

B0047-7409 01/10/2018 3:09PM Rec'd by SD SOS

**ARTICLES OF ORGANIZATION
OF
KIRKLEY BEEHIVE, L.L.C.**

We, the undersigned hereby form a Limited Liability Company under SDCL Chapter 47-34A, and adopt as the Articles of Organization for such corporation the following:

ARTICLE ONE

The name of the Limited Liability Company is Kirkley Beehive, L.L.C..

ARTICLE TWO

The period of its duration shall be perpetual from the date of filing of these Articles of Organization with the Secretary of State of the State of South Dakota or until the earlier dissolution of the Kirkley Beehive, L.L.C., in accordance with the provisions of its Operating Agreement.

ARTICLE THREE

Kirkley Beehive, L.L.C., shall have those powers provided for in the South Dakota Limited Liability Company Act, SDCL Chapter 47-34A.

ARTICLE FOUR

The Limited Liability Company will not commence business until it has received the initial contribution for membership in cash, property, or services in the total amount of \$ 300,000.00. The total amount of cash initially required from the organizational members shall be \$ 150,000.00 each. Upon the receipt of said amount the Limited Liability Company shall have 300 membership interests issued upon incorporation. Kirkley Beehive, L.L.C., may provide, or the members may provide in the Operating Agreement, that additional contributions shall be made at such times and in such amounts as stated therein.

ARTICLE FIVE

On each matter on which the membership interest is entitled to vote, a member will have one (1) vote or a fraction of one vote per one percent of membership interest or fraction of membership interest owned by the member, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the member. The valuation of such membership interests shall be set in accordance with the Operating Agreement.

ARTICLE SIX

The street or physical address of the initial designated office and principal place of business of the limited liability company is Kirkley Beehive, L.L.C., 118 North 3rd Ave. West, Faith, South Dakota 57626. The mailing address of the initial designated office of the limited liability company is Kirkley Hone and Pollination, L.L.C., P.O. Box 654, South Dakota 57626. The registered agent of the limited liability company is Heather Kirkley whose street address is the same as the initial designated office of the limited liability company.

ARTICLE SEVEN

Kirkley Beehive, L.L.C., shall be managed by the members. The names and addresses of the initial members and organizers are as follows:

Heather Kirkley
P.O. Box 582
Faith, SD 57626

David M. Kirkley
P.O. Box 582
Faith, SD 57626

ARTICLE EIGHT

The initial Operating Agreement will be adopted by unanimous consent of the members. The powers to alter, amend, or repeal the Operating Agreement or adopt a new Operating Agreement is vested in the members by unanimous vote of the members.

ARTICLE NINE

To the full extent permitted by South Dakota law, no manager or member of Kirkley Beehive, L.L.C., shall be liable to Kirkley Beehive, L.L.C., or its members for monetary damages for an act or omission in such manager's or member's capacity as a manager or member of Kirkley Beehive, L.L.C., except that this Article does not eliminate or limit the liability of a manager or member to the extent the manager or member is found liable for (i) a breach of the manager's or 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 manager or 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 manager or member received an improper benefit whether or not the benefit resulted from an action taken within the scope of the manager's or member's office; or (iv) an act or omission for which the liability of a manager or 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 Kirkley Beehive, L.L.C., or its members for monetary damages shall not be deemed exclusive of any other rights or

limitations of liability or indemnity to which a manager or member may be entitled under any other provision of the Articles of Organization or the Operating Agreement of Kirkley Beehive, L.L.C., contract or agreement, vote of members and/or disinterested managers of Kirkley Beehive, L.L.C., or otherwise.

ARTICLE TEN

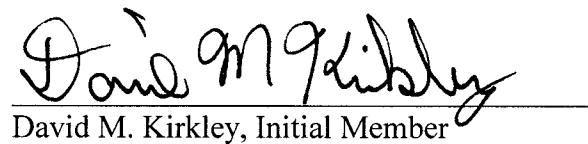
Additional persons may be admitted to Kirkley Beehive, L.L.C., as members and membership interests may be created and issued to those persons and to existing members at the direction of a majority of the members, on such terms and conditions as the members may determine at the time of admission. The terms of admission or issuance must specify the Sharing Ratios and the Commitments applicable thereto and may provide for the creation of different classes or groups of members and having different rights, powers and duties. The members shall reflect the creation of any new class or group in an amendment to these Articles indicating the different rights, powers, and duties, and such an amendment must be executed by the members. Any such admission also must comply with the requirements described elsewhere in these Articles and is effective only after the new member has executed and delivered a document which includes the new member's notice address, its agreement to be bound by these Articles and the Operating Agreement, and its representation and warranty that the representation and warranties required of new members are true and correct with respect to the new members. The provisions of this Article shall not apply to dispositions of membership interests.

ARTICLE ELEVEN

These Articles of Organization may be amended, modified supplemented, or restated in any manner permitted by law and approved by the affirmative vote of all of the membership interest.

Dated this 5 day, of January, 2018.

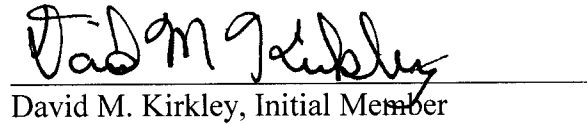

Heather Kirkley, Initial Member


David M. Kirkley, Initial Member

STATE OF SOUTH DAKOTA)
 :SS
COUNTY OF MEADE)

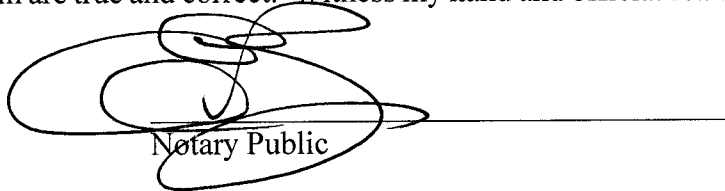
We, Heather Kirkley and David M. Kirkley, being first duly sworn, upon oath, depose and say that we are the organizers named in the foregoing Articles of Organization, and that we have read the contents of the same and that the statements contained in such Articles of Organization are true and correct.


Heather Kirkley, Initial Member


David M. Kirkley, Initial Member

On this 5th day of January, 2018, before me personally appeared Heather Kirkley and David M. Kirkley, who being duly sworn by me upon their oaths, deposed and acknowledged that they have read the contents of the foregoing Articles of Organization and further acknowledged that the facts alleged therein are true and correct. Witness my hand and official seal.




Notary Public

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Heather Kirkley, hereby give my consent to serve as the registered agent for Kirkley Beehive, L.L.C..

Dated this 5 day of January, 2018.

Heather Kirkley

State of South Dakota

Office of the Secretary of State

Certificate of Organization

Domestic Limited Liability Company

I, **Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization for

Kirkley Beehive, L.L.C.

BUSINESS ID# DL142423

with an effective date of: January 10, 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 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 day, January 10, 2018.

Shantel Krebs

Shantel Krebs
Secretary of State

01/10/2018 3:46 PM



South Dakota Secretary of State

SHANTEL KREBS

Kirkley Beehive, L.L.C.
PO BOX 654
FAITH, SD 57626

January 10, 2018

Filing Acknowledgment

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

Business ID :	DL142423		
Filing Type:	Limited Liability Company - Domestic		
Filing Date:	01/10/2018		
Status:	Good Standing	Annual Report Due:	01/01/2019
Duration Term:	Perpetual		
Managed By:	Member-Managed		

Registered Agent Address:

HEATHER KIRKLEY
118 NORTH 3RD AVE WEST
FAITH, SD 57626

Principal Address:

118 NORTH 3RD AVENUE WEST
FAITH, SD 57626

Congratulations on the successful filing of your **Articles of Organization** for **Kirkley Beehive, L.L.C.** in the State of South Dakota which is effective on the date shown above.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain an active South Dakota Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Shantel Krebs
Secretary of State
State of South Dakota