

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

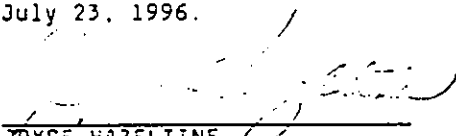
BUSINESS CORPORATION

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of RODALES RANCHES, 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 of RODALES RANCHES, INC.



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 July 23, 1996.



JOYCE HAZELTINE
Secretary of State

604-UN660007

604-UN660007

20000997K*

9-09277.0466

Filed this 23rd day of July 1996
[Signature]
S.D. SEC. OF STATE

RECEIVED
JUL 22 1996
S.D. SEC. OF STATE

ARTICLES OF INCORPORATION
OF
RODALES RANCHES, INC.

Executed by the undersigned for the purpose of forming a South Dakota Business Corporation under Chapter 47 of the South Dakota Compiled Laws.

RECEIVED
JUL 23 1996
S.D. SEC. OF STATE

ARTICLE I

The name of the corporation is Rodales Ranches, Inc.

ARTICLE II

The period of existence of the corporation will be perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

To engage in a general livestock, ranching and farming business, both on its own account and as agent; to feed, range, graze, manage, herd, control, brand, care for, purchase, market and sell livestock of every kind, both on its own account and as agent for other persons or corporations; and to buy, lease, cultivate, manage, operate and sell ranch and farm properties and products therefrom, both on its own account and as agent for other persons or corporations; to purchase, lease, or acquire such personal property as may be necessary and convenient for farming and ranching purposes.

To have all privileges, rights, duties and obligations of ranch and farm corporations authorized by the statutes of the State of South Dakota.

ARTICLE IV

The number of shares that the corporation may issue is five thousand (5,000) shares of Common Capital Stock with a par value of One Hundred Dollars (\$100.00) per share or a total capitalization of Five Hundred Thousand Dollars (\$500,000.00). Other classes of stock or bonds may be issued by the corporation upon appropriate action by the Board of Directors.

9608277.0466

ARTICLE V

The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI

The address of the corporation's registered office is 8734 Sheridan Lake Road, Rapid City, South Dakota 57702, and the name of its registered agent at such address is Lesley Warren.

ARTICLE VII

The number of directors of this corporation shall be no less than one (1) nor more than four (4) as fixed by the Bylaws. The initial board of directors shall consist of four (4) persons and the names and addresses of those who are to serve as directors until the first meeting of the shareholders, or until their successors be elected and qualified are:

Henry J. Borgmeyer	1721 Eleventh Street Rapid City, South Dakota 57701
Myrtle I. Borgmeyer	1721 Eleventh Street Rapid City, South Dakota 57701
Robert J. Borgmeyer	9055 N. Morning Glory Road Paradise Valley, Arizona 85253
Janis Borgmeyer Gallagher	1735 Yorktown Road San Mateo, California 94402

Article VIII

The name and address of the incorporator is as follows:

Robert J. Borgmeyer	9055 N. Morning Glory Road Paradise Valley, AZ 85253
---------------------	---

Article IX

These articles may be amended in the manner authorized by law at the time of amendment.

9609277.0466

Executed in duplicate this 20th day of JULY, 1996.

Robert J. Borgmeyer
Robert J. Borgmeyer

State of Arizona,)
)ss.
County of Maricopa)

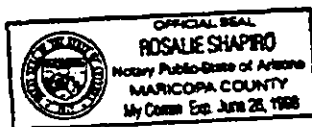
On this the 20th day of JULY, 1996, before me the undersigned officer, personally appeared Robert J. Borgmeyer, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In Witness Whereof I hereunto set my hand and official seal.

Rosalie Shapiro
Notary Public

My commission expires _____.

(SEAL)



9608277.0466

The Consent of Appointment below must be signed by the registered agent

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, LESLEY WARREN, hereby give my consent to serve as the
(name of registered agent)

registered agent for RODALES RANCHES, INC.
(corporate name)

Dated JULY 19 19 96

x Lesley Warren
(signature of registered agent)

Receipt No.: SS7664

9E08277.0466

File Number: DF000102

ART OF INC

For

RODALES RANCHES, INC.

File at the request of:

ROBERT J BORGMEYER
9055 N MORNING GLORY ROAD
PARADISE VALLEY AZ 85253

STATE OF SOUTH DAKOTA

OFFICE OF THE SECRETARY OF STATE

SS.

Filed in the office of Secretary of State on

Date July 23, 1996

Joyce Hazeltine
Secretary of State

Fee Recieved \$80

SOS CRP 491 10/93

564. 7722000997

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

FARM

CERTIFICATE OF AUTHORIZATION

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the report of RODALES RANCHES, INC. required by SDCL 47-9A-16 and 47-9A-17 of the Family Farm Act of 1974 has been received in this office and is found to conform to law.

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



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 July 23, 1996.

Joyce Hazeltine

JOYCE HAZELTINE
Secretary of State

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5079
605-773-4845

9E08277 0465
QUALIFICATION
FOR FAMILY FARM CORPORATION
AND AUTHORIZED FARM CORPORATION

No Filing Fee

RECEIVED
JUL 22 1996
S.D. SEC. OF STATE
RECEIVED
JUL 23 1996
S.D. SEC. OF STATE

Pursuant to the provisions of the Family Farm Act of 1974, SDCL 47-9A the following report is filed in order to qualify to engage in farming as defined under the terms of said Act.

1. The name of the corporation is RODALES RANCHES INC S.D. SEC. OF STATE
2. The state of its incorporation is SOUTH DAKOTA
3. The address of the registered office and the name of the registered agent in South Dakota is 8734 SHERIDAN LAKE ROAD, RAPID CITY SD Zip+4 57702
4. If a foreign corporation, the address of its principal office or registered office in its state of incorporation is NOT APPLICABLE Zip+4 _____
5. List the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation and used for the growing of crops or the keeping or feeding of poultry or livestock:
SEE ATTACHED EXHIBIT A

6. The names and addresses of the officers and the board of directors: (Both officers and directors are to be listed even though they may be the same.)

President HENRY J. BORGMEYER 1721 11TH ST RAPID CITY SD 57701
Vice President ROBERT J. BORGMEYER 9055 N MORNING GLORY ROAD PARADISE VALLEY AZ 85253
Secretary MARLE I. BORGMEYER 1721 11TH ST, RAPID CITY, SD 57701
Treasurer MARLE I. BORGMEYER 1721 11TH ST, RAPID CITY SD 57701
Director HENRY J. BORGMEYER 1721 11TH ST, RAPID CITY SD 57701
Director MARLE I. BORGMEYER 1721 11TH ST, RAPID CITY SD 57701
Director ROBERT J. BORGMEYER 9055 N MORNING GLORY ROAD PARADISE VALLEY AZ 85253
JANIS BORGMEYER 1735 YORKTOWN ROAD, SAN MATEO CA 94402

7. Please check which applies to this corporation.

FAMILY FARM CORPORATION AUTHORIZED FARM CORPORATION _____

- (A) Applies to a FAMILY FARM CORPORATION. (SDCL 47-9A-14) The number of shares owned by person(s) residing on the farm or actively engaged in farming, or their relatives within the third degree of kindred, or who has resided on or has actively operated the farm is 3440 100% Degree of kindred is defined as the number of generations with each generation being a degree (SDCL 29-1-10).

OR

The number of shares owned by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is _____

- (B) Applies only to AUTHORIZED FARM CORPORATION. (SDCL 47-9A-15) The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is _____ % (Must not exceed 20% of its gross receipts).

(C) The name, address and number of shares owned by each shareholder:

Name	Address	Degree of Kindred	Number of Shares
HENRY J. BORGMAYER	1721 11TH ST, RAPID CITY SD 57701	FATHER	500
MARLEI BORGMAYER	1721 11TH ST, RAPID CITY, SD 57701	MOTHER	500
ROBERT J BORGMAYER	9055 N. MORNING GLOOMY ROAD PARADISE VALLEY AZ 85253	SON	1340
JANIS GALLAGHAN	1735 YORKTOWN ROAD SAN MATEO CA 94402	DAUGHTER	1100
			(Total) 3440

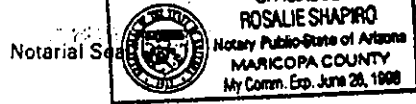
Dated 7/20/96 19__

Corporation RODALES RANCHES, Inc
Signature [Signature]
Title of Officer VICE PRESIDENT

STATE OF Arizona
COUNTY OF Maricopa ss.

I, Rosalie Shapiro a notary public, hereby certify that on the 20th day of July, 1996 personally appeared before me Robert J. Borgmeyer who being by me first duly sworn, declared that she/he is the _____ of Rodales Ranches, Inc that she/he signed the foregoing document as officer of the corporation, and that the statements there in contained are true.

My Commission Expires _____ Notary Public Rosalie Shapiro



1200000

2000000000

EXHIBIT A

Township Three (3) South, Range Nine (9) East of the Black Hills Meridian,
Custer, County, South Dakota

Section Ten (10):	East Half of the Southeast Quarter (E 1/2 SE 1/4)
Section Eleven (11):	Southwest Quarter (SW 1/4)
Section Fourteen (14):	West Half (W 1/2)
Section Fifteen (15):	East Half of the Northeast Quarter (E 1/2 NE 1/4)
Section Fifteen (15):	Southeast Quarter (SE 1/4)
Section Twenty-Two (22):	North Half of the Northeast Quarter (N 1/2 NE 1/4)
Section Twenty-Six (26):	West Half (W 1/2)
Section Twenty-Seven (27):	Southeast Quarter (SE 1/4)
Section Thirty-Four (34):	East Half (E 1/2)
Section Thirty-Five (35):	Southwest Quarter (SW 1/4)
Section Eleven (11):	Northwest Quarter of the Southeast Quarter (NW 1/4 SE 1/4)
Section Eleven (11):	South Half of the Southeast Quarter (S 1/2 SE 1/4)
Section Twelve (12):	Southwest Quarter of the Southwest Quarter (SW 1/4 SW 1/4)
Section Thirteen (13):	West Half (W 1/2)
Section Fourteen (14):	East Half (E 1/2)
Section Twenty-Three (23):	East Half of the Northeast Quarter (E 1/2 NE 1/4)
Section Twenty-Three (23):	West Half of the East Half (W 1/2 E 1/2)
Section Twenty-Four (24):	West Half of the Northwest Quarter (W 1/2 NW 1/4)
Section Twenty-Six (26):	East Half (E 1/2)
Section Thirty-Five (35):	Southeast Quarter (SE 1/4)

Receipt No.: 557644

9608277.0485

File Number: DF000102

FARM QUAL

For

RODALES RANCHES, INC.

File at the request of:

ROBERT BORGMEYER
9055 N MORNING GLORY ROAD
PARADISE VALLEY AZ 85253

STATE OF SOUTH DAKOTA

OFFICE OF THE SECRETARY OF STATE

SS.

Filed in the office of Secretary of State on

Date July 23, 1996

Joyce Hazeltine
Secretary of State

Fee Recieved NO CHARE

SOS CRP 491 10/93

1997
 RETURN TO
 SECRETARY OF STATE
 STATE CAPITOL
 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 4-27-98
 RECEIPT NO. 708057
 \$50 RECEIVED
 APR 27 1998
 SO. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address.

DF-000102 JUL/00
 RODALES RANCHES, INC.
 WARREN, LESLEY
 8734 SHERIDAN LAKE ROAD
 RAPID CITY, SD 57702-9066

Telephone # 520 529 7441
 FAX # 520 529 7441

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 CATTLE RANCHING

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
HENRY BORMMEYER	President	1721 11TH ST	RAPID CITY	SD	57701
ROBERT BORMMEYER	Vice President	6770N LONGFELLOW DR,	TUCSON	AZ	05718-2420
MARIELE BORMMEYER	Secretary	1721 11TH ST	RAPID CITY	SD	57701
MARIELE BORMMEYER	Treasurer	1721 11TH ST	RAPID CITY	SD	57701
JAN TROTT	VP	1735 YORKTOWN ROAD,	SAN MATEO	CA	94402

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 COMMON SERIES _____ PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE \$ 100.00

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS COMMON SERIES _____ \$ 100.00

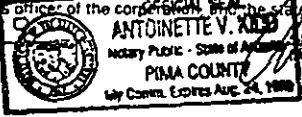
6. The amount of its stated capital is \$ 344,000 (Money received for issued shares)

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 APRIL 21 19 98 By Robert Bormmeyer
 (Signature)
 Its VICE PRESIDENT
 (Title)

STATE OF Arizona
 COUNTY OF Pima
 I, Antoinette V. Kidd, a notary public, do hereby certify that on this 21st day of APRIL 19 98
 persons appeared before me Robert Bormmeyer who, being by me first duly sworn, declared that he/she is the
Vice President of Rodales Ranches S
 that he/she signed the foregoing document as officer of the corporation, and he/she signed the same in the presence of me.

My Commission Expires 8-24-99



SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-6077
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 must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19 _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

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 _____ 19 _____

(signature)

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

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
NO FILING FEE

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

FILE DATE
FILE NO.

1-27-98

RECEIVED
APR 27 1998
S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming
annual report:

1. The name of the corporation is RODAHES RANCHES, INC.
The state of incorporation is SOUTH DAKOTA
2. The name of the registered agent in South Dakota and the registered office address is LESLEY WARREN
8734 SHERIDAN LAKE ROAD, RAPID CITY SD Zip + 4 57702-
9066
3. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is MA

4. List only the changes since the last report of the acreage and location by section, township, and county of each lot
or parcel of land in this state owned or leased by the corporation.
NA

5. List only the changes of the names or addresses of the officers and directors
NAME REPLACED AS OFFICER OR DIRECTOR
NA

6. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided
on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders
who are family farmers and are actively engaged in farming as their primary economic activity is 100%
(Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY
FARM CORPORATIONS

7. List changes only of names, address and number of shares owned by shareholders
NAME ADDRESS NUMBER OF SHARES DEGREE OF KINDRED
NA

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities
is %. (Applies only to AUTHORIZED FARM CORPORATION)

Dated APRIL 21 19 98
By Mark Brown
(Signature) VICE PRESIDENT
Its (Title)

STATE OF Arizona
COUNTY OF Pima ss
I, Antoinette V Kidd a notary public, do hereby certify that on this 21st day of April 19 98
personally appeared before me Robert Szegmayer who, being by me first duly sworn, declared that he/she
is the VICE PRESIDENT of Rodahes Ranches, Inc. that he/she signed the foregoing document
as officer of the corporation, and the statements made by him/her are true and correct.
My Commission Expires 8-24-98
ANTOINETTE V. KIDD
Notary Public - State of Arizona
PIMA COUNTY
My Comm. Expires Aug. 24, 1998

(Notarial Seal)

SOS CRP 410 10/92

1998

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5070
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 8-13-98
RECEIPT NO 732322
RECEIVED
AUG 18 1998
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DF-000102 JUL/97
RODALES RANCHES, INC.
WARREN, LESLEY
8734 SHERIDAN LAKE ROAD
RAPID CITY, SD 57702-9066

Telephone # 520 529 7441
FAX # "
Federal Taxpayer If
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.

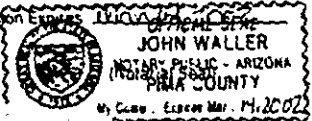
Dated August 6 1998

By [Signature]
(Signature)
His VICE PRESIDENT
(Title)

STATE OF Arizona
COUNTY OF Pima IS

I, John Waller, a notary public, do hereby certify that on this 6 day of August 1998, personally appeared before me Robert B. Meyer who, being by me first duly sworn, declared that he/she is the VICE PRESIDENT of RODALES

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires NOVEMBER 30, 2002

JOHN WALLER
NOTARY PUBLIC - ARIZONA
PIMA COUNTY
My Comm. Expires Mar. 31, 2002

[Signature]
Notary Public

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5070
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 PD 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 must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19 _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

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 _____ 19 _____

(signature)

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

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
NO FILING FEE

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

FILE DATE 813-98
FILE NO. _____
RECEIVED
AUG 18 1999
S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

1. The name of the corporation is PODALES RANCHES INC

The state of incorporation is SOUTH DAKOTA

2. The name of the registered agent in South Dakota and the registered office address is LESLEY WARREN
8734 SHERIDAN LAKE ROAD, RAPID CITY SD zip 57702-9066

3. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____

4. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

5. List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR
------	----------	------------------------

6. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 100%
(Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY FARM CORPORATIONS

7. List changes only of names, address and number of shares owned by shareholders

NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED
------	---------	------------------	-------------------

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is _____%. (Applies only to AUTHORIZED FARM CORPORATION)

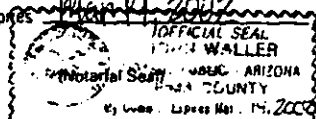
Dated _____ 19 _____

By _____
(Signature)
Its VICE PRESIDENT
(Title)

STATE OF ARIZONA
COUNTY OF PIMA ss

I, John Waller, a notary public, do hereby certify that on this 16TH day of August 19 98, personally appeared before me Robert Borgmeyer who, being by me first duly sworn, declared that he/she is the VICE PRESIDENT of PODALES RANCHES that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true

My Commission Expires _____



[Signature]
Notary Public

Vertical lines of text, possibly bleed-through from the reverse side of the page. The text is illegible due to the quality of the scan and the orientation of the lines.

1999

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

991019 90136
1999

FILE DATE 8-31-99
RECEIPT NO. 824432

RECEIVED

AUG 31 1999

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DF-000102	JUL/98
RODALES RANCHES, INC.	
WARREN, LESLEY	
8734 SHERIDAN LAKE ROAD	
RAPID CITY, SD 57702-9066	

Telephone # _____
FAX # _____
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, 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 August 24 1999

By [Signature]
(Signature)

Its VICE PRESIDENT
(Title)

STATE OF _____ ss
COUNTY OF _____

I, _____, a notary public, do hereby certify that on this 24 day of August 1999, personally appeared before me Robert Burgmeyer, who, being by me first duly sworn, declared that he/she is the Vice President of RODALES RANCHES the corporation named above, and signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires _____

[Signature]
Lisa M Estrada
Notary Public
Expires April 26, 2003
(Notarial Seal)

[Signature]
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 _____ 19 _____

(Signature)

(Title)

STATE OF _____ ss
COUNTY OF _____

I, _____, a notary public, do hereby certify that on this _____ day
of _____ 19 _____, personally appeared before me _____
who, being by me first duly sworn, declared that he/she is the _____ of _____
_____ that he/she signed the foregoing document as officer of
the corporation, and the statements therein contained are true.

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 _____ 19 _____	_____
	(signature)

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

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
NO FILING FEE

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

FILE DATE
FILE NO. 824413

RECEIVED

AUG 31 1999

S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

- The name of the corporation is RODALES RANCHES, INC
The state of incorporation is SOUTH DAKOTA
- The name of the registered agent in South Dakota and the registered office address is LESLEY WARREN
8734 SHERIDAN LAKE ROAD, RAPID CITY SD zip + 4 57702-9066
- If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____
- List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

- List only the changes of the names or addresses of the officers and directors.
NAME REPLACED AS OFFICER OR DIRECTOR

6 The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 100%. (Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY FARM CORPORATIONS

- List changes only of names, address and number of shares owned by shareholders
NAME ADDRESS NUMBER OF SHARES DEGREE OF KINDRED

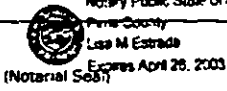
8. The percentage of gross receipts of the corporation derived from rent, royalties dividends, interest and annuities is _____%. (Applies only to AUTHORIZED FARM CORPORATION)

Dated August 24 1999
By [Signature]
(Signature)
Its VICE PRESIDENT
(Title)

STATE OF _____
COUNTY OF _____ ss

I, _____ a notary public, do hereby certify that on this 24 day of AUGUST 1999 personally appeared before me Robert B. Gmeyer who, being by me first duly sworn, declared that he/she is the VICE PRESIDENT of RODALES that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true

My Commission Expires _____
Notary Public State of Arizona
[Signature]
Notary Public



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

FILE DATE 7-20-00
RECEIPT NO. 891343
RECEIVED
JUL 20 '00
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DF-000102 JUL/1999
RODALES RANCHES, INC.
WARREN, LESLEY
8734 SHERIDAN LAKE ROAD
RAPID CITY SD 57702-9066

Telephone # 605 721-8062
FAX # NONE
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, 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 JULY 17, 2000

By [Signature]
(Signature) ROBERT BORGMEYER
its VICE PRESIDENT
(Title)

STATE OF ARIZONA
COUNTY OF PIMA ss

On this the 17th day of JULY 2000, before me, _____

personally appeared Robert Borgmeyer, known to me, or proved to me, to be the VICE PRESIDENT of the corporation that is described in and that executed the within

instrument and acknowledged that he executed the same.

My Commission Expires _____



[Signature]
Notary Public

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5C77
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)

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

0008204.1873
ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
NO FILING FEE

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

FILE DATE _____
FILE NO. _____
RECEIVED
JUL 20 '00
S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

- The name of the corporation is RODALES RANCHES, INC
The state of incorporation is SOUTH DAKOTA
- The name of the registered agent in South Dakota and the registered office address is Lesley Warron,
8734 SHERIDAN LAKE ROAD RAPID CITY SD Zip + 4 57702-9066
- If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____
- List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.
NO CHANGES
- List only the changes of the names or addresses of the officers and directors.
NAME REPLACED AS OFFICER OR DIRECTOR
NO CHANGES
- The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 10070.
(Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY FARM CORPORATIONS
- List changes only of names, address and number of shares owned by shareholders
NAME ADDRESS NUMBER OF SHARES DEGREE OF KINDRED
NO CHANGES

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is _____ % (Applies only to AUTHORIZED FARM CORPORATION)

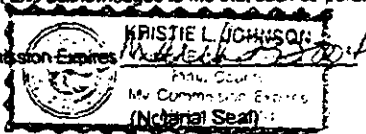
Dated JULY 17, 2000

By [Signature]
(Signature) ROBERT BORGMEYER
Its VICE PRESIDENT
(Title)

STATE OF ARIZONA
COUNTY OF YUMA SS

On this the 17th day of JULY, 2000, before me,
personally appeared Robert Borgmeyer, known to me, or proved to me,
to be the VICE 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



[Signature]
Notary Public

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 8-21-01
RECEIPT NO. 100907
RECEIVED
RECEIVED
AUG 21 2006 3 01
SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DF-000102 JUL/2000
RODALES RANCHES, INC.
WARREN, LESLEY
8734 SHERIDAN LAKE ROAD

RAPID CITY SD 57702-9066

Telephone # 605 721 8062

FAX # _____

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, 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 _____

By [Signature]
(Signature)

Its VICE PRESIDENT
(Title)

STATE OF ARIZONA

COUNTY OF PIMA ss

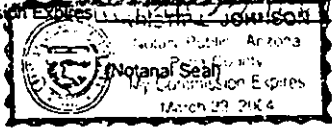
On this the 30th day of JULY 2001, before me, Kristie Johnson

personally appeared ROBERT BORGWARTER, known to me, or proved to me,

to be the VICE 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 _____



[Signature]
Notary Public

SOS CRP 11/00

K
010821001142

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-6077
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)

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

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK

NO FILING FEE

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

FILE DATE _____
FILE NO. _____

RECEIVED RECEIVED
AUG 21 '01 AUG 3 '01
S.D. SEC. OF STATE S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

- The name of the corporation is RODALES RANCHES, INC
The state of incorporation is SOUTH DAKOTA
- The name of the registered agent in South Dakota and the registered office address is LESLEY WAMEN
9734 SHALDAN LAKERS, RAPID CITY SD Zip + 4 57702-9066
- If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is NOT A FOREIGN CORP
- List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.
NO CHANGES
- List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR
<u>NO CHANGES</u>		
- The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 100% OR 3440
(Degree of kindred is defined as number of generations with each generation being a degree). #6 applies only to FAMILY FARM CORPORATIONS

- List changes only of names, address and number of shares owned by shareholders

NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED
<u>NO CHANGES</u>			

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is _____% (Applies only to AUTHORIZED FARM CORPORATION)

Dated 7/30/2001 By [Signature]

STATE OF ARIZONA SS Its VICE PRESIDENT

COUNTY OF PIMA On this the 30TH day of JULY, 2001, before me, Kristie L Johnson

personally appeared ROBERT BORMANN, known to me, or proved to me, to be the VICE PRESIDENT of the corporation that is described in and that executed the within

instrument and acknowledged to me that each corporation executed the same.

KRISTIE L. JOHNSON
My Commission Expires 7/31/2004
Notary Public
(Notary Seal)

[Signature]
Notary Public

2002

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 8/22/02
RECEIPT NO. 129956
RECEIVED

AUG 22 '02

1. Corporate Name, Registered Agent and Registered Address:


DF-000102 JUL2001
RODALES RANCHES, INC.
WARREN, LESLEY
8734 SHERIDAN LAKE ROAD
RAPID CITY SD 57702-9066

Telephone # 605 342-0927
FAX # _____
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, 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 CATTLE RANCHING

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>ROBERT BOBMEYER</u>	President	<u>6770 N. LONGFELLOW DR</u>	<u>TUCSON</u>	<u>AZ</u>	<u>85718-2420</u>
<u>JAN GALLAGHER</u>	Vice President	<u>1735 YORKTOWN ROAD</u>	<u>SAN MATEO</u>	<u>CA</u>	<u>94402</u>
<u>LESLIE BOBMEYER</u>	Secretary	<u>6770 N LONGFELLOW DR</u>	<u>TUCSON</u>	<u>AZ</u>	<u>85718-2420</u>
<u>LESLIE BOBMEYER</u>	Treasurer	<u>6770 N LONGFELLOW DR</u>	<u>TUCSON</u>	<u>AZ</u>	<u>85718-2420</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) 5000 CLASS COMMON SERIES _____ PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE \$100

5. NUMBER OF SHARES ACTUALLY ISSUED 3440 CLASS COMMON SERIES _____

6. The amount of its stated capital is \$ 344,000 (Money received for issued shares)

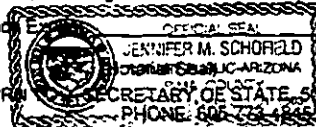
The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated August 19, 2002 By [Signature]
(Signature)
His PRESIDENT
(Title)

STATE OF ARIZONA
COUNTY OF PIMA ss

On this the 19th day of August, 2002, before me, Jennifer M. Schofield
personally appeared Robert Bobmeyer, 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 _____
Notary Public Jennifer M. Schofield



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

SOS CRP 11/01

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)

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

ANNUAL FARM REPORT
PLEASE TYPE OR USE BLACK INK
NO FILING FEE ¹⁰⁻³⁷⁰²

FILE DATE _____
RECEIPT NO. _____

RECEIVED

AUG 19 2002

S.S. SEC. OF STATE

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

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

- The name of the corporation is RODALES RANCHES, INC
The state of incorporation is SOUTH DAKOTA
- The name of the registered agent in South Dakota and the registered office address is LESLEY WARREN
8734 SHERMAN LAKE ROAD, RAPID CITY SD 57702-9066
- If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____
NOT A FOREIGN CORP
- List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.
NO CHANGES

5. List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR
<u>Robert Borgmeyer</u>	<u>HENRY Borgmeyer*</u>	<u>President</u>
<u>Leslie Borgmeyer</u>	<u>MARTLE Borgmeyer*</u>	<u>Sec. Treas, Director</u>

* DECEASED IN 2002

6. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 100% (Degree of kindred is defined as number of generations with each generation being a degree.) #6 applies only to FAMILY FARM CORPORATIONS

7. List changes only of names, address and number of shares owned by shareholders

NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED
<u>ESTATE OF HENRY Borgmeyer*</u>	<u>6770 NORTH LONGFELLOW DR</u>	<u>500</u>	<u>Second Degree (CHILD)</u>
<u>ESTATE OF MARTLE Borgmeyer*</u>	<u>TUGSON, AZ 85718-2420</u>	<u>500</u>	<u>Second Degree (CHILD)</u>

* EXECUTOR IS ROBERT Borgmeyer

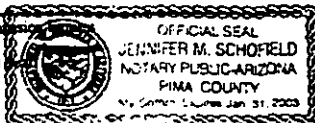
8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 5% %
(Applies only to AUTHORIZED FARM CORPORATION)

Dated AUGUST 19, 2002

STATE OF Arizona
COUNTY OF PIMA

On this the 19th day of AUGUST, 2002, before me, _____ known to me, or proved to me, personally appeared Robert A. Borgmeyer, to be the Rodales Ranches, Inc. 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
(Notarial)



(Title) Jennifer M. Schofield

(Notary Public)

farmrep.pdf

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

ANNUAL REPORT

DOMESTIC 03316222 3356
 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 7-30-03
 RECEIPT NO. 1232923
 RECEIVED
 JUL 30 '03

1. Corporate Name, Registered Agent and Registered Address

Rodales Ranches, Inc.
 Lesley Warren
 8734 Shendan Lake Road
 Rapid City, SD 57702-9066

Telephone # (605) 342 0927
 FAX # same
 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 _____

3. The names and addresses of its directors and officers

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
	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

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 7/29/03
 STATE OF SOUTH DAKOTA
 COUNTY OF BENNINGTON
 On this the 29th day of JULY, 20 03, before me, MARY THOMSEN
 personally appeared ROBERT BROMMEIER, 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 5-16-05
 (Notary Seal) _____ (Notary Public)

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

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLOCK LETTERS

NO FILING FEE

8127103
3356

FILE DATE
RECEIPT NO. 1230423
RECEIVED
JUL 30 '03

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

S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

1. The name of the corporation is Rodales Ranches, Inc.

The state of incorporation is South Dakota

2. The name of the registered agent in South Dakota and the registered office address is Lesley Warren, 8734 Sheridan Lake Road, Rapid City SD 57702-9066

3. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is NOT a foreign corporation

4. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

No changes

5. List only the changes of the names or addresses of the officers and directors.

NAME REPLACED AS OFFICER OR DIRECTOR

No Changes

6. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident shareholders who are family farmers and are actively engaged in farming as their primary economic activity is 3674 (Degree of kindred is defined as number of generations with each generation being a degree.) #6 applies only to FAMILY FARM CORPORATIONS

7. List changes only of names, address and number of shares owned by shareholders

NAME ADDRESS NUMBER OF SHARES DEGREE OF KINDRED

No Changes

8. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is approx five (5%) %.
(Applies only to AUTHORIZED FARM CORPORATION)

Dated 7/29/03

STATE OF SOUTH DAKOTA
COUNTY OF MININGTON

On this the 29TH day of JULY, 20 03, before me,

personally appeared ROBERT BORNMEYER 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.

5-1605
My Commission Expires

(Notarial Seal)

Robert A. Brown
(Signature) PRESIDENT
(Title)

MARY THOMPSON

Mary Thompson
(Notary Public)

**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.

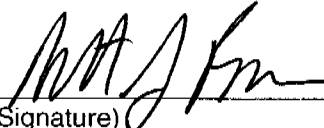
1. The name of the corporation is Rodales Ranches, Inc.
2. The previous street address, or a statement that there is no street address, of its registered office _____
8730 Sheridan Lake Rd, Rapid City, SD 57702
_____ ZIP + 4 _____
3. The current address to which the registered office is to be changed. 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.
Kurt E. Solay, 1301 Omaha St., STE 224, Rapid City, SD ZIP + 4 57701
4. The name of its previous registered agent is Robert Borgmeyer
5. The name of its successor registered agent is *Kurt E. Solay

***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 August 30, 2004


(Signature)

President
(Title)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Kurt E. Solay, hereby give my consent to serve as the
(name of registered agent)

registered agent for Rodales Ranches, Inc.
(corporate name)

Dated August 30, 2004


(signature)

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

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
Filed pursuant to the provisions of SDCL 47-9A

NO FILING FEE

FILE DATE 09/10/04
RECEIVED

SEP 01 '04

S.D. SEC. OF STATE

1. Corporate name and address:



* D F 0 0 0 1 0 2 *
DF000102 JUL/2003
RODALES RANCHES, INC.
WARREN, LESLEY
8734 SHERIDAN LAKE ROAD
RAPID CITY SD 57702-9066

FILING DATE: Due during the month the domestic Certificate of Incorporation or the foreign Certificate of Authority was issued, and delinquent the last day of the following month.

2. The state of incorporation is South Dakota

3. The name of the registered agent in South Dakota and the registered office address is Kurt E Soley, 1301 Omaha Street, Suite 224 Rapid City, South Dakota 57701

4. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____

5. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

6. List only the changes of the names or addresses of the officers and directors.

NAME

REPLACED

AS OFFICER OR DIRECTOR

7. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 3,444. (Degree of kindred is defined as number of generations with each generation being a degree.) #7 applies only to FAMILY FARM CORPORATIONS

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

NAME

ADDRESS

NUMBER OF SHARES

DEGREE OF KINDRED

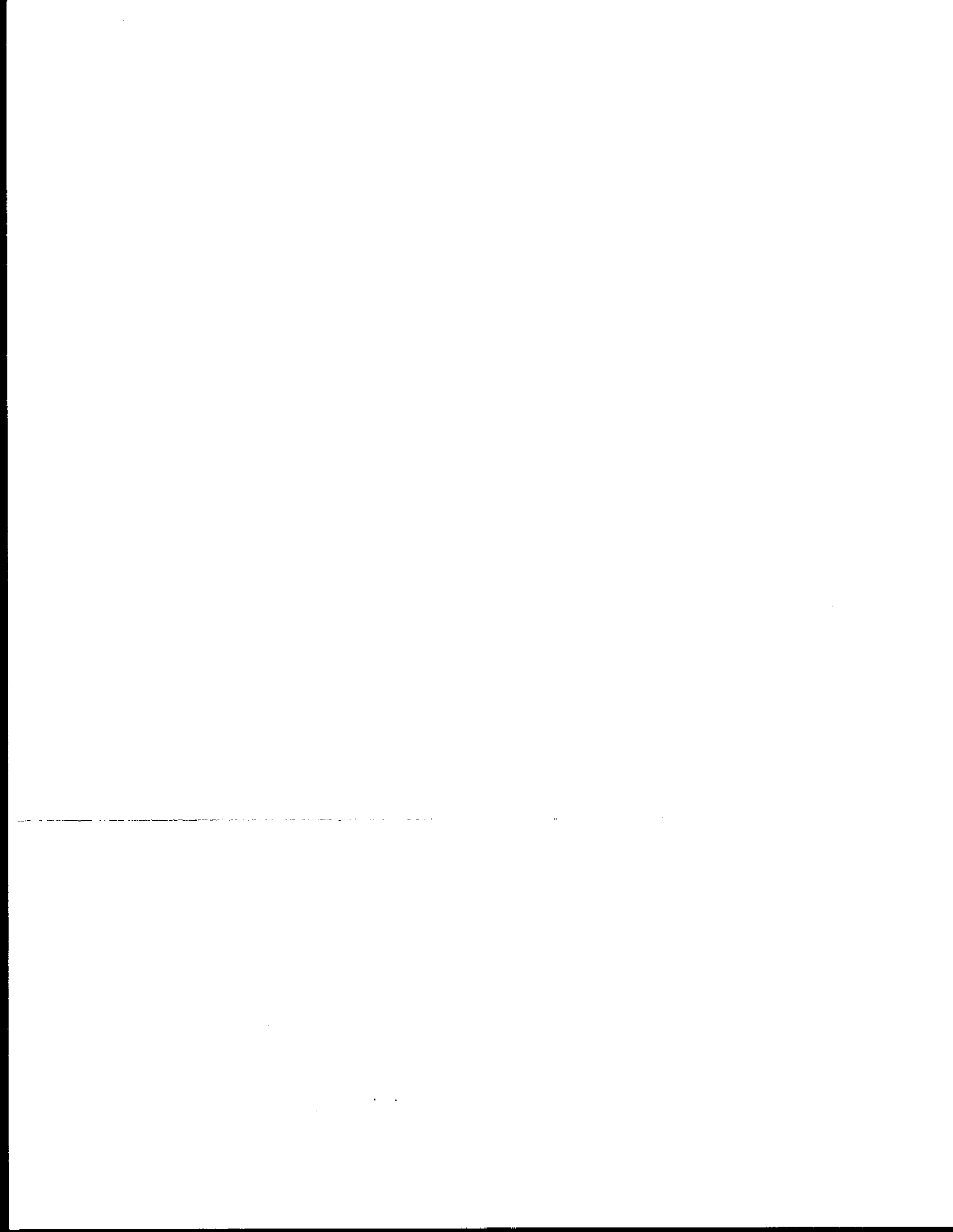
9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is _____ %.
(Applies only to AUTHORIZED FARM CORPORATION)

Dated AUGUST 30, 2004

[Signature]
(Signature)

President
(Title)

230 2435



241 0615

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

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
Filed pursuant to the provisions of SDCL 47-9A

NO FILING FEE

FILE DATE 09/08/05

RECEIVED

RECEIVED

SEP 08 '05

AUG 31 '05

S.D. SEC. OF STATE

S.D. SEC. OF STATE

1. Corporate name and address:



DF000102
DF000102 JUL/2004
RODALES RANCHES, INC.
SOLAY, KIRT E
1301 OMAHA ST STE 224
RAPID CITY SD 57701-2421

FILING DATE: Due during the month the domestic Certificate of Incorporation or the foreign Certificate of Authority was issued, and delinquent the last day of the following month.

2. The state of incorporation is South Dakota

3. The name of the registered agent in South Dakota and the registered office address is Kurt E. Solay, 1301 Omaha Street, Suite 224, Rapid City, SD 57701-9066

4. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____

5. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

6. List only the changes of the names or addresses of the officers and directors.

NAME

REPLACED

AS OFFICER OR DIRECTOR

7. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 3,444. (Degree of kindred is defined as number of generations with each generation being a degree.) #7 applies only to FAMILY FARM CORPORATIONS

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

NAME

ADDRESS

NUMBER OF SHARES

DEGREE OF KINDRED

9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is _____%.
(Applies only to AUTHORIZED FARM CORPORATION)

Dated 8/30/05

[Signature]
(Signature)

President
(Title)

**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)

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

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
Filed pursuant to the provisions of SDCL 47-9A

NO FILING FEE

FILE DATE 10/10/06

RECEIVED

RECEIVED

OCT 10 06

AUG 29 '06

S.D. SEC. OF STATE

S.D. SEC. OF STATE

1. Corporate name and address:



DF000102 JUL/2005
RODALES RANCHES, INC.
SOLAY, ~~KURT~~ E
1301 OMAHA ST STE 224
RAPID CITY SD 57701-2421

KURT

FILING DATE: Due during the month the domestic Certificate of Incorporation or the foreign Certificate of Authority was issued, and delinquent the last day of the following month.

2. The state of incorporation is

SOUTH DAKOTA

3. The name of the registered agent in South Dakota and the registered office address is

~~KURT SOLAY~~

EO CARPENTER, ESQ, 704 ST. JOSEPH ST, RAPID CITY, SD 57709-0290

4. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is

NOT A FOREIGN CORP

5. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.

NO CHANGES

6. List only the changes of the names or addresses of the officers and directors.

NAME

REPLACED

AS OFFICER OR DIRECTOR

NO CHANGES: Robert Borgmeyer

BOTH

11 cl JAN GALLAGHER

BOTH

7. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 500 210 3140 (Degree of kindred is defined as number of generations with each generation being a degree.) #7 applies only to FAMILY FARM CORPORATIONS

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

NAME

ADDRESS

NUMBER OF SHARES

DEGREE OF KINDRED

NO CHANGES SINCE 2005 SUBMISSION

9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 75 %.

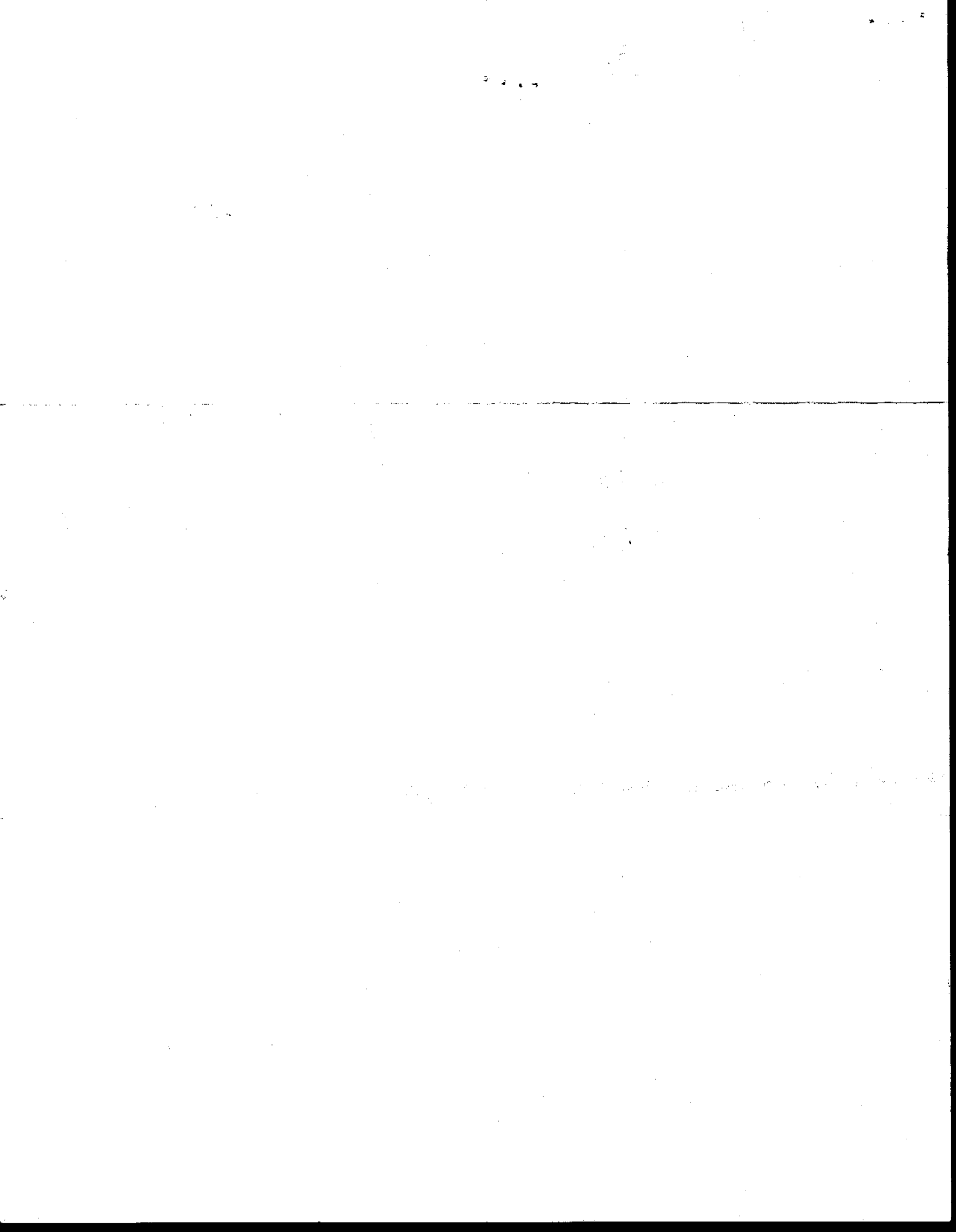
(Applies only to AUTHORIZED FARM CORPORATION)

Dated AUGUST 26, 2006

Robert J Borgmeyer
(Signature)
ROBERT J BORGMEYER
PRESIDENT

(Title)

254 2165



254 2164 10/25/2006

2006

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

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

FILE DATE 10/10/06
RECEIPT NO. 7605889
RECEIVED
AUG 29 '06
S.D. SEC. OF STATE

RECEIVED

OCT 10 '06

S.D. SEC. OF STATE

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



DF000102
DF000102 JUL/2005
RODALES RANCHES, INC.
~~SOLAY, INC~~
~~1301 OMAHA ST STE 224~~
RAPID CITY SD 57701-2421

*KURT
NEW AGENT [LOVER]*

Telephone # 605 752-4038
FAX # 342 0927

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.

EXCEPT NEW PHONE # AND 2. The address of the principal office 6602 DEADWOOD AVENUE NORTH, RAPID CITY, SD 57702-9680

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
Robert Borgmeyer	President	6602 Deadwood Ave N,	RAPID CITY,	SD	57702-9680
JAN GALLAGHER	Vice President	1735 YORKTOWN ROAD,	SAN MATEO,	CA	94401
JAN GALLAGHER	Secretary	IBID			
ROBERT BORGMEYER	Treasurer	IBID			

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 CATTLE RANCHING

5. The total number of authorized shares, itemized by class and series, if any, within each class:
NUMBER OF AUTHORIZED SHARES 3440 CLASS 5000 SERIES COMMON ONLY 1 CLASS

6. NUMBER OF ISSUED SHARES 3440 CLASS " SERIES " " " "

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

Dated JULY 11, 2006

[Signature]
Signature

ROBERT J BORGMEYER
Printed Name

PRESIDENT
Title

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 RODALES RANCHES, INC
2. The street address, or a statement that there is no street address, of its current registered office 1301 OMAHA ST., SUITE 224, RAPID CITY SD ZIP + 4 57701-9066
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. COSTELLO POINT, HILL, HELSTENAMP, BUSHWELL & CARPENTER
704 ST. JOSEPH ST., RAPID CITY, SD ZIP + 4 57709-0290
4. The name of its current registered agent is KURT SOLAY, ESQ.
5. The name of its new registered agent is * ED CARPENTER, ESQ.

***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 OCTOBER 10, 2006

Robert J. Bolbmeyer
Signature

ROBERT J BOLBMAYER
Printed Name

President
Title

B/10

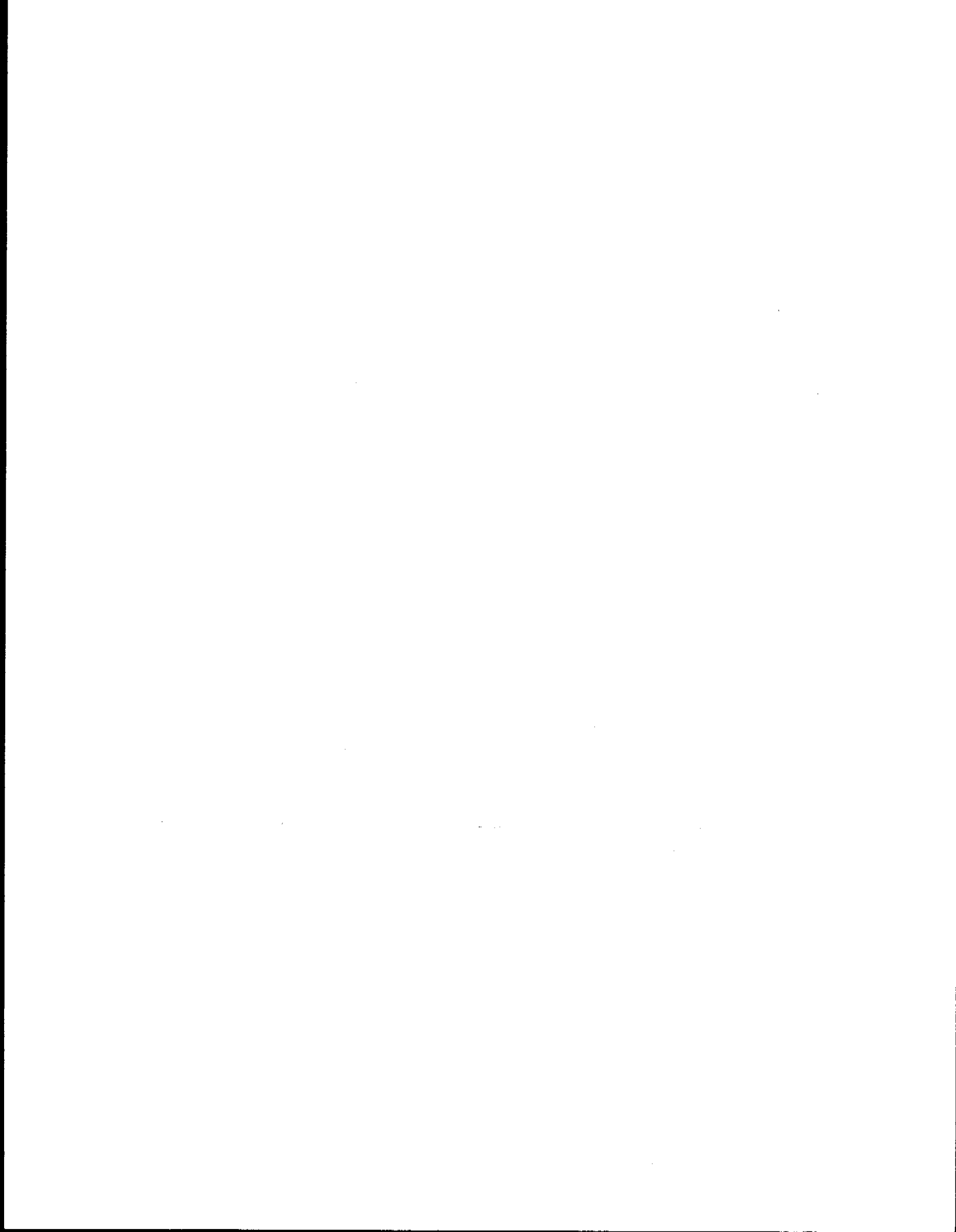
CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, ED CARPENTER, hereby give my consent to serve as the
(name of registered agent)

registered agent for RODALES RANCHES, INC
(corporate name)

Dated 10-6-06

Edward C. Carpenter
(signature)



SECRETARY OF STATE
STATE CAPITOL
60 E. CAPITOL AVE.
SIOUX FALLS, S.D. 57501
(605)773-4845
Fax (605)773-4550

ANNUAL FARM REPORT

PLEASE TYPE OR USE BLACK INK
NO FILING FEE

FILE DATE 8/10/07
RECEIPT NO. _____

RECEIVED

AUG 10 2007

S.D. SEC. OF STATE

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

Pursuant to the provisions of SDCL 47-9A, the undersigned corporation hereby submits the following corporate farming annual report:

1. The name of the corporation is Rodales Ranches, Inc., Carpenter, Esq., Ed., 704 St. Joseph St., Rapid City, SD 57701

2. The state of incorporation is South Dakota

3. The name of the registered agent in South Dakota and the registered office address is Edward Carpenter, 704 St. Joseph St., Rapid City, SD 57701

4. If a foreign corporation, the address of its principal office, or registered office in its state of incorporation is _____
N/A

5. List only the changes since the last report of the acreage and location by section, township, and county of each lot or parcel of land in this state owned or leased by the corporation.
No change.

6. List only the changes of the names or addresses of the officers and directors.

NAME	REPLACED	AS OFFICER OR DIRECTOR
<u>No change.</u>		

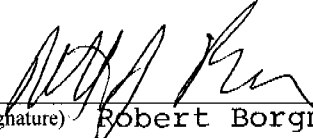
7. The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity is 3,440. (Degree of kindred is defined as number of generations with each generation being a degree.) #6 applies only to FAMILY FARM CORPORATIONS

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

NAME	ADDRESS	NUMBER OF SHARES	DEGREE OF KINDRED
<u>No change.</u>			

9. The percentage of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities is 75% %.
(Applies only to AUTHORIZED FARM CORPORATION)

Dated AUGUST 9, 2007


(Signature) Robert Borgmeyer
President
(Title)



359 2246

Receipt Number: 1823587

File Number **DF000102**



ARTICLES_OF_AMENDMENT

For

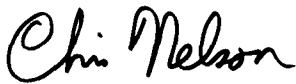
RODALES RANCHES, INC. changing its name to: RUSHMORE VIEW RANCH, INC.

Filed at the request of:

**COSTELLO PORTER HILL HEISTERKAMP ETAL
200 SECURITY BLDG
PO Box 290
RAPID CITY SD 57709**

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

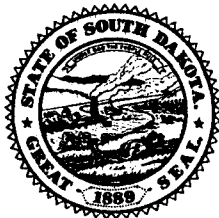
Filed in the office of the Secretary of State on: **Tuesday, August 19, 2008**



Secretary of State

Fee Received: \$50.00

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

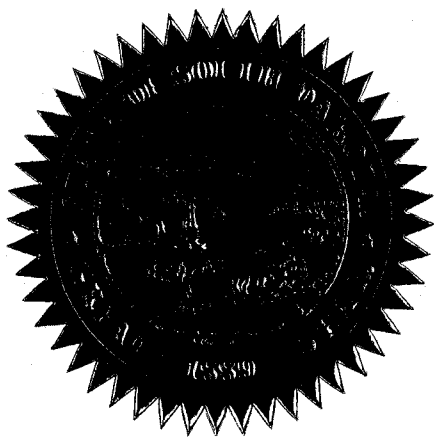
Certificate of Amendment

ORGANIZATIONAL ID #: DF000102

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **RODALES RANCHES, INC. changing its name to: RUSHMORE VIEW RANCH, 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 August 19, 2008.



Chris Nelson

Chris Nelson
Secretary of State

359 2248

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

AMENDMENT TO ARTICLES OF INCORPORATION DOMESTIC BUSINESS CORPORATION

Please Type or Print Clearly in Ink

Please submit one Original and one Photocopy

FILING FEE: \$50 payable to SECRETARY OF STATE

RECEIVED
AUG 19 2008
S.D. SEC. OF STATE

Telephone # _____
FAX # _____

Filed this 19th day of Aug 2008
Chris Nelson
SECRETARY OF STATE

1. The name of the corporation is Rodales Ranches, Inc.

Note: This must be the exact corporate name.

2. The Articles of Incorporation have been amended in the manner prescribed by SDCL 47-1A and by the Articles of Incorporation on August 4, 2008.

Adopted by the shareholders.

Adopted by the Board of Directors.

3. Please state the amendment.

ARTICLE I.

The name of the corporation is changed to RUSHMORE VIEW RANCH, INC.

Application may be signed by any authorized officer of the corporation.

Dated AUGUST 4, 2008

Robert J. Borgmeyer DF 102

(Signature of an authorized officer)
ROBERT J BORGMEYER

(Printed Name)
PRESIDENT

(Title)

280 1760 09/17/2008

2008

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 9/2/08
RECEIVED 1830775
RECEIVED
 SEP 02 2008
 AUG 25 2008
 S.D. SEC. OF STATE
 S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DF000102 JUL/2007

~~RUSHMORE RANCHES, INC.~~ RUSHMORE VIEW RANCH, INC.
 CARPENTER ESQ, ED
~~704 ST JOSEPH ST XXXXXXXX 1721 11th Street~~ 704 St. Joseph St.
 RAPID CITY SD ~~57709-2421X~~ 57701-4406

Telephone # _____
 FAX # _____
 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.

1721 11th Street Rapid City SD 57701-4406
 Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent

Edward C. Carpenter

704 St. Joseph Street Rapid City SD 57701
 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

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.

<input checked="" type="checkbox"/>	<u>Robert J. Borgmeyer</u>	<u>1721 11th Street</u>	<u>Rapid City</u>	<u>SD</u>	<u>57701-4406</u>
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	<u>Jan Gallagher</u>	<u>1735 Yorktown Road</u>	<u>San Mateo</u>	<u>CA</u>	<u>94402-4039</u>
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	<u>Jan Gallagher</u>	<u>1735 Yorktown Road</u>	<u>San Mateo</u>	<u>CA</u>	<u>94402-4039</u>
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	<u>Robert J. Borgmeyer</u>	<u>1721 11th Street</u>	<u>Rapid City</u>	<u>SD</u>	<u>57701-4406</u>
	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

Dated Aug 21, 2008

(Signature of an authorized officer)

Robert J. Borgmeyer
 (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)

280 1761 09/17/2008

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

ANNUAL FARM REPORT Corporation

Please Type or Print Clearly in Ink
No Filing Fee

FILE DATE 9/2/08
RECEIPT NO _____
RECEIVED
SEP 02 2008
S.D. SEC. OF STATE
RECEIVED
AUG 25 2008
S.D. SEC. OF STATE

1. Corporate ID, Name and Address:



* D F 0 0 0 1 0 2 *
DF000102 JUL/2007

~~RUSHMORE VIEW RANCH, INC.~~ RUSHMORE VIEW RANCH, INC.
CARPENTER ESQ, ED
~~704 ST JOSEPH ST~~ 704 St. Joseph St.
RAPID CITY SD ~~57709-2421~~ 57701-4406

Telephone # _____
FAX # _____
FILING DATE: To be filed with the Annual Report.

2. The name of the South Dakota Registered Agent Edward C. Carpenter

704 St. Joseph Street Rapid City SD 57701
Street Address (Required to be a South Dakota Address) City State ZIP+4
SD
Mailing Address (Optional - Required to be a South Dakota Address) City State ZIP+4

3. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

No changes.

County	Section	Township	Acres

4. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity.	<u>3,440</u>
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	

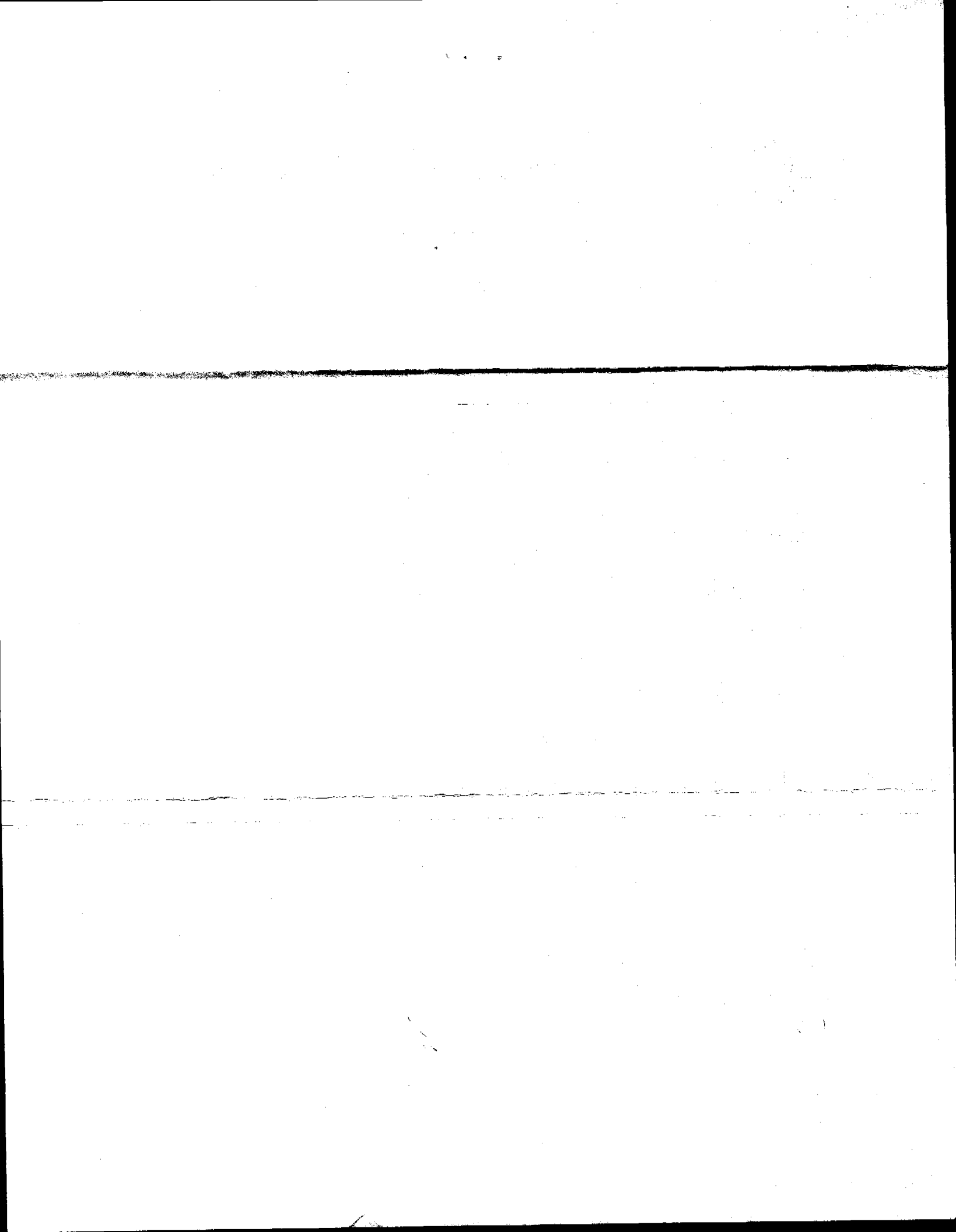
5. List any changes to shareholder name, address, number of shares owned, and degree of kindred.

No changes.

Name	Address	City	State	Zip	Shares	Kindred

Dated AUGUST 21, 2008

[Signature]
(Signature of an authorized officer)
Robert J. Borgmeyer
(Printed Name)
President
(Title)



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: \$50 Make check payable to SECRETARY OF STATE

FILE DATE 8-31-09
RECEIPT NO 1946054
RECEIVED
AUG 31 2009
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DF000102 JUL/2008
RUSHMORE VIEW RANCH, INC.
CARPENTER ESQ, ED
704 ST JOSEPH ST
RAPID CITY SD 57709-2421

Telephone #

FAX #

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.

1721 11th Street Rapid City SD : 57701-4406
Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent Edward C. Carpenter

704 St. Joseph Street Rapid City SD 57701
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

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.

[X] Robert J. Borgmeyer 1721 11th Street Rapid City SD 57701-4406
President Street Address City State ZIP+4

[X] Jan Gallagher 1735 Yorktown Road San Mateo CA 94402-4039
Vice President Street Address City State ZIP+4

[X] Jan Gallagher 1735 Yorktown Road San Mateo CA 94402-4039
Secretary Street Address City State ZIP+4

[X] Robert J. Borgmeyer 1721 11th Street Rapid City SD 57701-4406
Treasurer Street Address City State ZIP+4

[] Director Street Address City State ZIP+4

[] Director Street Address City State ZIP+4

Dated AUGUST 26, 2009

[Signature]
(Signature of an authorized officer)

Robert J. Borgmeyer
(Printed Name)

President
(Title)

... ..

... ..

... ..

... ..

... ..

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

ANNUAL FARM REPORT Corporation

Please Type or Print Clearly in Ink
No Filing Fee

FILE DATE	<u>8-31-09</u>
RECEIPT NO.	<u>RECEIVED</u>
AUG 31 2009	
S.D. SEC. OF STATE	

Telephone #	_____
FAX #	_____
FILING DATE: To be filed with the Annual Report.	

1. Corporate ID, Name and Address:



DF000102 JUL/2008
RUSHMORE VIEW RANCH, INC.
CARPENTER ESQ, ED
704 ST JOSEPH ST
RAPID CITY SD 57708-2421

2. The name of the South Dakota Registered Agent Edward C. Carpenter

<u>704 St. Joseph Street</u>	<u>Rapid City</u>	<u>SD</u>	<u>57701</u>
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

3. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

No changes

County	Section	Township	Acre

4. Please complete the appropriate section:

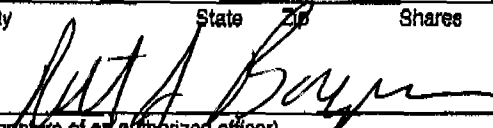
Family Farm Corporation	The NUMBER OF SHARES owned by person(s) residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm, or their relatives within the third degree of kindred, or by resident stockholders who are family farmers and are actively engaged in farming as their primary economic activity.	<u>3,440</u>
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	_____ %

5. List any changes to shareholder name, address, number of shares owned, and degree of kindred.

No changes

Name	Address	City	State	Zip	Shares	Kindred

Dated August 26, 2009

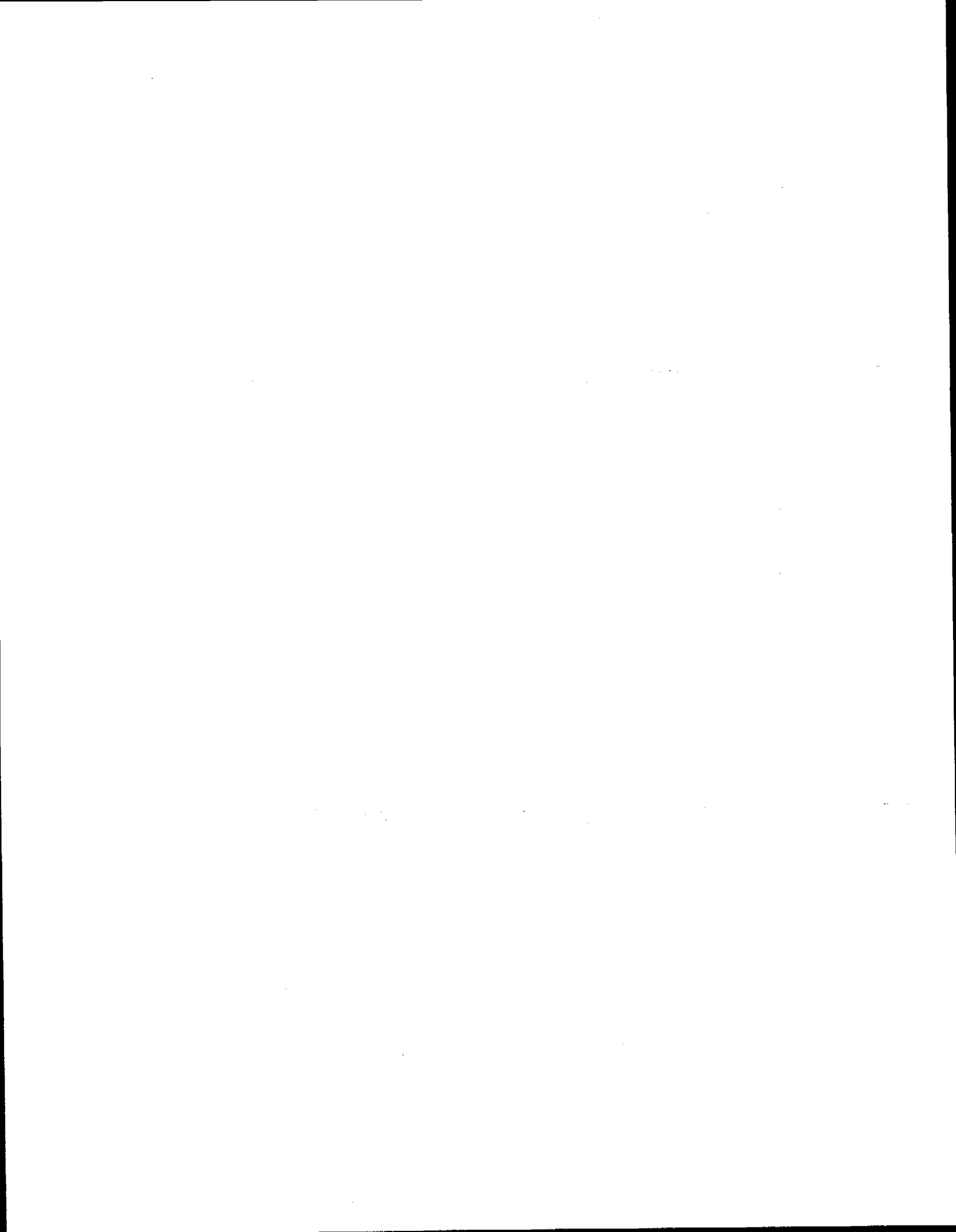


 (Signature of an authorized officer)
Robert J. Borgmeyer

 (Printed Name)
President

 (Title)

295 1914 09/03/2009



ANNUAL FARM REPORT

Corporation

Please Type or Print Clearly in Ink
 No Filing Fee

FILE DATE <u>08/04/10</u>
RECEIVED
AUG 04 2010
S.D. SEC. OF STATE

Telephone # _____
FAX # _____
FILING DATE: To be filed with the Annual Report.

309 0973

1. Corporate ID, Name and Address:



* D F 0 0 0 1 0 2 *
 DF000102 JUL/2009
 RUSHMORE VIEW RANCH, INC.
 CARPENTER ESQ, ED
 704 ST JOSEPH ST
 RAPID CITY SD 57701-2721

2. The name of the South Dakota Registered Agent Edward C. Carpenter

<u>704 St. Joseph Street</u>	<u>Rapid City</u>	<u>SD</u>	<u>57701</u>
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
--	------	-------	-------

3. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

No changes

County	Section	Township	Acres

4. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	<u>3,440</u>
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	_____ %

5. List any changes to shareholder name, address, number of shares owned, and degree of kindred.

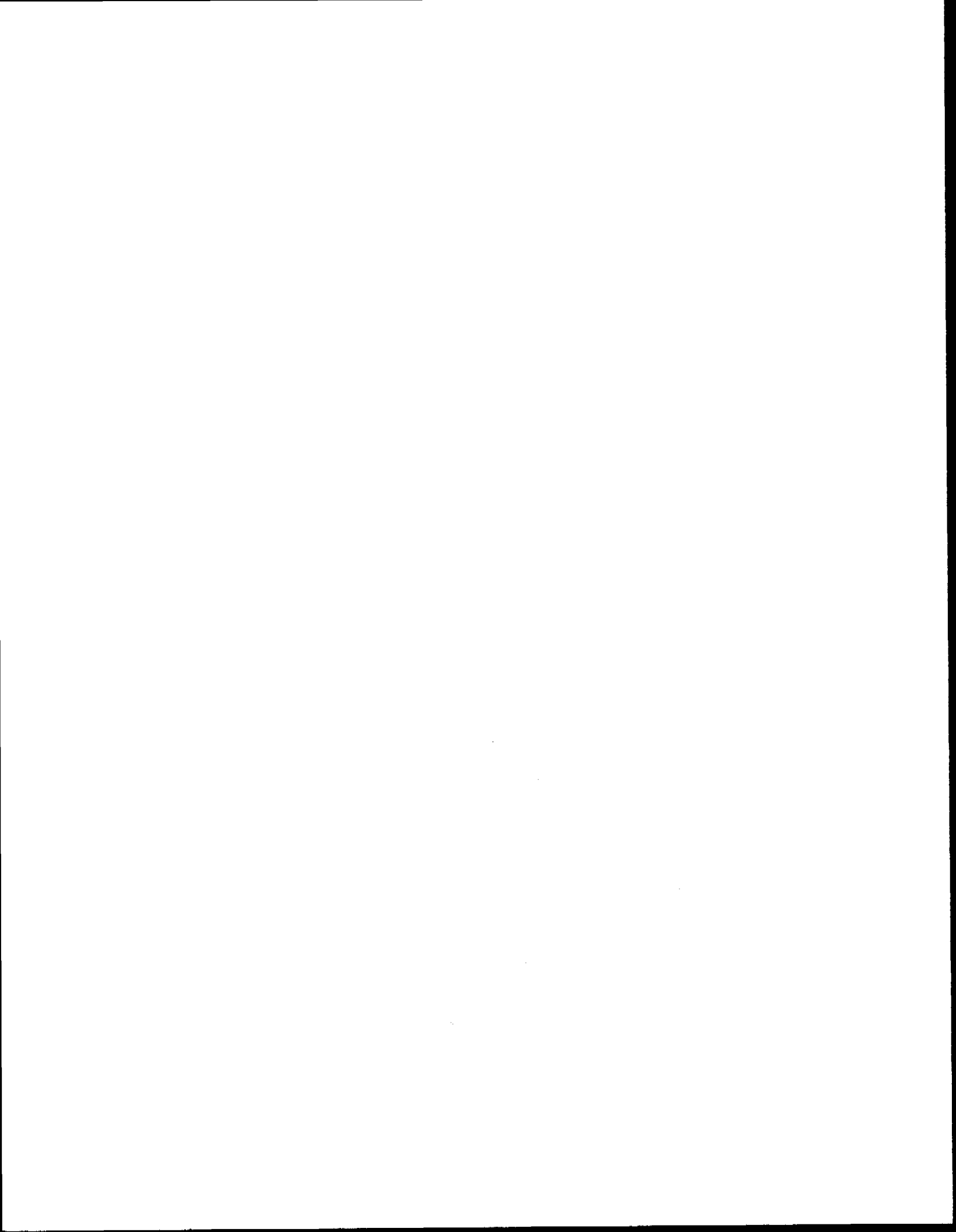
No changes

Name	Address	City	State	Zip	Shares

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

Dated 8/3/2010

Robert J. Borgmeyer
 (Signature of an Authorized Person)
Robert J. Borgmeyer
 (Printed Name)



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 08/04/10
RECEIPT NO 2054991
RECEIVED
AUG 04 2010
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DF000102 JUL/2009
RUSHMORE VIEW RANCH, INC.
CARPENTER ESQ, ED
704 ST JOSEPH ST
RAPID CITY SD 57701-2721

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

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.

1721 11th Street Rapid City SD 57701-4406
Street Address City State ZIP+4
Mailing Address (Optional) City State ZIP+4

4. The name of the South Dakota Registered Agent Edward C. Carpenter

704 St. Joseph Street Rapid City SD 57701
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

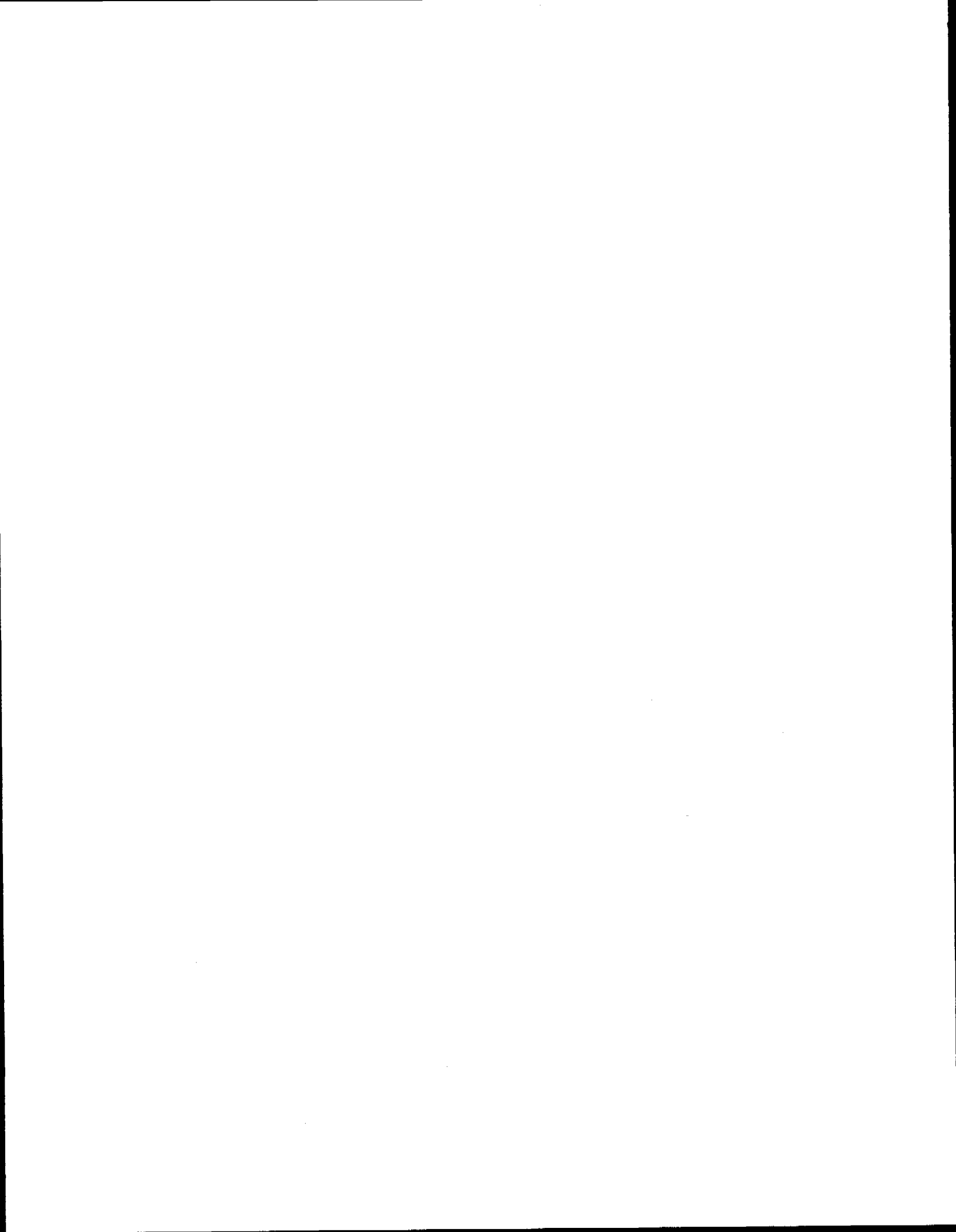
5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

Robert J. Borgmeyer 1721 11th Street Rapid City SD 57701-4405
President Street Address City State ZIP+4
Jan Gallagher 1735 Yorktown Road San Mateo CA 94402-4039
Vice President Street Address City State ZIP+4
Jan Gallagher 1735 Yorktown Road San Mateo CA 94402-4039
Secretary Street Address City State ZIP+4
Robert J. Borgmeyer 1721 11th Street Rapid City SD 57701-4406
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 respect. Any violation is subject to a civil penalty.

Dated 8/3/2010

(Signature of an Authorized Person)
Robert J. Borgmeyer
(Printed Name)



324 1684 08/10/2011

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

ANNUAL FARM REPORT Corporation

Please Type or Print Clearly in Ink
No Filing Fee

FILE DATE	8/8/11
RECEIPT NO	2175409
RECEIVED	
AUG 08 2011	
S.D. SEC. OF STATE	
Telephone #	_____

1. Corporate ID, Name and Address:



DF000102
DF000102 JUL/2010
RUSHMORE VIEW RANCH, INC.
CARPENTER ESQ, ED
704 ST JOSEPH ST
RAPID CITY SD 57701-2721

2. The name of the South Dakota Registered Agent

Edward C. Carpenter

704 St. Joseph Street Rapid City SD 57701
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

3. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

No changes

County	Section	Township	Acres

4. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	3,440
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	_____%

5. List any changes to shareholder name, address, number of shares owned, and degree of kindred (DOK).

No changes

Name	Address	City	State	Zip+4	Shares	DOK

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

Dated July 31, 2011

(Signature of an Authorized Person)

Email

Robert J. Borgmeyer
(Printed Name)

324 1683 08/10/2011

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	8/8/11
RECEIPT NO	2175409
RECEIVED	
AUG 08 2011	
S.D. SEC. OF STATE	

1. Corporate Name, Registered Agent Name and Address:



DF000102
DF000102 JUL/2010
RUSHMORE VIEW RANCH, INC.
CARPENTER ESQ, ED
704 ST JOSEPH ST
RAPID CITY SD 57701-2721

Telephone #	_____
-------------	-------

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.

Street Address	1721 11th St.	City	Rapid City	State	SD	ZIP+4	57701-4406
Mailing Address	1721 11th St.	City	Rapid City	State	SD	ZIP+4	57701-4406

Email Address _____

4. The name of the South Dakota Registered Agent Edward C. Carpenter
704 St. Joseph Street

Street Address or Rural Route Box Number in This State and	704 St. Joseph Street	City	Rapid City	State	SD	ZIP+4	57701
Mailing Address in This State, if Different from Street Address		City		State		ZIP+4	

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.

<input checked="" type="checkbox"/>	Robert J. Borgmeyer	1721 11th St.	Rapid City, SD	57701-4406
President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	Jan Gallagher	1735 Yorktown Road	San Mateo	CA 94402-4039
Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	Jan Gallagher	1735 Yorktown Road	San Mateo	CA 94402-4039
Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	Robert J. Borgmeyer	1721 11th St.	Rapid City, SD	57701-4406
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 respect. Any violation is subject to a civil penalty.

CC JAN
Dated July 31, 2011

(Signature of an Authorized Person)

Email

Robert J. Borgmeyer
(Printed Name)

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 _____
(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)

324 1684 08/10/2011

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

ANNUAL FARM REPORT Corporation

Please Type or Print Clearly in Ink
No Filing Fee

FILE DATE	8/8/11
RECEIPT NO	2175409
RECEIVED	
AUG 08 2011	
S.D. SEC. OF STATE	
Telephone #	_____

1. Corporate ID, Name and Address:



DF000102
DF000102 JUL/2010
RUSHMORE VIEW RANCH, INC.
CARPENTER ESQ, ED
704 ST JOSEPH ST
RAPID CITY SD 57701-2721

2. The name of the South Dakota Registered Agent

Edward C. Carpenter

704 St. Joseph Street Rapid City SD 57701
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

3. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

No changes

County	Section	Township	Acres

4. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	3,440
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	_____%

5. List any changes to shareholder name, address, number of shares owned, and degree of kindred (DOK).

No changes

Name	Address	City	State	Zip+4	Shares	DOK

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

Dated July 31, 2011

(Signature of an Authorized Person)

Email

Robert J. Borgmeyer
(Printed Name)

2012

Enter Filing Year

ANNUAL FARM REPORT

FILE 9/4/2012

RECEIPT NO 61879

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

Corporation

Please Type or Print Clearly In Ink

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

1. Corporate Name and Address:

DF000102
RUSHMORE VIEW RANCH, INC.
1721 11TH ST
RAPID CITY, SD 57701-4406

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

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

1721 11TH ST	RAPID CITY	SD	57701-4406
Street Address	City	State	ZIP+4

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

4. The name of the South Dakota Registered Agent

Agent Name: ED CARPENTER ESQ

704 ST JOSEPH ST	RAPID CITY	SD	57701-2721
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4

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

5. The names and business addresses of its 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.

<input checked="" type="checkbox"/>	ROBERT J BORGMEYER	1721 11TH ST	RAPID CITY	SD	57701
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	JAN GALLAGHER	1735 YORKTOWN ROAD	SAN MATEO	CA	94402
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	JAN GALLAGHER	1735 YORKTOWN ROAD	SAN MATEO	CA	94402
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	ROBERT J BORGMEYER	1721 11TH ST	RAPID CITY	SD	57701
	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

6. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

7. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	<u>3440</u>
Authorized Farm	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	<u> </u>

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

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

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

Signature Accepted Electronically

(Signature of an Authorized Person)
ROBERT J BORGMEYER

(Printed Name)

2013

Enter Filing Year

ANNUAL FARM REPORT

FILE 8/2/2013

RECEIPT NO 132611

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

Corporation

Please Type or Print Clearly In Ink

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

1. Corporate Name and Address:

DF000102
RUSHMORE VIEW RANCH, INC.
731 ST JOSEPH STREET
RAPID CITY, SD 57701

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

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

731 ST JOSEPH STREET RAPID CITY SD 57701

Street Address City State ZIP+4

PO BOX 9007 RAPID CITY SD 57709

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: ED CARPENTER ESQ

704 ST JOSEPH ST RAPID CITY SD 57701-2721

Street Address or Rural Route Box Number in This State and City State ZIP+4

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

5. The names and business addresses of its 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.

ROBERT J BORGMEYER 6770 NORTH LONGFELLOW TUCSON AZ 85718
DRIVE

President Street Address City State ZIP+4

JAN GALLAGHER 1735 YORKTOWN ROAD SAN MATEO CA 94402

Vice President Street Address City State ZIP+4

JAN GALLAGHER 1735 YORKTOWN ROAD SAN MATEO CA 94402

Secretary Street Address City State ZIP+4

ROBERT J BORGMEYER 6770 NORTH LONGFELLOW TUCSON AZ 85718
DRIVE

Treasurer Street Address City State ZIP+4

_____ Street Address City State ZIP+4

Director Street Address City State ZIP+4

_____ Street Address City State ZIP+4

Director Street Address City State ZIP+4

6. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

7. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	3440
Authorized Farm	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	

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

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

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

Date

Signature Accepted Electronically

(Signature of an Authorized Person)

ROBERT J BORGMEYER

(Printed Name)

2013

Enter Filing Year

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH

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

Corporation

Please Type or Print Clearly In Ink

FILING FEE: \$10.00 Make check payable to SECRETARY OF STATE

FILE 8/2/2013

RECEIPT NO 132733

1. Corporate Name and Address:

DF000102
RUSHMORE VIEW RANCH, INC.
731 ST JOSEPH STREET
RAPID CITY, SD 57701

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

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

Agent Name: ED CARPENTER ESQ

704 ST JOSEPH ST	RAPID CITY	SD	57701-2721
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4

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

4. If the address has changed, its new address.

New Agent Name: TIMOTHY J BECKER

731 ST JOSEPH STREET	RAPID CITY	SD	57701
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
PO BOX 9007	RAPID CITY	SD	57709

Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
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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 08/02/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

ROBERT J BORGMEYER

(Printed Name)

2014

Enter Filing Year

ANNUAL FARM REPORT

FILE DATE 7/10/2014

RECEIPT NO 215582

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

Corporation

Please Type or Print Clearly In Ink

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

1. Corporate Name and Address:

DF000102
RUSHMORE VIEW RANCH, INC.
731 ST.JOSEPH STREET, 2ND FLOOR
RAPID CITY, SD 57701

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

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

731 ST.JOSEPH STREET, 2ND FLOOR	RAPID CITY	SD	57701
Street Address	City	State	ZIP+4
PO BOX 9007	RAPID CITY	SD	57709-9007
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: TIMOTHY J BECKER

731 ST JOSEPH STREET	RAPID CITY	SD	57701
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
PO BOX 9007	RAPID CITY	SD	57709
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. 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.

<input checked="" type="checkbox"/>	ROBERT J BORGMEYER	6770 NORTH LONGFELLOW DRIVE	TUCSON	AZ	85718
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	JAN GALLAGHER	1735 YORKTOWN ROAD	SAN MATEO	CA	94402
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	JAN GALLAGHER	1735 YORKTOWN ROAD	SAN MATEO	CA	94402
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	ROBERT J BORGMEYER	6770 NORTH LONGFELLOW DRIVE	TUCSON	AZ	85718
	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

6. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

7. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	3440
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	

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

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

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

Dated 07/10/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

ROBERT J BORGMEYER

(Printed Name)

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Merger Domestic Farm

ORGANIZATIONAL ID# DF000102

I, **Jason Gant**, Secretary of State of the State of South Dakota, hereby certify that the Merger of

RUSHMORE VIEW RANCH, INC.

duly signed and verified, 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 Merger and attach hereto a duplicate of the Merger.

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 08/27/2014.



Jason M. Gant
Secretary of State

9/2/2014 10:59:25 AM
Change ID: 1192449

Filed this 27th day of Aug. 2014
Jason Gant
SECRETARY OF STATE

RECEIVED
AUG 27 2014
S.D. SEC. OF STATE

ARTICLES OF MERGER

ARTICLE ONE

The name and jurisdiction of the parties to this merger are Rodales Ranches, Inc. (South Dakota Corporate ID #DF023276), a South Dakota corporation, and Rushmore View Ranch, Inc. (South Dakota Corporate ID #DF000102, f/k/a Rodales Ranches, Inc.), a South Dakota corporation.

ARTICLE TWO

The Articles of Incorporation for Rodales Ranches, Inc. (DF023276) were filed with the South Dakota Secretary of State on March 27, 1984. The Articles of Incorporation for Rushmore View Ranch, Inc. (DF000102) were filed with the South Dakota Secretary of State on July 23, 1996.

ARTICLE THREE

A Plan of Merger was duly adopted and signed by all of the shareholders and directors of Rodales Ranches, Inc. (DF023276) and all of the shareholders and directors of Rushmore View Ranch, Inc. (DF000102) on the 25th day of August, 2014.

ARTICLE FOUR

Pursuant to the Plan of Merger, Rodales Ranches, Inc. (DF023276) merges into Rushmore View Ranch, Inc. (DF000102).

ARTICLE FIVE

The name and address of the principal executive office of the entity to survive the merger is Rushmore View Ranch, Inc. (DF000102), 731 St. Joseph Street, 2nd Floor, P.O. Box 9007, Rapid City, South Dakota. The name and address of the registered agent for the surviving corporation is Timothy J. Becker, 731 St. Joseph Street, 2nd Floor, P.O. Box 9007, Rapid City, South Dakota.

ARTICLE SIX

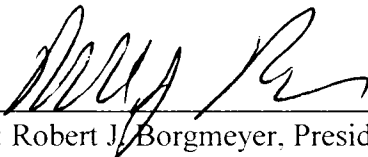
The effective date of this merger is the date of filing these Articles of Merger by the South Dakota Secretary of State's office.

ARTICLE SEVEN

Rushmore View Ranch, Inc. (DF000102) may be served with process in South Dakota and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of Rodales Ranches, Inc. (DF023276).

DATED this 25th day of August, 2014.

RODALES RANCHES, INC. (DF023276)


By: Robert J. Borgmeyer, President

RUSHMORE VIEW RANCH, INC. (DF000102)


By: Robert J. Borgmeyer, President



Secretary of State

Jason M. Gant

State Capitol | 500 E. Capitol Ave. | Pierre, South Dakota 57501 | sdsos@state.sd.us | sdsos.gov

Return To: BANKS JOHNSON KAPPELMAN & BECKER PLLC TIMOTHY J BECKER
PO BOX 9007
RAPID CITY, SD 57709

From: Secretary of State Jason M. Gant
Corporations Division

Filing Date: 08/27/2014

Re: RUSHMORE VIEW RANCH, INC. (DF000102)
Merger

The documents on behalf of RUSHMORE VIEW RANCH, INC. have been received and filed. Attached is the Certificate along with a receipt for the filing fee of \$60.00. Below is a summary of the transaction.

Remitter	Address	Amount Paid
RUSHMORE VIEW RANCH INC	1721 11TH ST RAPID CITY, SD 57701-4406	\$60.00
Total:		\$60.00

Description	Invoice Date	Qty	Receipt #	Subtotal
Merger	09/02/2014	1	228372	\$60.00
Total:				\$60.00

Administration
Tel: (605) 773-3537
Fax: (605) 773-6580

Corporations
Tel: (605) 773-4845
Fax: (605) 773-4550

Uniform Commercial Code
Tel: (605) 773-3537
Fax: (605) 773-6580



2015

STATEMENT OF CHANGE OF REGISTERED OFFICE

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

Corporation
SDCL 47-27-18, 59-11-24

Please Type or Print Clearly In Ink

FILING FEE: \$10.00 Make check payable to SECRETARY OF STATE

FILE DATE 7/1/2015

RECEIPT NO 315762

Telephone #

1. Corporate Name and Address:

DF000102

RUSHMORE VIEW RANCH, INC.

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

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

Agent Name: TIMOTHY J BECKER

731 ST JOSEPH STREET RAPID CITY SD 57701

Street Address or Rural Route Box Number in This State and PO BOX 9007 City RAPID CITY State SD ZIP+4 57709

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

4. If the address has changed, its new address.

New Agent Name: KURT E SOLAY

632 MAIN STREET, 2ND FLOOR RAPID CITY SD 57701

Actual Street Address or Rural Route Box Number in This State City RAPID CITY State SD ZIP+4 P.O. BOX 8030 City RAPID CITY State SD ZIP+4 57709

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

kurt@nooneysolay.com

Email Address (Optional)

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

Dated 07/01/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

Email kurt@nooneysolay.com

KURT E SOLAY

(Optional)

(Printed Name)

2015

ANNUAL FARM REPORT

FILE DATE 7/1/2015

Enter Filing Year

Corporation

RECEIPT NO 315762

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

SDCL 47-27-18, 59-11-24

Please Type or Print Clearly In Ink

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

Telephone # _____

1. Corporate Name and Address:

DF000102

RUSHMORE VIEW RANCH, INC.

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

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

632 MAIN STREET, 2ND FLOOR RAPID CITY SD 57701

Actual Street Address or Rural Route Box Number City State ZIP+4

P.O. BOX 8030 RAPID CITY SD 57709

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

kurt@nooneysolay.com

Email Address (Optional)

4. The name of the South Dakota Registered Agent

Agent Name: KURT E SOLAY

632 MAIN STREET, 2ND FLOOR RAPID CITY SD 57701

Actual Street Address or Rural Route Box Number in This State City State ZIP+4

P.O. BOX 8030 RAPID CITY SD 57709

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

kurt@nooneysolay.com

Email Address (Optional)

5. 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.

<input checked="" type="checkbox"/>	JAN GALLAGHER	1735 YORKTOWN ROAD	SAN MATEO	CA	94402
	Director	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	LESLEY WARREN	8734 SHERIDAN LAKE ROAD	RAPID CITY	SD	57702
	Director	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	SHANNON GALLAGHER	1735 YORKTOWN ROAD	SAN MATEO	CA	94402
	Director	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	LISA CAMPBELL	P.O. BOX 2894	NORTH CONWAY	NH	03860
	Director	Actual Street Address	City	State	ZIP+4

6. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

7. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	3440
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	

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

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

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

Dated 07/01/2015

Signature Accepted Electronically

 (Signature of an Authorized Person)

Email kurt@nooneysolay.com
 (Optional)

KURT E SOLAY
 (Printed Name)

2016

ANNUAL FARM REPORT

FILE DATE 5/2/2016

Enter Filing Year

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

Corporation

SDCL 47-27-18, 59-11-24

RECEIPT NO 410946

Please Type or Print Clearly In Ink

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

1. Corporate ID and Name:

DF000102

Enter Corporate ID

RUSHMORE VIEW RANCH, 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).

632 MAIN STREET, 2ND FLOOR	RAPID CITY	SD	57701
----------------------------	------------	----	-------

Actual Street Address or Rural Route Box Number	City	State	ZIP+4
---	------	-------	-------

P.O. BOX 8030	RAPID CITY	SD	57709
---------------	------------	----	-------

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

4. The name of the South Dakota Registered Agent

Agent Name: KURT E SOLAY

632 MAIN STREET, 2ND FLOOR	RAPID CITY	SD	57701
----------------------------	------------	----	-------

Actual Street Address or Rural Route Box Number in This State	City	State	ZIP+4
---	------	-------	-------

PO BOX 8030	RAPID CITY	SD	57709
-------------	------------	----	-------

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. 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.

<input checked="" type="checkbox"/>	JAN GALLAGHER	1735 YORKTOWN ROAD	SAN MATEO	CA	94402
Director		Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	LESLEY WARREN	8734 SHERIDAN LAKE ROAD	RAPID CITY	SD	57702
Director		Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	SHANNON GALLAGHER	1735 YORKTOWN ROAD	SAN MATEO	CA	94402
Director		Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	LISA CAMPBELL	P.O. BOX 2894	NORTH CONWAY	NH	03860
Director		Actual Street Address	City	State	ZIP+4

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

<input type="checkbox"/>	Vice President	Actual Street Address	City	State	ZIP+4
<input type="checkbox"/>	Secretary	Actual Street Address	City	State	ZIP+4
<input type="checkbox"/>	Treasurer	Actual Street Address	City	State	ZIP+4

6. List only the changes since the last report of the acreage and location by section, township and county of each lot or parcel of land in this state owned or leased by the corporation.

7. Please complete the appropriate section:

Family Farm Corporation	The NUMBER OF SHARES owned by person(s) who are members of a family as defined in SDCL 47-9A-2, one of such shareholders being a family member who is residing on the farm or actively operating the farm, or who has resided on or has actively operated the farm. (See SDCL 47-9A-14)	3440
Authorized Farm Corporation	The PERCENTAGE of gross receipts of the corporation derived from rent, royalties, dividends, interest and annuities.	

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

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

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty (SDCL 47-1A-129).

Dated

Signature Accepted Electronically

(Signature of an Authorized Person)

KURT E SOLAY

(Printed Name)

*By signing this form you agree to have both the fee and the form processed electronically.
A fee of up to \$40 will be assessed for returned payments.

5/2/2016 12:20:01 PM