VOLGA SD 57071-6908

Telephone #	(605)826-4387
FAX #	n/a
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.

46250-218th St. Volga SD 57071-6908
Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

4. The name of the South Dakota Registered Agent Richard Hillestad

46250-218th St. Volga SD 57071-6908
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.

- Gordon Hillestad 46512-216th St. Volga SD 57071
President Street Address City State ZIP+4
- Ronald Hillestad 21779-463rd Ave. Volga SD 57071
Vice President Street Address City State ZIP+4
- Marilyn Hillestad 46512-216th St. Volga SD 57071
Secretary Street Address City State ZIP+4
- Richard Hillestad 46250-218th St. Volga SD 57071-6908
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 2-15-11

Rich Hillestad
(Signature of an Authorized Person)
Rich Hillestad
(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)

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 02/22/11
 RECEIPT NO 2127212
RECEIVED
FEB 22 2011
 S.D. SEC. OF STATE

1. Corporate ID, Name and Address:



* D F 0 2 2 2 7 2 *
 DF022272 MAR/2010
 HILLESTAD FARMS, INC.
 HILLESTAD, RICHARD
 46250 218TH ST
 VOLGA SD 57071-6908

Telephone # (605) 826-4387
 FAX # n/a
 FILING DATE: To be filed with the Annual Report.

2. The name of the South Dakota Registered Agent

Richard Hillestad

46250 - 218th St.

Volga

SD

57071-6908

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:

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>1585</u>
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	<u>5</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 2-15-11

Rich Hillestad
 (Signature of an Authorized Person)
Rich Hillestad
 (Printed Name)

317 0720

E

2012

Enter Filing Year

ANNUAL FARM REPORT

FILE DATE 03/06/2012

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 27262

1. Corporate Name and Address:

DF022272
 HILLESTAD FARMS, INC.
 46250 218TH ST
 VOLGA, SD 57071-6908

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

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

46250 218TH ST	VOLGA	SD	57071-6908
Street Address	City	State	ZIP+4

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

4. The name of the South Dakota Registered Agent

Agent Name: RICHARD HILLESTAD

46250 218TH ST	VOLGA	SD	57071-6908
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.

<input checked="" type="checkbox"/>	GORDON HILLESTAD	46512 - 216TH ST.	VOLGA	SD	57071
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	RONALD HILLESTAD	21779 - 463RD AVE.	VOLGA	SD	57071
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	MARILYN HILLESTAD	46512 - 216TH ST.	VOLGA	SD	57071
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	RICHARD HILLESTAD	46250 - 218TH ST.	VOLGA	SD	57071
	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
--------	---------	-----------	-------

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)	1,585.00
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 J. BRITZMAN
(Printed Name)

2013

Enter Filing Year

ANNUAL FARM REPORT

FILE 4/3/2014

RECEIPT NO 189959

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:

DF022272
HILLESTAD FARMS, INC.
46250 218TH ST
VOLGA, SD 57071-6908

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

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

46250 218TH ST	VOLGA	SD	57071-6908
Street Address	City	State	ZIP+4

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

4. The name of the South Dakota Registered Agent

Agent Name: RICHARD HILLESTAD

46250 218TH ST	VOLGA	SD	57071-6908
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.

<input checked="" type="checkbox"/>	GORDON HILLESTAD	46512 - 216TH ST	VOLGA	SD	57071
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	RONALD HILLESTAD	21779 - 463RD AVE	VOLGA	SD	57071
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	MARILYN HILLESTAD	46512 - 216TH ST	VOLGA	SD	57071
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	RICHARD HILLESTAD	46250 - 218TH ST	VOLGA	SD	57071
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>	RUTH M SAPP	21832 - 465TH AVENUE	VOLGA	SD	57071
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	ROGER G HILLESTAD	8010 - 256TH ST N	PORT BYRON	IL	61275
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	RENAE L LANGLAND	20513 - 462ND AVENUE	BRUCE	SD	57220
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	AUSTIN HILLESTAD	21580 - 464TH AVENUE	VOLGA	SD	57071
	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)	<u>1585</u>
Authorized Farm	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	<u> </u>

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.

Date

Signature Accepted Electronically

(Signature of an Authorized Person)

RICK HILLESTAD

(Printed Name)

2014

Enter Filing Year

ANNUAL FARM REPORT

FILE 4/3/2014

RECEIPT NO 189962

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:

DF022272
HILLESTAD FARMS, INC.
46250 218TH ST
VOLGA, SD 57071-6908

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

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

46250 218TH ST	VOLGA	SD	57071-6908
Street Address	City	State	ZIP+4
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: RICHARD HILLESTAD

46250 218TH ST	VOLGA	SD	57071-6908
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.

<input checked="" type="checkbox"/>	GORDON HILLESTAD	46512 - 216TH ST	VOLGA	SD	57071
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	RONALD HILLESTAD	21779 - 463RD AVE	VOLGA	SD	57071
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	MARILYN HILLESTAD	46512 - 216TH ST	VOLGA	SD	57071
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	RICHARD HILLESTAD	46250 - 218TH ST	VOLGA	SD	57071
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>	RUTH M SAPP	21832 - 465TH AVENUE	VOLGA	SD	57071
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	ROGER G HILLESTAD	8010 - 256TH ST N	PORT BYRON	IL	61275
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	RENAE L LANGLAND	20513 - 462ND AVENUE	BRUCE	SD	57220
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	AUSTIN HILLESTAD	21580 - 464TH AVENUE	VOLGA	SD	57071
	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)	<u>1585</u>
Authorized Farm	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	<u> </u>

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.

Date

Signature Accepted Electronically

(Signature of an Authorized Person)
RICK HILLESTAD

(Printed Name)

2015

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 DATE 6/10/2015

RECEIPT NO 309420

1. Corporate Name and Address:

DF022272
HILLESTAD FARMS, INC.
46250 218TH ST
VOLGA, SD 57071-6908

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

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

46250 218TH ST	VOLGA	SD	57071-6908
Street Address	City	State	ZIP+4

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

4. The name of the South Dakota Registered Agent

Agent Name: RICHARD HILLESTAD

46250 218TH ST	VOLGA	SD	57071-6908
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.

<input checked="" type="checkbox"/>	RONALD HILLESTAD	21779 - 463RD AVE	VOLGA	SD	57071
	Shareholder/Governor	Street Address	City	State	ZIP+4
<input type="checkbox"/>	RICHARD HILLESTAD	46250 218TH STREET	VOLGA	SD	57071
	Shareholder/Governor	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)	1585
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
RONALD E HILLESTAD	21779 463RD AVE	VOLGA	SD	57071	390.4
Name	Street Address	City	State	ZIP+4	Shares

RICHARD A HILLESTAD	46250 218TH STREET	VOLGA	SD	57071	801.4
Name	Street Address	City	State	ZIP+4	Shares
ROGER G HILLESTAD	8010 256TH STREET NORTH	PORT BYRON	IL	61275-9740	114.4
Name	Street Address	City	State	ZIP+4	Shares
RUTH M SAPP	21832 465TH AVENUE	VOLGA	SD	57071	114.4
Name	Street Address	City	State	ZIP+4	Shares
RENAE L LANGLAND	20513 462ND AVENUE	BRUCE	SD	57220	114.4
Name	Street Address	City	State	ZIP+4	Shares
AUSTIN HILLESTAD	21580 464TH AVENUE	VOLGA	SD	57071	40
Name	Street Address	City	State	ZIP+4	Shares
CLINT HILLESTAD	21580 464TH AVENUE	VOLGA	SD	57071	10
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

Signature Accepted Electronically

(Signature of an Authorized Person)

RICHARD A HILLESTAD

(Printed Name)

2016

ANNUAL FARM REPORT

FILE DATE 4/21/2016

Enter Filing Year

Corporation

RECEIPT NO 407355

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:

DF022272

Enter Corporate ID

HILLESTAD 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).

46250 218TH ST

VOLGA

SD

57071-6908

Actual Street Address or Rural Route Box Number

City

State

ZIP+4

Mailing Address, if Different from Street Address

City

State

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name:

RICHARD HILLESTAD

46250 218TH ST

VOLGA

SD

57071-6908

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"/>	AUSTIN HILLESTAD	46250 - 218TH ST.	VOLGA	SD	57071
	Vice President	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	CLINT HILLESTAD	46512 - 216TH ST.	VOLGA	SD	57071
	Secretary	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	RICHARD HILLESTAD	46250 218TH STREET	VOLGA	SD	57071
	Treasurer	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	RONALD HILLESTAD	21779 - 463RD AVE	VOLGA	SD	57071
	President	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:

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>1585</u>
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	<u> </u>

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)

STEVEN J. BRITZMAN

(Printed Name)

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

4/21/2016 9:01:44 AM