

1501 4924090

State of South Dakota



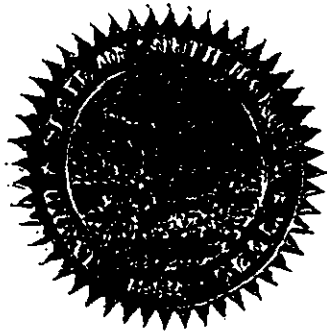
OFFICE OF THE SECRETARY OF STATE

Certificate of Incorporation Business Corporation

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

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this April 2, 1999



Joyce Hazeltine
Secretary of State

00007

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1939

Filed this 17th day of April 1939

ARTICLES OF INCORPORATION
OF
POWDER HOUSE LODGE, INC.

RECEIVED
APR 02 1939
S.D. SEC. OF STATE

[Handwritten signature]

We, the undersigned, natural persons of the age of eighteen (18) years or more, acting as incorporators under the South Dakota Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

I

The name of the Corporation is Powder House Lodge, Inc.

II

The period of its duration is perpetual.

III

The purpose or purposes for which the corporation is organized are:

- (1) To engage in and operate a restaurant business and motel business and related businesses, to provide the accommodations necessary or desirable to accomplish such purposes; to conduct and carry on the business of providing meals and beverages, both alcoholic and non-alcoholic, for the general public and to engage in the buying and selling of any and all things necessary or desirable in connection with the operation of a restaurant or motel business, and to undertake and carry on any business transaction or operation commonly carried on by motel operators and restaurant operators and generally to institute, enter into, assist, promote and participate in any such business or operation, and to do and perform any and all things for the pleasure, comfort, convenience

UNCLASSIFIED

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and amusement of guests, to sell souvenirs to engage generally in all facets of the tourist business, to construct such facilities as may be necessary in connection with the same, together with all incidental services that appertain to the same, and to carry on any other lawful business whatsoever in connection with any of the foregoing, or which is calculated directly or indirectly to promote the interests of the corporation or to any way enhance the corporation.

(2) To incur obligations and debts and borrow money, either upon or without security, from any person, firm or corporation, for any purpose or object in or about its business or affairs or purposes, without limitation as to amount, and to cause the payment of money and of debts in any lawful manner, including, but not limited to, the issuance and sale or other disposition of bonds, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds whether secured by hypothecation of property or otherwise; to mortgage, pledge, make deeds of trust, create lien upon, or otherwise alienate or hypothecate any or all of the real estate and personal property and things of value of the corporation as security for the payment of debts.

(3) To organize or cause to be organized under the laws of any state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized and to dissolve, wind up, liquidate, merge or consolidate any such

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corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated; to subscribe or to cause to be subscribed for and to purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, exchange, distribute, and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, preferred stock, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good will, rights, assets, and property of any and every kind, or any part thereof, of any other corporation or corporations, or associations, including but not limited to banking corporations now or hereafter existing, and whether or not created by the laws of the State of South Dakota; to operate, manage and control such properties, or any of them, either in the name of such corporation or corporations, or in the name of this corporation, and while owner of any of said shares of capital stock to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon with power to designate some persons for that purpose from time to time to the same extent as natural persons might or could do; to purchase, hold, acquire, sell, exchange, transfer, pledge, hypothecate or otherwise deal in shares of this corporation's own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine at the delegation of such power to the Board of Directors by the shareholders.

RECORDED
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(4) To issue capital stock of this corporation in payment for real or personal property, services actually performed for the corporation, or any other right, or thing of value, for the uses and purposes of the corporation, and when so issued such stock shall become and be fully paid, and the same as though paid for in cash at par and the Directors shall be the sole judges of the value of any property, services, rights or things acquired in exchange for capital stock.

(5) Without limitation or restriction either by or upon the foregoing specified powers and purposes, to own, buy, hold, acquire by conveyance, instruments of transfer, contract, lease, royalty arrangement, license, permit, option, franchise, grant, assignment, gift, devise, bequeath, or otherwise, by any lawful means any real or personal property or thing of value of any character, and to sell, convey, use, operate, trade, rent, pledge, mortgage, transfer, hypothecate, alienate, or dispose of the same, and to build, construct, install, erect and operate buildings, structures, terminals, garages, stations, stores, warehouses, improvements, and facilities, equipment and appliances, machinery and installations of any kind, to further the purposes of this corporation and as may be incidental, necessary or convenient in connection with its business, or to carry on any other business which may seem to this corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of, or render possible any of the corporation's property or rights.

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(6) To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time be conducive to or expedient for the protection or benefit of this corporation. The purposes specified herein shall be construed both as purposes and powers and shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes or powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of the specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general power of this corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

IV

The amount of authorized shares of the corporation shall be and is One Million Dollars (\$1,000,000) divided into one million (1,000,000) shares of common stock of the par value of One Dollar (\$1.00) per share. Said stock, when issued, shall be fully paid and nonassessable.

V

The corporation will not commence business until there has been received for the issuance of shares consideration of the value of at least One Thousand Dollars (\$1,000).

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VI

The address of the initial registered office of the corporation is:

Powder House Lodge, Inc.
24127 Highway 16A
P.O. Box 714
Keystone, SD 57751

The name of the initial registered agent at such address is Ronald G. Heinis, who has consented to serve as registered agent.

VII

The number of Directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald G. Heinis	908 Soo San Drive, Rapid City, SD 57702
Diane C. Heinis	908 Soo San Drive, Rapid City, SD 57702

The number of Directors may hereafter be fixed by the Bylaws; however, in no event shall said number be less than one (1).

VIII

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Ronald G. Heinis	908 Soo San Drive, Rapid City, SD 57702
Diane C. Heinis	908 Soo San Drive, Rapid City, SD 57702

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IX

No shareholder shall be liable for the debts of the corporation in any amount greater than the amount remaining unpaid on the capital stock for which he has subscribed.

X

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder, he shall first offer these shares to the corporation and then to the other holders of shares in the following manner:

(a) The offering shareholder shall deliver a notice in writing by mail, or otherwise, to the Secretary of the corporation stating the price, terms, and conditions of the proposed sale or transfer, the number of shares to be sold or transferred, and his intention so to sell or transfer these shares. Within thirty (30) days thereafter, the corporation shall have the prior right to purchase all of the shares so offered at the price and upon the terms and conditions stated in the notice. Should the corporation fail to purchase all of these shares, at the expiration of said thirty (30) day period, or prior thereto upon the determination of the corporation to purchase none or only a portion of such shares so offered, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders a notice setting forth the particulars concerning said shares not so purchased by the corporation described in the notice received from the offering shareholder. The other shareholders shall have the right to purchase all of the shares specified in said Secret-

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ary's notice by delivering to the Secretary by mail or otherwise a written offer or offers to purchase all or any specified number of such shares upon the terms so described in the Secretary's notice if such offer or offers are so delivered to the Secretary within fifteen (15) days after mailing or delivering such Secretary's notice to such other shareholders. If the total number of shares specified in such offers so received within such period by the Secretary exceeds the number of shares referred to in such Secretary's notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in said notice to the Secretary, as the number of shares of this corporation, which he holds, bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in said notice to the Secretary.

(b) If all of the shares referred to in said notice to the Secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

(c) If none or only a part of the shares referred to in said notice to the Secretary are purchased, as aforesaid, by the corporation or in accordance with offers made by other shareholders

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within said fifteen (15) day period, the shareholder desiring to sell or transfer shall not be obligated to accept any such offers from the corporation or from one or more of the other shareholders and may dispose of all of the shares of stock referred to in said notice, to any person or persons; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in said notice to the Secretary.

(d) Any sale or transfer or purported sale or transfer of the shares of the corporation shall be null and void unless the terms, conditions and provisions of this article are strictly observed and followed.

XI

The power to alter, amend, or repeal the Bylaws of the corporation, or adopt new Bylaws is expressly reserved to the shareholders of the corporation. Such power shall be exercised by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote, at any regular or special meeting of the shareholders.

XII

Without derogation from any other power to purchase shares of the corporation as permitted by law, the corporation by action of the Board of Directors may purchase outstanding shares to the extent of unreserved and unrestricted capital surplus available therefore.

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IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this 1st day of April, 1999.

Ronald G. Heinis
Ronald G. Heinis
Diane C. Heinis
Diane C. Heinis

STATE OF SOUTH DAKOTA)
) SS.
COUNTY OF PENNINGTON)

BE IT REMEMBERED, that on the 1st day of April, 1999, before me, the undersigned officer, a Notary Public, within and for the said County and State, personally appeared the above-named, Ronald G. Heinis and Diane C. Heinis, husband and wife, known to me to be the same persons described in and who executed the within and foregoing instrument and they duly acknowledged to me that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County the day and year last above written.

Diane Larson
Notary Public

(SEAL) My Commission Expires: 07-15-2002

STATE OF SOUTH DAKOTA)
) SS.
COUNTY OF PENNINGTON)

Ronald G. Heinis and Diane C. Heinis, each for him/herself, deposes and says: That he/she is one of the persons described in and who signed the foregoing Articles of Incorporation therein; that he/she has read said Articles and knows the contents

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thereof; that the incorporators intend in good faith to form a corporation for the purpose of a promotion of a lawful business as set forth in said Articles and not for the purpose of enabling any corporation or corporations to avoid the provisions of Chapter 13.18 South Dakota Code of 1939, being SDCL 1967 37-1, relating to and laws amendatory thereto.

Ronald G. Heinis
Ronald G. Heinis
Diane C. Heinis
Diane C. Heinis

Subscribed and sworn to before me this 15th day of April, 1999.

Diane Larson
Notary Public

(SEAL) My Commission Expires: 07.15.2002

ACCEPTANCE OF GRANT OF CORPORATE POWER

The undersigned persons, to-wit: Ronald G. Heinis and Diane C. Heinis, being all of the incorporators of Powder House Lodge, Inc., for themselves as such incorporators and for said Corporation, hereby unconditionally and unqualifiedly accept the statutory grant of corporate authority as the same is provided for, controlled or limited, by the laws of the state of South Dakota.

Ronald G. Heinis
Ronald G. Heinis
Diane C. Heinis
Diane C. Heinis

CONSENT TO ACT AS REGISTERED AGENT

The undersigned hereby consents to act as the registered agent for Powder House Lodge, Inc.

Ronald G. Heinis
Ronald G. Heinis

924393

DB-041245.0361
4/30/99

RECEIPT NO. 783803
FILE NO. DB-041245
FEE RECEIVED: \$ 150
ART OF INC
OF
POWDER HOUSE LODGE, INC.
1,000,000 CM \$1

Filed at the Request of:

MELVIN D WEDMORE
ATTORNEY AT LAW
BOX 2183
RAPID CITY SD 57709

State of South Dakota ss
Office of the Secretary of State

Filed in the office of the Secretary of
State on April 2, 1999.

JOYCE HAZELTINE
Secretary of State

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

RECEIVED

MAY 19 2000

FILE DATE 5-19-00 RECEIPT NO. 884696

RECEIVED

MAY 4 2000

SEC. OF STATE

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DB-041245 APR/0000 POWDER HOUSE LODGE, INC. HEINIS, RONALD G. 24127 HIGHWAY 16A PO BOX 714 KEYSTONE SD 57751-0714

Telephone # 605-666-4646

FAX #

Federal Taxpayer II

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 the operation of a restaurant and motel business and related businesses.

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

Table with columns: NAME, OFFICE, STREET ADDRESS, CITY, STATE, ZIP+4. Rows include Ronald G. Heinis (President), Diane C. Heinis (Vice President), Diane C. Heinis (Secretary), and Ronald G. Heinis (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:

NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE 1,000,000 Common \$1

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES 50,000 Common \$1

6. The amount of its stated capital is \$ 50,000 (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 5-1-00

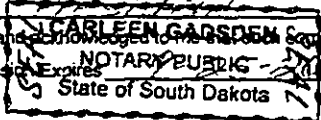
By Ronald Heinis (Signature) Its PRESIDENT (Title)

STATE OF South Dakota COUNTY OF Pennington ss

On this the 1st day of May, 2000, before me, Carleen Gardsden personally appeared Ronald Heinis, known to me, or proved to me,

to be the [Signature] of the corporation that is described in and that executed the within instrument and acknowledged to me that said corporation executed the same.

My Commission Expires NOTARY PUBLIC - 2000 State of South Dakota



[Signature] Notary Public

(Notarial Seal)

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

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

File Date _____
Receipt No. _____

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

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

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

2001

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

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

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

FILE DATE 5/23/01
RECEIPT NO. 905209

RECEIVED
MAY 25 01
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DB-041245 APR/2000
POWDER HOUSE LODGE, INC.
HEINIS, RONALD G.
24127 HIGHWAY 16A
PO BOX 714
KEYSTONE SD 57751-0714

Telephone # _____
FAX # _____
Federal Taxpayer II
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 05-24-01

By Ronald Heinis
(Signature)
Its PRESIDENT
(Title)

STATE OF South Dakota
COUNTY OF Pennington ss

On this the 24th day of May, 2001, before me, Vesper Ann Wright
personally appeared Ronald Heinis 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 _____
My Commission Expires September 14, 2003
(Notarial Seal)

Vesper Ann Wright
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)

507-004001-01-K

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

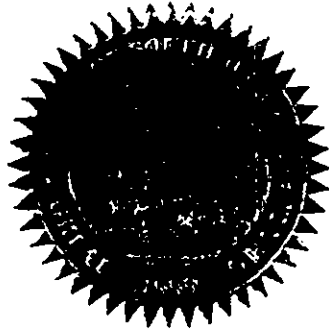
Certificate of Amendment

ORGANIZATIONAL ID #: DB041245

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **POWDER HOUSE LODGE, INC.** changing its name to **RND PROPERTIES, INC.** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

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

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 June 27, 2001.



Joyce Hazeltine
Secretary of State

Filed with
27th
June 2001
Joseph [Signature]
S.D. SEC. OF STATE

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF POWDER HOUSE LODGE, INC.**

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8/1/01 RECEIVED
JUN 27 2001
S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-2-9, the undersigned corporation adopts the following
Articles of Amendment to its Articles of Incorporation:

- (1) The name of the corporation is POWDER HOUSE LODGE, INC.
- (2) The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation on the 25th day of JUNE 2001, in the manner prescribed by the South Dakota Corporation Acts:

ARTICLE I

The name of the corporation shall be RND Properties, Inc.

ARTICLE VI

The address of the registered office of the corporation is:

**RND Properties, Inc.
c/o Ronald G. Heinis
4061 Valley West Road
Rapid City, SD 57702**

- (3) The number of shares of the Corporation outstanding at the time of such amendment was Fifty Thousand (50,000) and the number of shares entitled to vote thereon was Fifty Thousand (50,000).

- (4) The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS	NUMBER OF SHARES
Common	50,000

- (5) The number of shares voted for such amendment was Fifty Thousand (50,000). The number of shares voted against such amendment was zero (0). The number of shares of each class entitled to vote thereon as a class voted for and against such amendment was:

db041245

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

ANNUAL REPORT
 DOMESTIC
 PLEASE TYPE OR USE BLOCK LETTERS

FILING FEE: \$15 MAKE CHECK PAYABLE TO SECRETARY OF STATE
 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 11-6-02
 RECEIPT NO. 1152910
 RECEIVED
1152910
 NOV 06 '02
 S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DB041245 APRIL
 RND PROPERTIES, INC.
 HEINIS, RONALD G
 24127 HIGHWAY 16A
 PO BOX 714
 KEYSTONE SD 57751-0714

Telephone # 605-381-2393
 FAX # 605-381-2393
 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, a statement of change must be filed. 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 The operation of a motel business
 and related businesses.

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
<u>Ronald G. Heinis</u>	<u>President</u>	<u>4061 Valley West Road,</u>	<u>Rapid City,</u>	<u>SD</u>	<u>57702</u>
<u>Diane C. Heinis</u>	<u>Vice President</u>	<u>4061 Valley West Road,</u>	<u>Rapid City,</u>	<u>SD</u>	<u>57702</u>
<u>Diane C. Heinis</u>	<u>Secretary</u>	<u>4061 Valley West Road,</u>	<u>Rapid City,</u>	<u>SD</u>	<u>57702</u>
<u>Ronald G. Heinis</u>	<u>Treasurer</u>	<u>4061 Valley West Road,</u>	<u>Rapid City,</u>	<u>SD</u>	<u>57702</u>

SD law requires at least one director.

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

Director _____
 Director _____

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

NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
1,000,000 Common \$1.00

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
50,000 Common \$1.00

6. The amount of its stated capital is \$ 50,000 (Money received for issued shares)

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

Dated 11-4-02

Ronald G. Heinis
 (Signature) President

STATE OF SOUTH DAKOTA
 COUNTY OF BENNINGTON

On this the November day of 20 02 before me, Rosemary J. Wall
 personally appeared Ronald G. Heinis 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.

5-13-05
 My Commission Expires

Rosemary J. Wall
 (Notary Public)

(Notarial Seal)

dbar.pdf

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

STATEMENT OF CHANGE OF REGISTERED OFFICE,
OR REGISTERED AGENT, OR BOTH
FILING FEE: \$10

RECEIVED
NOV 06 '02
S.D. SEC. OF STATE

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 FND Properties, Inc.
- 2. The previous street address or a statement that there is no street address, of its registered office 24127 Highway 16A, P.O. Box 714, Keystone, South Dakota ZIP 57751
- 3. The street address, or a statement that there is no street address, to which the registered office is to be changed is 4061 Valley West Road, Rapid City, South Dakota ZIP 57702
- 4. The name of its previous registered agent is Ronald G. Heinis
- 5. The name of its successor registered agent is * Ronald G. Heinis

* 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 public.

Date 11-4-02

Ronald G. Heinis
(Signature) President
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF PENNINGTON

I, Rosemary J Wall, a notary public, do hereby certify that on this day of November, 20 02 personally appeared before me Ronald G. Heinis who, being by me first duly sworn, declared that he/she is the President of FND Properties, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

5-13-05
My Commission Expires

Rosemary J Wall
(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 of registered agent)	

2003

ANNUAL REPORT

0303219.1997
3/20/03

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 4-1-03
RECEIPT NO. 119343
RECEIVED
MAR 11 03
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:



DB-041245 APR/2002
RND PROPERTIES, INC.
HEINIS, RONALD G.
4061 VALLEY WEST ROAD
RAPID CITY SD 57702-0714

Telephone # 605-348-2228
FAX # 605-210-2110
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 _____

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 10 MAR 03 By Ronald Heinis (Signature)
its PRESIDENT (Title)

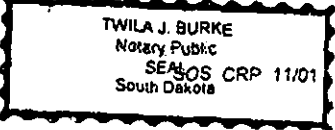
STATE OF South Dakota ss
COUNTY OF Pennington

On this the 10 day of March 2003, before me, Twila J. Burke, personally appeared Ronald Heinis, 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 June 3, 2008 (Notarial Seal)

Twila J. Burke Notary Public

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845 FAX (605) 773-4550
www.state.sd.us/sos/sos.htm



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) My Commission Expires _____

226 4903 03/30/2004

2004

ANNUAL REPORT

DOMESTIC PLEASE TYPE OR USE BLACK INK

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

FILE DATE 04/04/04 RECEIPT NO. 1303649

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:



DB041245 APR/2003 RND PROPERTIES, INC. HEINIS, RONALD G. 4061 VALLEY WEST ROAD RAPID CITY SD 57702-0714

Telephone # 605-348-2221 FAX # 605-348-3110

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

ATTENTION - FILING INSTRUCTIONS

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

[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

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

Table with 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.

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 3/22/04

By Ronald Heinis (Signature) Its PRESIDENT (Title)

STATE OF South Dakota COUNTY OF Pennington ss

On this the 22 day of March, 2004, before me, Sandra L. Jundt, personally appeared Ronald G. Heinis, 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 1-23-07 Notary Public Sandra L. Jundt

SANDRA L. JUNDT, NOTARY PUBLIC Notary Seal MY COMMISSION EXPIRES JANUARY 23, 2007

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

SOS CRP 07/03

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

File Date _____
Receipt No. _____

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

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

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

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

Dated _____

(Signature)

(Title)

STATE OF _____ ss
COUNTY OF _____

On this the ____ day of _____, 20____, before me, _____
personally appeared _____, known to me, or proved to me,
to be the _____ of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

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

Dated _____

(signature)

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

File Date _____
Receipt No. _____

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

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) _____

247 1865 04/05/2006

2006

ANNUAL REPORT

DOMESTIC

PLEASE TYPE OR USE BLACK INK

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

FILE DATE 04/01/06
 RECEIPT NO. 1539763
RECEIVED
 MAR 15 '06
 S.D. SEC. of STATE

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



DB041245
 DB041245 APR/2005
 RND PROPERTIES, INC.
 HEINIS, RONALD G.
 4061 VALLEY WEST ROAD DR
 RAPID CITY SD 57702-0714

Telephone # 605-348-2221
 FAX # 605-348-3110

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 4061 VALLEY WEST DR
~~1550 N. LAKEVIEW ST~~ RAPID CITY SD 57702

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>RONALD HEINIS</u>	President	<u>4061 VALLEY WEST DR</u>	<u>RAPID CITY</u>	<u>SD</u>	<u>57702</u>
<u>DIANE HEINIS</u>	Vice President	<u>4061 VALLEY WEST DR</u>	<u>RAPID CITY</u>	<u>SD</u>	<u>57702</u>
<u>DIANE HEINIS</u>	Secretary	<u>4061 VALLEY WEST DR</u>	<u>RAPID CITY</u>	<u>SD</u>	<u>57702</u>
<u>RONALD HEINIS</u>	Treasurer	<u>4061 VALLEY WEST DR</u>	<u>RAPID CITY</u>	<u>SD</u>	<u>57702</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 HOTEL

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

NUMBER OF AUTHORIZED SHARES	CLASS	SERIES
<u>50,000</u>	<u>Common</u>	

6. NUMBER OF ISSUED SHARES

NUMBER OF ISSUED SHARES	CLASS	SERIES
<u>50,000</u>	<u>Common</u>	

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

Dated 03-13-06

Ronald Heinis
 Signature

RONALD HEINIS
 Printed Name

PRESIDENT
 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)

**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)

2008

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

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

FILE DATE 02/01/08
RECEIPT NO. 1110168
RECEIVED
MAR 21 2008
S.D. SEC. OF STATE

274 1330

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



DB041245 APR/2007
RND PROPERTIES, INC.
HEINIS, RONALD G.
4061 VALLEY WEST ROAD
RAPID CITY SD 57702-0714

Telephone # 605-721-2971
FAX #

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

ATTENTION - FILING INSTRUCTIONS

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

[X] 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

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

Table with 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.

Director
Director

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

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

NUMBER OF AUTHORIZED SHARES CLASS SERIES

6. NUMBER OF ISSUED SHARES

CLASS SERIES

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

Dated 3-20-08

Signature Ronald Heinis

Printed Name RONALD HEINIS

Title PRESIDENT

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)

289 0076 04/15/2009

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	4-1-09
RECEIPT NO	1698268
RECEIVED	
MAR 23 2009	
S.D. SEC. OF STATE	

1. Corporate Name, Registered Agent Name and Address:



DB041245 APR/2008
RND PROPERTIES, INC.
HEINIS, RONALD G.
4061 VALLEY WEST ROAD
RAPID CITY SD 57702-0714

Telephone #	605-348-2221
FAX #	605-348-3110
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.

4061 VALLEY WEST DR RAPID CITY SD 57702-0714
Street Address City State ZIP+4

SAME
Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent RONALD G. HEINIS

4061 VALLEY WEST DR RAPID CITY SD 57702-0714
Street Address (Required to be a South Dakota Address) City State ZIP+4

SAME
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.

- RONALD G. HEINIS 4061 VALLEY WEST DR RAPID CITY SD 57702-0714
President Street Address City State ZIP+4
- DIANE HEINIS 4061 VALLEY WEST DR RAPID CITY SD 57702-0714
Vice President Street Address City State ZIP+4
- DIANE HEINIS 4061 VALLEY WEST DR RAPID CITY SD 57702-0714
Secretary Street Address City State ZIP+4
- RONALD G. HEINIS 4061 VALLEY WEST DR RAPID CITY SD 57702-0714
Treasurer Street Address City State ZIP+4
- _____
Director Street Address City State ZIP+4
- _____
Director Street Address City State ZIP+4

Dated 3-21-09

Ronald Heinis
(Signature of an authorized officer)

RONALD HEINIS
(Printed Name)

PRESIDENT
(Title)

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

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH

Please Type or Print Clearly in Ink

FILING FEE: \$10 Make check payable to SECRETARY OF STATE

The undersigned entity submits the following statement for purpose of changing its registered office and/or its registered agent in the State of South Dakota.

1. The name of the entity _____

2. The name of the registered agent on file _____

The name of the successor registered agent _____

3. If listing a Commercial Registered Agent, please state their identification number: _____

4. The address of the agent currently on file for this entity

Street Address (Required) _____ City _____ State _____ ZIP+4 _____

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

5. If the address has changed, its new address

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

Mailing Address (Optional - Required to be a South Dakota Address) _____ City _____ State _____ ZIP+4 _____

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

Dated _____

(Signature of an authorized officer)

(Printed Name)

(Title)

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 04/01/10
RECEIPT NO 20128607
RECEIVED
MAR 22 2010
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DB041245 APR/2009
RND PROPERTIES, INC.
HEINIS, RONALD G.
4061 VALLEY WEST DR
RAPID CITY SD 57702-3158

Telephone # 605-348-2221
FAX # 605-348-3110
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.

4061 VALLEY WEST DR RAPID CITY SD 57702-0714
Street Address City State ZIP+4
SAME
Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent

RONALD G. HEINIS
4061 VALLEY WEST DR RAPID CITY SD 57702-0714
Street Address (Required to be a South Dakota Address) City State ZIP+4
SAME
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.

- RONALD G HEINIS 4061 VALLY WEST DR RAPID CITY SD 57702-0714
President Street Address City State ZIP+4
DIANE HEINIS 4061 VALLY WEST DR RAPID CITY SD 57702-0714
Vice President Street Address City State ZIP+4
DIANE HEINIS 4061 VALLEY WEST DR RAPID CITY SD 57702-0714
Secretary Street Address City State ZIP+4
RONALD G. HEINIS 4061 VALLEY WEST DR RAPID CITY SD 57702-0714
Treasurer Street Address City State ZIP+4
Director Street Address City State ZIP+4
Director Street Address City State ZIP+4

Dated 3-20-10

Ronald G Heinis
(Signature of an authorized officer)
RONALD G. HEINIS
(Printed Name)
PRESIDENT
(Title)

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

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH

Please Type or Print Clearly in Ink

FILING FEE: \$10 Make check payable to SECRETARY OF STATE

The undersigned entity submits the following statement for purpose of changing its registered office and/or its registered agent in the State of South Dakota.

1. The name of the entity _____

2. The name of the registered agent on file _____

The name of the successor registered agent _____

3. If listing a Commercial Registered Agent, please state their identification number: _____

4. The address of the agent currently on file for this entity

Street Address (Required)	City	State	ZIP+4
---------------------------	------	-------	-------

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

5. If the address has changed, its new address

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

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

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

Dated _____

(Signature of an authorized officer)

(Printed Name)

(Title)

318 3027 05/10/2011

2011

ANNUAL REPORT DOMESTIC

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

Please Type or Print Clearly in Ink

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

FILE DATE 03/22/11
RECEIPT NO 2139273
RECEIVED
MAR 22 2011
S.D. SEC. OF STATE
Telephone #

1. Corporate Name, Registered Agent Name and Address:



DB041245 APR/2010
RND PROPERTIES, INC.
HEINIS, RONALD G.
4061 VALLEY WEST DR
RAPID CITY SD 57702-3158

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.
4061 VALLEY WEST DR RAPID CITY SD 57702-3158
Mailing Address: SAME
Email Address: rnd@rap.midco.net

4. The name of the South Dakota Registered Agent RONALD HEINIS
4061 VALLEY WEST DR RAPID CITY SD 57702-3158
Mailing Address in This State, if Different from Street Address
Email Address

- 5. The names and 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] RONALD HEINIS 4061 VALLEY WEST DR RAPID CITY SD 57702-3158
[X] DIANE HEINIS 4061 VALLEY WEST DR RAPID CITY SD 57702-3158
[] DIANE HEINIS
[] RONALD HEINIS
[]
[]

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

Dated 3-21-11

Email rnd@rap.midco.net

(Signature of an Authorized Person)
RONALD HEINIS
(Printed Name)

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 _____
(Old Registered Agent)

The name of the successor registered agent _____
(New 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 (Old Registered Agent Address)

Street Address (Required)	City	State	ZIP+4
---------------------------	------	-------	-------

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

5. If the address has changed, list the new registered agent 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
---	------	-------	-------

Email Address _____

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)

Email _____

(Printed Name)

2012

Enter Filing Year

ANNUAL REPORT

FILE DATE 03/29/2012

RECEIPT NO 32741

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

DOMESTIC

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

1. Corporate ID and Name:
DB041245
RND PROPERTIES, INC.
4061 VALLEY WEST DR
RAPID CITY, SD 57702-3158

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

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

4061 VALLEY WEST DR RAPID CITY SD 57702-3158
Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: RONALD G. HEINIS

4061 VALLEY WEST DR RAPID CITY SD 57702-3158
Street Address or Rural Route Box Number in This State and City State ZIP+4

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

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

RONALD GEORGE HEINIS 4061 VALLEY WEST DR RAPID CITY SD 57702
President Street Address City State ZIP+4

DIANE CECIL HEINIS 4061 VALLEY WEST DR RAPID CITY SD 57702
Vice President Street Address City State ZIP+4

Secretary Street Address City State ZIP+4

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 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 03/29/2012

Signature Accepted Electronically
(Signature of an Authorized Person)

RONALD GEORGE HEINIS
(Printed Name)

2013

Enter Filing Year

ANNUAL REPORT

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

DOMESTIC

Please Type or Print Clearly In Ink

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

FILE 3/19/2013

RECEIPT NO 103118

1. Corporate ID and Name:
DB041245
RND PROPERTIES, INC.
4061 VALLEY WEST DR
RAPID CITY, SD 57702-3158

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

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

4061 VALLEY WEST DR	RAPID CITY	SD	57702-3158
Street Address	City	State	ZIP+4

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

4. The name of the South Dakota Registered Agent

Agent Name: RONALD G. HEINIS

4061 VALLEY WEST DR	RAPID CITY	SD	57702-3158
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4

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

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

<input checked="" type="checkbox"/>	RONALD GEORGE HEINIS	4061 VALLEY WEST DR	RAPID CITY	SD	57702
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DIANE CECIL HEINIS	4061 VALLEY WEST DR	RAPID CITY	SD	57702
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4

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

Date 03/19/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

RONALD G HEINIS

(Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

FILE 3/17/2014

RECEIPT NO 184910

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

DOMESTIC

Please Type or Print Clearly In Ink

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

1. Corporate ID and Name:
DB041245
RND PROPERTIES, INC.
4061 VALLEY WEST DR
RAPID CITY, SD 57702-3158

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

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

4061 VALLEY WEST DR	RAPID CITY	SD	57702-3158
Street Address	City	State	ZIP+4

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

4. The name of the South Dakota Registered Agent

Agent Name: RONALD G. HEINIS

4061 VALLEY WEST DR	RAPID CITY	SD	57702-3158
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4

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

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

<input checked="" type="checkbox"/>	RONALD GEORGE HEINIS	4061 VALLEY WEST DR	RAPID CITY	SD	57702
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DIANE CECIL HEINIS	4061 VALLEY WEST DR	RAPID CITY	SD	57702
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4

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

Date 03/17/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

RONALD G HEINIS

(Printed Name)

2015

Enter Filing Year

ANNUAL REPORT

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

DOMESTIC

Please Type or Print Clearly In Ink

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

FILE DATE 3/29/2015

RECEIPT NO 287150

1. Corporate ID and Name:

DB041245
RND PROPERTIES, INC.
4061 VALLEY WEST DR
RAPID CITY, SD 57702-3158

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

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

4061 VALLEY WEST DR	RAPID CITY	SD	57702-3158
Street Address	City	State	ZIP+4

Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: RONALD G. HEINIS

4061 VALLEY WEST DR	RAPID CITY	SD	57702-3158
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4

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

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

<input checked="" type="checkbox"/>	RONALD GEORGE HEINIS	4061 VALLEY WEST DR	RAPID CITY	SD	57702
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DIANE CECIL HEINIS	4061 VALLEY WEST DR	RAPID CITY	SD	57702
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4

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

Dated 03/29/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

RONALD HEINIS

(Printed Name)

2016

ANNUAL REPORT

FILE DATE 2/1/2016

Enter Filing Year

DOMESTIC CORPORATION

RECEIPT NO 376723

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

SDCL 59-11-24, 24.1

Please Type or Print Clearly In Ink

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

1. Corporate ID and Name:

DB041245

Enter Corporate ID

RND PROPERTIES, 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).

4061 VALLEY WEST DR RAPID CITY SD 57702-3158
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: RONALD G. HEINIS

4061 VALLEY WEST DR RAPID CITY SD 57702-3158
Actual Street Address or Rural Route Box Number in This State City State ZIP+4

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

5. The names and business addresses of its principal officers and directors (governors). If, pursuant to SDCL 47-1A-732(1), the board of directors has been eliminated, list the names of the shareholders.

[X] RONALD GEORGE HEINIS 4061 VALLEY WEST DR RAPID CITY SD 57702
President Actual Street Address City State ZIP+4

[X] DIANE CECIL HEINIS 4061 VALLEY WEST DR RAPID CITY SD 57702
Vice President Actual Street Address City State ZIP+4

[] Secretary Actual Street Address City State ZIP+4

[] Treasurer Actual Street Address City State ZIP+4

Director

Actual Street Address

City

State

ZIP+4

Director

Actual Street Address

City

State

ZIP+4

6. Beneficial Interest (optional)

Owner	Description of Ownership	Percentage/Value
-------	--------------------------	------------------

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)

RONALD G HEINIS

(Printed Name)