

364 2036

Receipt Number: 1860 747

File Number **DL017955**



ARTICLES_OF_ORGANIZATION

For

GROJEAN HOLDINGS, LLC

Filed at the request of:

**STEVEN W HENDRICKS ATTORNEY AT LAW
PO BOX 957
FORT DODGE IA 50501**

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

Filed in the office of the Secretary of State on: **Monday, December 22, 2008**



Secretary of State

Fee Received: \$125.00

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Organization Limited Liability Company

ORGANIZATIONAL ID #: DL017955

I, Chris Nelson, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of **GROJEAN HOLDINGS, LLC** duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this December 22, 2008.



Chris Nelson

Chris Nelson
Secretary of State

Article V

The name and address of each organizer

Thomas F Grojean	856 Willow Drive	Dakota Dunes	SD	57049
Name	Street Address	City	State	ZIP+4
Name	Street Address	City	State	ZIP+4
Name	Street Address	City	State	ZIP+4
Name	Street Address	City	State	ZIP+4

Article VI

Check one:

- The company will be member managed.
 The company will be manager managed.

If this company is to be manager managed, please state the name and address of each initial manager.

Thomas F Grojean	856 Willow Drive	Dakota Dunes	SD	57049
Manager	Street Address	City	State	ZIP+4
Manager	Street Address	City	State	ZIP+4
Manager	Street Address	City	State	ZIP+4

Article VII

Whether one or more of the members of the company are to be liable for its debts and obligations as set forth under SDCL 47-34A-303 (c).

NON-LIABILITY AND IDEMNIFICATION

SEE ATTACHED

Article VIII

Any other provisions not inconsistent with law, which the members elect to set out in the articles of organization.

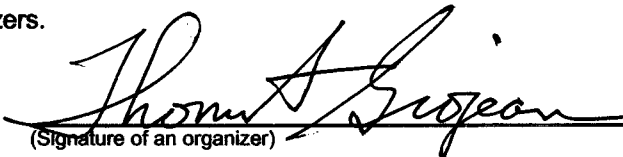
MEMBERS NOT AGENTS

Unless authorized to do so by the operating agreement, or by a manager or managers of the Company, no member, agent or employee of the Company shall have any power or authority to bind the Company in any way, to pledge its credit or to render it liable pecuniarily for any purpose.

The Articles of Organization must be executed by the organizers.

Dated

12/3/08


(Signature of an organizer)

Thomas F Grojean
(Printed Name)

Organizer
(Title)

Dated _____

(Signature of an organizer)

(Printed Name)

(Title)

Dated _____

(Signature of an organizer)

(Printed Name)

(Title)

Dated _____

(Signature of an organizer)

(Printed Name)

(Title)

364 2041 12/24/2008

NON-LIABILITY AND IDEMNIFICATION

7.1 A manager of this Company or a member with whom management of the Company is vested shall not be personally liable to the Company or its members for monetary damages for breach of fiduciary duty as a manager, except for liability (i) for any breach of the manager or member's duty of loyalty of the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for a transaction from which the manager or member derived an improper personal benefit or a wrongful distribution in violation of Section 807 of the Iowa Limited Liability Company Act.

7.2 Each person who is or was a member or a manager of the Company (and the heirs, executors, personal representatives, administrators, or successors of such person) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or a manager of the Company or is or was serving at the request of the Company as member or manager, director, officer, partner, trustee, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise ("**Indemnitee**"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final dispositions, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this Article shall be a contract right.

7.3 The Company may, by action of the manager(s), provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as manager(s) shall determine to be appropriate and authorized by applicable law.

7.4 The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have hereafter acquire under any statute, provision of the articles of organization or operating agreement of the Company, agreement, vote of members or disinterested manager(s), or otherwise.

364 2042

7.5 Any repeal or amendment of this Article by the members of the Company shall not adversely affect any right or protection of a member, manager, or officer existing at the time of such repeal or amendment.

374 4947

State of South Dakota



Certificate of Administrative Dissolution

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

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



* DL017955 *

DL017955

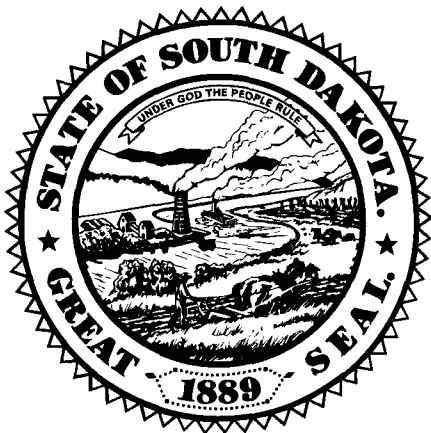
GROJEAN HOLDINGS, LLC

GROJEAN, THOMAS F.

856 WILLOW DRIVE

DAKOTA DUNES SD 57049-5130

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this May 20, 2010.



Chris Nelson

Chris Nelson
Secretary of State

374 4946 05/25/2010

Secretary of State

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

605-773-4845
Corporate Division Direct
Line



Chris Nelson
Secretary of State

Teresa J. Bray
Deputy



DL017955
GROJEAN, THOMAS F.
GROJEAN HOLDINGS, LLC
856 WILLOW DRIVE
DAKOTA DUNES SD 57049-5130

March 3, 2010

DOMESTIC AND FOREIGN DELINQUENT NOTICE OF PENDING ADMINISTRATIVE DISSOLUTION OR REVOCATION

This is official notification under SDCL that the above named entity is in a cancellation or revocation pending status with this office. This status was effective at the end of the business day on March 3, 2010 and is caused by a failure to file the yearly annual report during the anniversary month of incorporation or qualification. Under South Dakota Law the Secretary of State must notify the entity of this status and allow at least 60 days for filing the annual report and fee. If you would like to maintain your good standing in this state it is necessary to take immediate action prior to May 19, 2010.

The most convenient way to find out which annual report must be filed is by using our website. The website allows you to view, at no cost, the entity by Corporate Name or Corporate ID. Both the Corporate Name and Corporate ID are printed in the mailing label above. Go to <http://www.sdsos.gov> under Business Services and click on Corporations. From there, click on Search Corporate Database and type the Corporate ID, it should indicate that there is an Active Record. This gives you complete access to all documents scanned under that corporate ID. Generally the missing annual report would be for 2009 but could be the 2010 report if your incorporation or qualification anniversary date is in January. Our website is updated nightly so any filing processed that day will appear on the website the following morning. If the report was sent to our office recently please watch the website for updates.

Remember the annual report along with the proper fee must be received and filed with our office prior to May 19, 2010. Failure to file the report together with the proper filing fee will result in Administrative Dissolution or Revocation. We will not give extensions; the report must be filed prior to that date.

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

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

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

This office is here to serve the public, if you have questions please don't hesitate to contact us. Thank you for your prompt attention to this matter.

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