

388 5447 04/23/2012
388 5447 04/23/2012

Receipt Number: 37300

File Number DL027949



ARTICLES_OF_ORGANIZATION

For

BUTTERFIELD FARMS, LLC

Filed at the request of:

KRIST BRASHEAR
FRASER STRYKER PC LLO
500 ENERGY PLAZA 409 SOUTH 17TH ST
OMAHA NE 68102

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **Monday, April 23, 2012**


Secretary of State

Fee Received: \$150.00

388 5448 04/23/2012

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

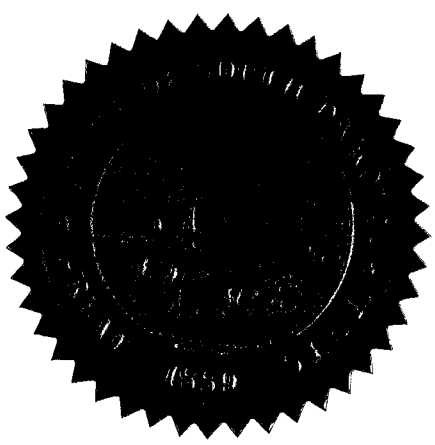
Certificate of Organization Limited Liability Company

ORGANIZATIONAL ID #: DL027949

I, Jason M. Gant, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of **BUTTERFIELD FARMS, 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 caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this April 23, 2012.



Jason M. Gant
Secretary of State

Litho in U.S.A.

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

ARTICLES OF ORGANIZATION DOMESTIC LIMITED LIABILITY COMPANY

Please Type or Print Clearly in Ink

Please submit one Original and one Photocopy

FILING FEE: \$150 payable to SECRETARY OF STATE

RECEIVED

APR 23 2012

S.D. SEC. OF STATE

Telephone # (402) 341-6000

FAX # (402) 341-8290

388 5449 04/23/2012
388 5449 04/23/2012

Filed this 22nd day of April, 2012
Jason Sand
SECRETARY OF STATE

Article I

The name of the company is Butterfield Farms, LLC

The name must contain limited liability company, limited company or the abbreviation L.L.C., LLC, L.C. or LC. Limited may be abbreviated as Ltd. and company may be abbreviated as Co.

Article II

The duration of the company if other than perpetual is _____

Article III

The address of the initial designated office in or out of the State of South Dakota where the company conducts its business.

5221 Dakota Avenue South	Huron	SD	57350
Street Address	City	State	ZIP+4

Mailing Address (Optional)	City	State	ZIP+4

Article IV

The South Dakota Registered Agent name Joe Butterfield

5221 Dakota Avenue South	Huron	SD	57350
Street Address or Rural Route Number in This State and	City	State	ZIP+4

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

When listing a Commercial Registered Agent, please state their CRA #.
This number can be obtained from the Commercial Registered Agent.

Article V

The name and address of each organizer

Paul J. Halbur	500 Energy Plaza, 409 S. 17th Street	Omaha	NE	68102
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.

Rita J. Black	10607 N. 47th Avenue	Omaha	NE	68152
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).

The debts, obligations, and liabilities of a limited liability company, whether arising in contract, tort, or otherwise, are solely the debts, obligations, and liabilities of the company. A member or manager is not personally liable for a debt, obligation, or liability of the company solely by reason of being or acting as a member or manager.

388 5450
388 5450 04/23/2012

Article VIII

388 5451 04/23/2012
388 5451 04/23/2012

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

None.

The Articles of Organization must be executed by the organizers.

Dated April 19, 2012



(Signature of an organizer)

Paul J. Halbur
(Printed Name)

Attorney in fact
(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)

389 5341

Receipt Number: _____

File Number **DA027949**



FARM_QUALIFICATION

For

BUTTERFIELD FARMS, LLC

Filed at the request of:

**KRIS BRASHEAR
FRASER STYKER PC LLO
500 ENERGY PLAZA 409 SOUTH 17TH ST
OMAHA NE 68102**

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

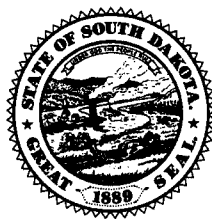
Filed in the office of the Secretary of State on: **Friday, June 01, 2012**


Secretary of State

Fee Received: No filing fee

389 5342 06/21/2012

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Farm Certificate of Authorization

ORGANIZATIONAL ID #: DA027949

I, **Jason M. Gant**, Secretary of State of the State of South Dakota, hereby certify that the report for **BUTTERFIELD FARMS, LLC** required by SDCL 47-9A-16 and 47-9A-17 of the Family Farm Act of 1974 has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issued this Farm Certificate of Authorization.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this June 1, 2012.



Jason M. Gant
Secretary of State

389 5343 06/21/2012

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4848

QUALIFICATION FOR FARMING LIMITED LIABILITY COMPANY

Please Type or Print Clearly in Ink
No Filing Fee

RECEIVED
JUN 01 2012
S.D. SEC. OF STATE

Telephone # (402) 341-6000
FAX # (402) 341-8290

Filed this 14th day of June 2012
John J. Gaud
SECRETARY OF STATE

1. The name of the Limited Liability Company is Butterfield Farms, LLC

2. The state of organization South Dakota

3. The South Dakota Registered Agent name Joe Butterfield
5221 Dakota Avenue South Huron SD 57350
Street Address or Rural Route Box Number in This State and City State ZIP+4
Mailing Address in This State, if Different from Street Address City State ZIP+4

4. List the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the Limited Liability Company and used for the growing of crops or the keeping or feeding of poultry or livestock:

County	Section	Township	Acres
Jerauld	30, 36	108	440
Jerauld	21	108	160
County	Section	Township	Acres
County	Section	Township	Acres

5. The names, addresses and title of the members and/or manager(s). Please place a check mark next to the name if the person is a manager.

Name	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/> Rita J. Black	10607 N. 47th Avenue	Omaha	NE	68152
<input type="checkbox"/> Michael J. Black	10607 N. 47th Avenue	Omaha	NE	68152
<input type="checkbox"/>				
<input type="checkbox"/>				
<input type="checkbox"/>				
<input type="checkbox"/>				

389 5344

6. Please check which applies to this Limited Liability Company:

- This is a Family Farm
- This is an Authorized Farm

7. Please complete the appropriate section:

Family Farm	The NUMBER OF MEMBERSHIP INTERESTS 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)	100
Authorized Farm	The PERCENTAGE of gross receipts of the company derived from rent, royalties, dividends, interest and annuities. Note: Percentage amount cannot exceed 20% of its gross receipts.	_____ %

8. The name, address and number of membership interests owned by each member

Rita J. Black	10607 N. 47th Avenue	Omaha	NE	68162	50
Name	Address	City	State	Zip	Shares
Michael J. Black	10607 N. 47th Avenue	Omaha	NE	68162	50
Name	Address	City	State	Zip	Shares
Name	Address	City	State	Zip	Shares
Name	Address	City	State	Zip	Shares
Name	Address	City	State	Zip	Shares

Dated April 19, 2012

Rita J. Black

 (Signature of an authorized officer)

Rita J. Black

 (Printed Name)

Manager

 (Title)

2013

Enter Filing Year

ANNUAL FARM REPORT

FILE DATE 3/14/2015

RECEIPT NO 282527

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

Limited Liability Company

Please Type or Print Clearly In Ink

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

1. L.L.C. Name and Address:

DA027949
BUTTERFIELD FARMS, LLC
5221 DAKOTA AVENUE SOUTH
HURON, SD 57350-6547

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

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

5221 DAKOTA AVENUE SOUTH	HURON	SD	57350-6547
Street Address	City	State	ZIP+4

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

Agent Name: JOE BUTTERFIELD

5221 DAKOTA AVENUE SOUTH	HURON	SD	57350-6547
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4

Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
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5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

<input type="checkbox"/> RITA J BLACK	10607 N 47TH AVE	OMAHA	NE	68142
Manager	Street Address	City	State	ZIP+4

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

<input type="checkbox"/>				
Manager	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 Limited Liability Company.

Jerauld	30, 36	108	440.00
County	Section	Township	Acres

Jerauld	21	108	160.00
County	Section	Township	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)	<u>100</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	Street Address	City	State	ZIP+4	Shares
RITA J BLACK	10607 N. 47TH AVE.	OMAHA	NE	68142	50
MICHAEL J BLACK	10607 N. 47TH AVE.	OMAHA	NE	68142	50

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

Dated 03/14/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

LATISHA R HOUGH

(Printed Name)

2014 Enter Filing Year

ANNUAL FARM REPORT

FILE DATE 3/14/2015
RECEIPT NO 282528

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

Limited Liability Company
Please Type or Print Clearly In Ink

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

1. L.L.C. Name and Address:

DA027949
BUTTERFIELD FARMS, LLC
5221 DAKOTA AVENUE SOUTH
HURON, SD 57350-6547

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

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

5221 DAKOTA AVENUE SOUTH HURON SD 57350-6547
Street Address City State ZIP+4
Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: JOE BUTTERFIELD
5221 DAKOTA AVENUE SOUTH HURON SD 57350-6547
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 managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

RITA J BLACK 10607 N 47TH AVE OMAHA NE 68142
Manager Street Address City State ZIP+4
Manager Street Address City State ZIP+4
Manager 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 Limited Liability Company.

7. Please complete the appropriate section:

Table with 3 columns: Corporation Type, Description, and Value. Rows include Family Farm Corporation (100 shares) and Authorized Farm Corporation.

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

Name Street Address City State ZIP+4 Shares

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

Dated 03/14/2015

Signature Accepted Electronically
(Signature of an Authorized Person)
LATISHA R HOUGH
(Printed Name)

2015

Enter Filing Year

ANNUAL FARM REPORT

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

Limited Liability Company

Please Type or Print Clearly In Ink

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

FILE DATE 3/14/2015

RECEIPT NO 282529

1. L.L.C. Name and Address:

DA027949
BUTTERFIELD FARMS, LLC
5221 DAKOTA AVENUE SOUTH
HURON, SD 57350-6547

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

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

5221 DAKOTA AVENUE SOUTH HURON SD 57350-6547
Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: JOE BUTTERFIELD

5221 DAKOTA AVENUE SOUTH HURON SD 57350-6547
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 managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

RITA J BLACK 10607 N 47TH AVE OMAHA NE 68142
Manager Street Address City State ZIP+4

Manager Street Address City State ZIP+4

Manager 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 Limited Liability Company.

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)	100
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	

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

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

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

Dated 03/14/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

LATISHA R HOUGH

(Printed Name)

2016

Enter Filing Year

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

ANNUAL FARM REPORT
Limited Liability Company

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

FILE DATE 4/13/2016

RECEIPT NO 403746

1. Corporate ID and Name:

DA027949

Enter Corporate ID

BUTTERFIELD FARMS, LLC

Enter Corporate Name

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

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

5221 DAKOTA AVENUE SOUTH

HURON

SD

57350-6547

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: JOE BUTTERFIELD

5221 DAKOTA AVENUE SOUTH

HURON

SD

57350-6547

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 managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

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 Limited Liability Company.

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>100</u>
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.

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)
LATISHA R HOUGH

(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.

4/13/2016 3:41:25 PM