B0059-8330 09/05/2018 8:48AM Rec'd by SD SOS

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SMRTGrid, LLC

The Members of SMRTGrid, LLC state that the following Amended and Restated Articles of Organization ("Articles of Organization") replace and supersede the original Articles of Organization and its previous amendments for such Company in their entirety, and adopt the following:

ARTICLE ONE

The name of the limited liability company is SMRTGrid, LLC (the "Company")

ARTICLE TWO

The period of its duration shall be perpetual.

ARTICLE THREE

The Company will be Manager-Managed.

The Company's Board of Managers shall consist of no less than 3 Managers. All Company action will require no less than a unanimous vote of its Board of Managers. The Company's initial Board of Managers are as follows:

Todd Christensen
25458 475th Avenue
Baltic, South Dakota 57003

Jamie Hale
1675 Samco Rd., Suite A
Rapid City, South Dakota 57702

Brian Brandt
23716 Mulligan Mile
Rapid City, SD 57702

Manager Todd Christensen has been appointed as Manager on behalf of Member Todd Christensen; Managers Jamie Hale and Brian Brandt have been appointed as Manager and as the appointed Representatives of Member Resultant Innovation Group, LLC.

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ARTICLE FOUR

The Board of Managers are authorized to issue multiple classes of member units, which now will consist of three classes of member units, namely Manager Membership Units, Non-Managing Membership Units, and Restricted Non-Managing Membership Units, and to determine the rights, obligations and restrictions of each class of member units, which will be controlled by the Company's Operating Agreement, as amended.

ARTICLE FIVE

The Company's Members and their ownership of issued Manager Membership Units ("Manager Units") are as follows:

Member	Issued Manager Units
Todd Christensen	51,500
Resultant Innovation Group, LLC	48,500

ARTICLE SIX

The purposes for which the Company is organized are:

A. To develop, market, and deploy products and services that facilitate data and information collection, which products and services are to be owned, maintained and controlled by the Company for licensed use by other entities. To develop, design, and market securities and loss prevention devices and any other related and unrelated products created and developed by the Company.

B. The Company may also conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which limited liability companies may be organized under the South Dakota Uniform Limited Liability Company Act. In general, to operate and conduct all business-related activities or functions.

ARTICLE SEVEN

The address of the designated office of the Company is 1675 Samco Rd., Suite A, Rapid City, SD 57702.

ARTICLE EIGHT

The registered agent of the Company is Alan L. Smoot and the address of the registered office and agent is PO Box 899, 14 St. Joseph St., Ste. 200C, Rapid City, SD 57709.

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ARTICLE NINE

The Amended Operating Agreement ("Operating Agreement") will be adopted by the Board of Managers. The powers to alter, amend, or repeal the Operating Agreement or adopt new Operating Agreement provisions is vested in the Board of Managers upon a unanimous vote. The debts, obligations, and liabilities of this Company, whether arising in contract, tort, or otherwise, are solely the debts, obligations, and liabilities of the Company. A Member is not personally liable for a debt, obligation, or liability of the Company solely by reason of being or acting as a Member. The failure of this Company to observe the usual Company formalities or requirements relating to the exercise of its Company powers or management of its business is not a ground for imposing personal liability on the Members for liabilities of the Company.

ARTICLE TEN

The Board of Managers may provide in the Operating Agreement or by unanimous vote that additional contributions shall be made at such times and in such amounts as stated.

ARTICLE ELEVEN

Upon a unanimous vote of the Board of Managers and as provided in the Amended Operating Agreement of the Company, additional members may be admitted on such terms and conditions as are determined by the Board of Managers consistent with the terms and conditions of the Operating Agreement.

ARTICLE TWELVE

Upon a majority vote of the remaining Members of the Company and as provided in the Operating Agreement of the Company, the Company may continue business upon the termination of the membership of a member.

ARTICLE THIRTEEN

The Company shall have those powers provided for in the South Dakota Limited Liability Company Act.

ARTICLE FOURTEEN

On each matter on which the Managers control, a unanimous vote of the Managers will be required. On each matter which all members of all classes of members are entitled to vote, or in which certain classes of members are entitled to vote, a Member will have one (1) vote per Member Unit or a fraction of one (1) vote per fraction of a Member Unit owned by the Member, as adjusted from time to time to properly reflect any additional member units issued to any class of member units, or any additional contributions or withdrawals by any Member.

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ARTICLE FIFTEEN

To the full extent permitted by South Dakota Law, no Member of the Company shall be liable to the Company or its Members for monetary damages for an act or omission in such Member's capacity as a Member of the Company, except that this Article does not eliminate or limit the liability of a Member to the extent the Member is found liable for (I) a breach of the Member's duty of loyalty to the Company or its Members; (II) an act or omission not in good faith that constitutes a breach of duty of the Member to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (III) a transaction from which the Member received an improper benefit whether or not the benefit resulted from an action taken within the scope of the Member's office; or (IV) an act or omission for which the liability of a Member is expressly provided by an applicable statute. Any repeal or amendment of this Article by the Members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a manager or Member of the Company existing at the time of such repeal or amendment. The foregoing elimination of the liability to the Company or its Members for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnify to which a Member may be entitled under any other provision of these Articles of Organization or the Operating Agreement of the Company, contract or agreement, vote of Members of the Company, or otherwise.

ARTICLE SIXTEEN

The member units issued by the Company will be subject to restrictions on its transferability as set out in the Operating Agreement of the Company, which Operating Agreement will be kept with the records of the Company. The Company will provide a copy of the Operating Agreement without charge to any record holder of a member unit upon written request addressed to the Company at its principal business office or its Registered Agent's address.

Any alteration in the number of membership units of the Company, including but not limited to an increase or decrease in the number of membership units, a change of units to a different class, or creation of any additional classes of membership units, will require the unanimous vote of the Board of Managers.

ARTICLE SEVENTEEN

These Articles of Organization may be amended, modified, supplemented or restated in any manner permitted by applicable law and approved by the unanimous vote of the Board of Managers.

The effective date of these Articles of Organization shall be on the date of the last Member's signature, or the Member's Representative's signature(s) below.

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Dated this 8th day of August, 2018.

By: Todd Christensen, Individually
Its: Managing Member

Dated this 8th day of August, 2018.

By: Brian Brandt, Representative of
Resultant Innovation Group, LLC, a Member
Its: Managing Member

Dated this 8th day of August, 2018.

By: Jamie Hale, Representative of
Resultant Innovation Group, LLC, a Member
Its: Managing Member

CONSENT OF REGISTERED AGENT

I, Alan L. Smoot, named as registered agent of SMRTGrid, LLC, hereby consent to appointment of that office.

Dated this 28th day of August, 2018.

Alan L. Smoot - Registered Agent

State of South Dakota

Office of the Secretary of State

Certificate of Amended and Restated Formation Documents

Domestic Limited Liability Company

I, Shantel Krebs, Secretary of State of the State of South Dakota, hereby certify that the Application for Amended and Restated Formation Documents for

SMRTGrid, LLC

BUSINESS ID# DL128959

with an effective date of: September 6, 2018, duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company Act, 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 issue this Certificate of Amended and Restated Formation Documents and attach hereto a duplicate of the Application for Amended and Restated Formation Documents.

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 day, September 6, 2018.

Shantel Krebs

Shantel Krebs
Secretary of State

09/06/2018 9:45 AM

South Dakota Secretary of State
Shantel Krebs

WILKINSON & WILKINSON
PO BOX 29
DE SMET, SD 57231

September 6, 2018

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Business ID : **DL128959**
Status: Good Standing
Filing Type: Limited Liability Company - Domestic
Amendment Type: Amended and Restated Formation Documents
Filed Date: 09/06/2018 8:48 AM

Shantel Krebs
Secretary of State
State of South Dakota

Field Name	Changed From	Changed To
Principal Address 1	25458 475TH AVE	1675 SAMCO RD
Principal Address 2	No value	SUITE A
Principal City	BALTIC	RAPID CITY
Principal Postal Code	57003-5941	57702
Principal County	No value	Pennington (02)
Mail Address 1	25458 458th Ave	No value
Mail City	Baltic	No value
Mail State	SD	No value
Mail Postal Code	57003	No value
Mail Country	USA	No value
Managed By	Member-Managed	Manager-Managed
Registered Agent #	1420536	1471620
Registered Agent First Name	TODD	ALAN
Registered Agent Middle Name	No Value	L.
Registered Agent Last Name	CHRISTENSEN	SMOOT
Registered Agent Physical Address 1	25458 475TH AVE	14 ST JOSEPH ST STE 200C
Registered Agent Physical City	BALTIC	RAPID CITY
Registered Agent Physical Postal Code	57003	57701