K/9601273.686

9601274D486

State of South Dakota

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

NONPROFIT CORPORATION

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of SOUTH DAKOTA RURAL ENTERPRISE, INCORPORATED duly signed and verified, pursuant to the provisions of the South Dakota 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 issued this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation of SOUTH DAKOTA RURAL ENTERPRISE, INCORPORATED.

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 January 2, 1996.

Joyce Hazeltine

JOYCE HAZELTINE
Secretary of State

K/960

Filed this 2nd day of Jan. 1996

SECRETARY OF STATE

RECEIVED
JAN 02 1996
S.D. SEC. OF STATE

ARTICLES OF INCORPORATION
OF
SOUTH DAKOTA RURAL ENTERPRISE, INCORPORATED

The undersigned, for the purpose of forming a South Dakota corporation, pursuant to the provisions of SDCL 47-22, the South Dakota Nonprofit Corporation Act, and all amendments thereto, adopt the following Articles of Incorporation.

Article I

Name

The name of the corporation is the South Dakota Rural Enterprise, Incorporated, hereafter referred to as the "Corporation."

Article II

Duration

The period of existence of the Corporation shall be perpetual.

Article III

Purposes

This corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, all as contemplated and permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Within the framework and limitations of the foregoing, the Corporation shall be operated to enhance the vitality of South Dakota communities.

Article IV

Powers of Corporation

Section 1
For such purposes, and not otherwise, the corporation shall have and exercise all rights, privileges and powers authorized by SDCL 47-22 to 47-28 inclusively and amendments thereto, including the power to acquire and receive funds and property of every kind and nature, whether by legislative appropriation, purchase, conveyance, lease, gift, grant, bequest,

legacy, devise or otherwise, and whether in trust or otherwise, and to own, hold, expend, loan, make gifts, grants, contributions of, and to convey, transfer, sell and dispose of any funds and property and the income therefrom in furtherance of the purposes of this corporation, and to lease, mortgage, encumber, and use the same, and such other powers that are consistent with the foregoing purposes.

Section 2
Provided however, the powers of this corporation shall be exercised only so that the activities of the Corporation shall be exclusively within the contemplation of 26 US Code, Section 501(c)(3); and provided finally that this corporation shall not carry on any activity that is not permitted to be carried on by a corporation that is exempt from federal income taxes.

Section 3
All references to a particular Section of the 26 US Code shall mean and include, as now enacted, or as hereafter amended, such section and any provision of federal law as is, or may hereafter be applicable, cognate to such section.

Section 4
In the event the corporation at any time is determined to be a private foundation as defined in the 26 US Code, Section 509(a), the income of the corporation for each taxable year to which such determination applies shall be distributed at such time and in such a manner as not to subject it to tax; and during each taxable year to which such determination applies, the corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make investments that would jeopardize the carrying out of the exempt purposes of the corporation, or make any taxable expenditures or make any investments in such manner as to subject it to tax.

Section 5
This corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any person the payment of a loan by any officer or director of this corporation.

Article V

Membership

The Corporation shall not be a membership corporation and shall have no authority to issue capital stock.

Article VI

Board of Directors

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The Incorporators shall serve as the initial Board of Directors, and shall act as the

Directors of the Corporation until the election of their successors. The first annual meeting of the corporation shall be held no later than one year after incorporation. The qualifications, election, number, tenure, powers and duties of the Board of Directors shall be as provided in the By-Laws of the Corporation. The initial Board of Directors shall have twelve (12) members.

Article VII

Internal Affairs

Section 1. By-Laws
In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, or repeal, from time to time, the By-Laws of the Corporation.

Section 2. Amendments
These Articles of Incorporation may be amended in the manner prescribed by the South Dakota Statutes, provided that no amendments to the Articles of Incorporation shall substantially change the original purposes of the corporation or be for any purpose contrary to the provisions of 26 US Code, Section 501(c)(3).

Section 3. Indemnity
No person shall be liable to the corporation for any loss or damage caused by any action taken or omitted to be taken by him or her in this capacity as a director, officer, agent or employee of the corporation if he or she acted in good faith and in a manner reasonably believed to be in the best interests of eh corporation. The By-Laws may provide for indemnification of directors, officers, agents and employees of the Corporation in a manner not inconsistent with the laws of the State of South Dakota.

Section 4. Dissolution or Liquidation
In the event of the dissolution or liquidation of the Corporation, the entire net assets remaining after the payment of or satisfaction of any and all liabilities and obligations of the Corporation shall be distributed as permitted by the South Dakota Non Profit Act.

Article VIII

Registered Office

The registered office of the Corporation shall be located in the City of Pierre, County of Hughes, State of South Dakota. The address is 207 E. Capitol Ave., Pierre, South Dakota, 57501-0296, and the name of its registered agent at this address is Bernie Christenson. The location of the registered office of the corporation may be changed in a certificate of change of registered office filed with the Secretary of State of South Dakota reflecting the adoption of a resolution by the Board of Directors of this Corporation changing the registered office.

9601273

Article IX

Incorporators

The names and addresses of the incorporators are:

Gregg J. Bourland, PO Box 590, Eagle Butte, SD 57625
Sharon Casey, Welcome West Plaza, Chamberlain, SD 57325
Paul Christen, 778 Iowa SE, Huron, SD 57350-3923
Dennis Hagny, PO Box 457, Bath, SD 57427-0457
Bob Hull, 414 3rd Avenue East, Sisseton, SD 57262
Bernie Hunhoff, PO Box 175, Yankton, SD 57078
Elsie Meeks, PO Box 340, Kyle, SD 57752
Richard Negstad, RR 1, Box 46, Volga, SD 57071-9723
Jeffrey L. Nelson, PO Drawer E, Madison, SD 57042
Gary Olson, PO Box 5128, Sioux Falls, SD 57117-5128
Marilyn Peters, Route 1, Box 64, Britton, SD 57430
Cindy Walz, 447 Crook Street, Custer, SD 57730

Signature of Incorporators

Gary Olson — Robert Hull
Bernie Hunhoff — Richard Negstad
Cindy Walz — Sharon Casey
Elsie Meeks — Paul Christen
[illegible] — Gregg J. Bourland
Jeffrey L. Nelson — Marilyn Peters

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

Executed this 14th day of December 1995.

Elizabeth Tolley
Notary Public

My Commission Expires
February 3, 200[illegible]

SEAL ELIZABETH TOLLEY
NOTARY PUBLIC
SOUTH DAKOTA
SEAL

Date on which Notary's commission expires
State of South Dakota, County of Lake

On this the 14th day of December, 1995, before me, Elizabeth Tolley, the undersigned officer, personally appeared Gary Olson, Robert Hull, Bernie Hunhoff, Richard Negstad, Cindy Walz, Sharon Casey, Elsie Meeks, Paul Christen, Dennis Hagny, Gregg Bourland, Jeffrey L. Nelson and Marilyn Peters known to me or satisfactorily proven to be the persons whose names subscribed to the within instrument and acknowledged that they executed the same for the purpose therein contained. In witness whereof I hereunto set my hand and official seal.

RECEIVED
JUL 02 1996
S.D. SEC. OF STATE

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, BERNARD G. CHRISTENSEN, hereby give my consent to serve as the registered agent for SD RURAL ENTERPRISE, INC.
(corporate name)

Dated 6/2, 1996.

(signature)

96012730686

Receipt No: 509257.

96012730686
1/18/96

File Number: NS010474

ART OF INC

For

SOUTH DAKOTA RURAL ENTERPRISE, INCORPORATED

File at the request of:

SOUTH DAKOTA COMMUNITY FOUNDATION
PO BOX 296
PIERRE SD 57501

STATE OF SOUTH DAKOTA

SS.

OFFICE OF THE SECRETARY OF STATE

Filed in the office of Secretary of State on

Date January 2, 1996

Joyce Hazeltine
Secretary of State

Fee Recieved $20.00

SOS CRP 491 10/93

K/0960278.928

State of South Dakota

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDMENT

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of SOUTH DAKOTA RURAL ENTERPRISE, INCORPORATED 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 of SOUTH DAKOTA RURAL ENTERPRISE, INCORPORATED.

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 September 3, 1996.

Joyce Hazeltine

JOYCE HAZELTINE
Secretary of State

RECEIVED

SEP 3 1996

S.D. SEC. OF STATE

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, SD 57501-5077
605-773-4845

Doc2278.0926

NON-PROFIT ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

Pursuant to the provisions of SDCL 47-22-19, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is South Dakota Rural Enterprise, Incorporated

2. The following amendment of the Articles of Incorporation was adopted by the directors or members of the corporation on August 26, 19 96, in the manner prescribed by SDCL 47-22:

AMEND ARTICLE 7, SECTION 4 TO READ AS FOLLOWS:

DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Filed this 3rd day of Sept., 1996

Joyce Hazeltine

SECRETARY OF STATE

3. WHERE THERE ARE MEMBERS ENTITLED TO VOTE THEREON:

A meeting of members of said corporation was held _____, 19____ at which the amendment was adopted. A quorum was present at the meeting and the amendment received at least a majority of the votes entitled to be cast by members present or represented by proxy at such meeting.

OR

State that such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto: _____

4. WHERE THERE ARE NO MEMBERS, OR NO MEMBERS ENTITLED TO VOTE THEREON:

Check one of the below:

(✓) There are no members. (✓) There are no members entitled to vote.

A meeting of the board of directors was held August 26, 19 96, at which time the amendment was adopted. Such amendment received the vote of a majority of the directors in office.

5. DATED _____, 19____

To be signed in the presence of a notary public by either the chairman of the board of directors, or by the president or any other officer.

Dated 8/29, 1996

Gary Olson
(Signature)

President
(Title)

State of South Dakota
County of Minnehaha

On this 29th day of August 1996, before me Karen Beranek personally appeared Gary Olson, 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 same.

KAREN BERANEK, Notary Public
My Commission Expires May 10, 2000
My Commission Expires:

Karen Beranek
Notary Public

Notarial Seal

FILING FEE: $10

An original and one exact or conformed copy must be submitted.

1. List EXACT corporate name.
2. Complete the date the amendment was adopted and state the amendment. If additional space is required another sheet may be attached.
3. Complete section three if the corporation has members entitled to vote.
4. Complete section four if there are no members, or no members entitled to vote. COMPLETE EITHER SECTION THREE OR FOUR.
5. Complete signature and title of the officer signing for the corporation.
6. Complete the notary verification.

SOS CRP 481 09/89

9627

Receipt No: [illegible]

0960278.0928

File Number: NS010474

AMENDMENT

For

SOUTH DAKOTA RURAL ENTERPRISE, INCORPORATED

File at the request of:

NORWEST BANK SOUTH DAKOTA, N.A.
GARY OLSON
PO BOX 5128
SIOUX FALLS SD 57117

STATE OF SOUTH DAKOTA

SS.

OFFICE OF THE SECRETARY OF STATE

Filed in the office of Secretary of State on

Date September 3, 1996

Joyce Hazeltine
Secretary of State

Fee Recieved $10

SOS CRP 491 10/93

9904196.3517

1999

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

NONPROFIT REPORT

PLEASE TYPE OR USE BLACK INK

FILING FEE: $10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $25 APPLIES TO ALL LATE FILINGS

FILE DATE 3-2-99
RECEIPT NO. 777009
RECEIVED RECEIVED
MAR 02 1999 FEB 22 1999
S.D. SEC. OF STATE S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

NS-010474 JAN/00
SOUTH DAKOTA RURAL ENTERPRISE, INCORPORA
CHRISTENSON, BERNIE
207 E CAPITOL AVE
PIERRE, SD 57501-3160

Day Time Phone # 359 1037

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

IF THE REGISTERED AGENT (CONTACT PERSON) AND/OR THE REGISTERED OFFICE ADDRESS HAS CHANGED FROM THAT LISTED ON THE MAILING LABEL ABOVE, THE STATEMENT OF CHANGE PRINTED ON THE REVERSE SIDE OF THIS FORM IS REQUIRED TO BE COMPLETED.

2. The nature of the affairs which the corporation is conducting in South Dakota is Statewide economic development

3. A. The amount of property which the corporation is authorized to hold is unlimited or as set forth in the articles of incorporation.

B. The amount of property presently held by the corporation is $ 7,000 *
*Property should include all real or personal property, or any interest therein, wherever situated.

4. The names and addresses of the corporation officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
Linda Salmonson	Chair ~~President~~	121 SE 1st ST	Madison	SD	57042
Bob Hall	Vice Chair ~~President~~	414 3rd Ave E	Sisseton	SD	57262
Cindy Mayer	Secretary	615 Washington St	Custer	SD	57730
"	Treasurer	"			

5. The names and addresses of directors (State law requires a minimum of three). If the directors and officers are the same individuals, please re-list them and their addresses. Attach an additional sheet if more space is needed to list directors.

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
See	Director				
attached	Director				
	Director				

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

Dated 2-19 1999

By Beth E Walz
(Signature) must be signed in the presence of a notary
Its President
(Title)

STATE OF South Dakota
COUNTY OF Minnehaha ss

I, Jane Riedt, a notary public, do hereby certify that on this 19th day of February 1999, personally appeared before me Beth E Walz who, being by me first duly sworn, declared that ~~he~~/she is the President of the corporation named above, and signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 11/10/2002

Jane Riedt
Notary Public

(Notarial Seal)

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: $5 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 South Dakota Rural Enterprise Inc
2. The previous (old) registered office address 207 East Capitol
   Pierre SD ZIP + 4 57501
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. PO Box 1001
   Sioux Falls SD ZIP + 4 57101-1001
4. The name of its previous registered agent is Bernie Christenson
5. The name of its successor (current) registered agent is * Beth E Walz
   *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 2·19·99 19 99

Beth E Walz
(Signature) must be signed in the presence of a notary)

President
(Title)

STATE OF South Dakota
COUNTY OF Minnehaha ss

I, Jane Guedt, a notary public, do hereby certify that on this 19th day of February 1999, personally appeared before me Beth E Walz who, being by me first duly sworn, declared that he/she is the President of South Dakota Rural Enterprise, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 11-10-2002

Jane Guedt
Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Beth E Walz, hereby give my consent to serve as the
(name of registered agent)
registered agent for South Dakota Rural Enterprise Inc
(corporate name)

Dated 2·19 19 99

Beth E Walz
(signature)

*K/998

Jeff Nelson, General Manager
East River Electric Cooperative
P O Drawer E
Madison SD 57402
Phone 605-256-4536
Fax 605-256-8058
Email
Term Expires 12/31/2001

Gary Olson, Former President and CEO
Norwest Bank South Dakota, N.A.
720 Tomar Court
Sioux Falls SD 57105
Phone 605-334-9164
Fax same
Email
Term Expires 12/31/2001

Marilyn Peters
42915 104 Street
Britton SD 57430-5209

Phone 605-448-2578
Fax same
Email
Term Expires 12/31/2000

Chair
Linda Salmonson, Public Affairs Coordinator
East River Electric Cooperative
P O Drawer E
Madison SD 57042
Phone 605-526-8015
Fax 605-256-8058
Email
Term Expires 12/31/2001

Micky Wienk
255 Caddy Dr.
Spearfish SD 57783
Phone 605-642-5601
Fax 605-642-7641
Email
Term Expires 12/31/2000

President
Beth E. Walz
SDREI
P O Box 1001
Sioux Falls SD 57101-1001
Phone 605-339-1037
Fax 605-339-0082
Email

SDREI Board of Directors and Staff

Sharon Casey, Owner
Casey Drug & Jewelry
Welcome West Plaza
Chamberlain SD 57325
Phone 605-734-6530
Fax 605-734-6671
Email
Term Expires 12/31/99

Paul Christen, President
First Western Bank Corporation
778 Iowa S. E.
Huron SD 57350
Phone 605-352-8561
Fax 605-352-3923
Email
Term Expires [redacted]

Dennis Hagny, General Manager
Northern Electric Cooperative, Inc.
P O Box 457 Hwy 12
Bath SD 57427-0457
Phone 605-225-0310
Fax 605-225-1684
Email
Term Expires [redacted]

Michael Hanson, President and CEO
Northwestern Public Service
600 Market Street
Huron SD 57350
Phone 605-353-7501
Fax 605-353-7519
Email
Term Expires [redacted]

Vice-Chair
Bob Hull, Executive Director
NESDECC
414 3rd Avenue East
Sisseton, SD 57262
Phone 605-698-7654
Fax 605-698-3038
Email
Term Expires [redacted]

Bernie Hunhoff, Publisher
South Dakota Magazine
P O Box 175
Yankton SD 57078
Phone 605-665-6655
Fax 605-665-6659
Email
Term Expires 12/31/99

Secretary Treasurer
Cindy Mayes, Executive Director
Custer County Chamber of Commerce
615 Washington St
Custer SD 57730
Phone 605-673-2244
Fax 605-673-3726
Email
Term Expires 12/31/99

Elsie Meeks, Executive Director
Lakota Fund
P O Box 340
Kyle SD 57752
Phone 605-455-2500
Fax 605-455-2585
Email
Term Expires 12/31/2000

- Over Please -

990419

SDREI
SOUTH DAKOTA RURAL ENTERPRISE, INC

February 19, 1999

To: Secretary of State

From: SDREI

No street address has been assigned to the organization. All business is conducted through P O Box 1001 in Sioux Falls SD 57101-1001.

P O Box 1001 • Sioux Falls SD 57101-1001
Phone 605-339-1972 • Fax 605-339-0082
email b.walz@yebb.com

*K/0202212.3443

2002
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
Fax (605)773-4550

NONPROFIT REPORT

2/15/02

PLEASE TYPE OR USE BLACK INK

FILING FEE: $10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $25 APPLIES TO ALL LATE FILINGS

FILE DATE 1-16-02
RECEIVED NO. 1064029
RECEIVED
JAN 16 '02
S.D. SEC. OF STATE
RECEIVED
DEC 27 '01
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

NS-010474 JAN/1999
SOUTH DAKOTA RURAL ENTERPRISE, INCORPORA
WALZ, BETH E.
PO BOX 1001
SIOUX FALLS SD 57101-1001

Day Time Phone # 605-978-2804

Federal Identification

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

IF THE REGISTERED AGENT (CONTACT PERSON) AND/OR THE REGISTERED OFFICE ADDRESS HAS CHANGED FROM THAT LISTED ON THE MAILING LABEL ABOVE, THE STATEMENT OF CHANGE FORM IS REQUIRED TO BE COMPLETED.

2. The nature of the affairs which the corporation is conducting in South Dakota is to make capital and leadership resources to SD Revolving Loan Funds.

3. A. The amount of property which the corporation is authorized to hold is unlimited or as set forth in the articles of incorporation.

B. The amount of property presently held by the corporation is $ $10,000 *
* Property should include all real or personal property, or any interest therein, wherever situated.

4. The names and addresses of the corporation officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
Rod Fouberg	Chair ~~President~~	PO Box 33	Aberdeen	SD	57402
Norbert Sebade	Vice Chair ~~President~~	PO Box 402	Wall	SD	57790-0402
Larry Ness	Secretary	PO Box 156	Yankton	SD	57078
	Treasurer				

5. The names and addresses of directors (State law requires a minimum of three). If the directors and officers are the same individuals, please re-list them and their addresses. Attach an additional sheet if more space is needed to list directors.

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
See attached	Director				
	Director				
	Director				

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

Dated December 26, 2001.

Rodney Fouberg
(Signature)

Chairman
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF BROWN
On this the 26th day of December, 20 01, before me, Marcella Andersh personally appeared Rodney Fouberg, known to me, or proved to me, to be the Chairman of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same.

February 22, 2007
My Commission Expires
(Notarial Seal)

Marcella Andersh
(Notary Public)

nsar.pdf

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

NON-PROFIT
STATEMENT OF CHANGE OF REGISTERED OFFICE, OR REGISTERED AGENT, OR BOTH

FILING FEE: $5 in addition to corporate 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 South Dakota Rural Enterprise, Inc.

2. The previous street address, or a statement that there is no street address, of its registered office
PO Box 1001 ZIP 57101-1001

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.
6804 W. Hathaway Lane, Sioux Falls, SD 57106
PO Box 802 ZIP 57101-0802

4. The name of its previous registered agent is Beth F. Walz

5. The name of its successor registered agent is * Beth F. Davis

*** The Consent of Registered Agent below must be completed by the new agent.**

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

7. This change has been authorized by resolution duly adopted by the board of directors.

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

Date December 26, 2001

Rodney Fouberg
(Signature)
Chairman
(Title)

STATE OF SOUTH DAKOTA
SS
COUNTY OF BROWN

On this the 26th day of December, 20 01, before me, Marcella Andersh personally appeared Rodney Fouberg, known to me, or proved to me, to be the Chairman 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 February 22, 2007

Marcella Andersh
Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Beth F. Davis, hereby give my consent to serve as the
(name of registered agent)
registered agent for SD Rural Enterprise, Inc.
(corporate name)

Dated 12-17-01

Beth F. Davis
(signature of registered agent)

2002 SDREI Board of Directors

0202212.3443
2/15/02

SDREI Chair
Rod Fouberg, Chair and CEO
Dacotah Banks, Inc.
PO Box 33
Aberdeen, SD 57402
Phone 605-225-0832
Fax 605-225-1321
Email
Term Expires 12/31/03

SDREI Vice-Chair
Norbert Sebade, President
First Western Bank Wall
PO Box 402
Wall, SD 57790-0402
Phone 605-279-2141
Fax 605-279-2250
Email
Term Expires 12/31/03

SDREI Secretary/Treasurer
Larry Ness, Chair and CEO
First Dakota National Bank
PO Box 156
Yankton, SD 57078
Phone 605-665-7432
Fax 605-665-9057
Email
Term Expires 12/31/04

Michael T. Blubaugh, V.P. & CFO
First Premier Bank
PO Box 1348
Sioux Falls, SD 57101
Phone 605-357-3126
Fax 605-357-3185
Email
Term Expires 12/31/03

Pat Burchill, President
US Bank
PO Box 90
Rapid City, SD 57709
Phone 605-394-2021
Fax 605-394-5500
Email
Term Expires 12/31/02

Jim Doolittle, Executive Director
Northern Hills Community Dev. Inc.
2885 Dickson Drive
Sturgis, SD 57785-0218
Phone 605-347-5837
Fax 605-347-5223
Email
Term Expires 12/31/02

Curt Hage, Chairman & CEO
Home Federal Bank
PO Box 5000
Sioux Falls, SD 57117-5000
Phone 605-333-7556
Fax 605-333-7621
Email
Term Expires 12/31/03

Christine Christiansen Hamilton
South Dakota Ag Producer Ventures
P.O. Box 166
Kimball, SD 57355
Phone 605-778-6122
Cell 605-680-0454
Email
Term Expires 12/31/02

Michael J. Hanson, President & CEO
NorthWestern Services Group
4930 S. Western Avenue, PO Box 88130
Sioux Falls, SD 57109-8130
Phone 605- 782 - 5500
Fax 605- 782 - 5403
Email
Term Expires 12/31/04

Bonnie Hughes, Comm. Dev. Director
City of Rapid City
300 6th Street
Rapid City 57701
Phone 605-394-4181
Fax 605-394-6636
Email
Term Expires 12/31/03

Kelby Krabbenhoft, President & CEO
Sioux Valley Hospitals and Health System
1100 S. Euclid Ave., P O Box 5039
Sioux Falls SD 57117-5039
Phone 605-333-6424
Fax 605-333-1952
Email
Term Expires 12/31/02

Gary Olson, Former President & CEO
Norwest Bank South Dakota, N.A.
720 Tomar Court
Sioux Falls, SD 57105
Phone 605-334-9164
Fax 605-334-7348
Email
Term Expires 12/31/04

John Porter, President & CEO
Avera Health
610 West 23rd St./PO Box 38
Yankton, SD 57078
Phone 605-322-7050
Fax 605-322-7054
Email
Term Expires 12/31/04

Linda Salmonson, Public Affairs Coordinator
East River Electric Power Cooperative, Inc.
PO Drawer E
Madison, SD 57042
Phone 605-256-8015
Fax 605-256-8057
Email
Term Expires 12/31/04

Norg Sanderson, President & CEO
Student Loan Finance Corporation
165 First Avenue Southwest
Aberdeen, SD 57401-4173
Phone 605-622-4590
Fax: 605-622-4574
Email
Term Expires 12/31/03

Dick Werner, President
Wells Fargo Bank
PO Box 1238
Huron, SD 57350
Phone 605-353-6600
Fax 605-352-2879
Email
Term Expires 12/31/04

SDREI Staff

Beth Davis, President
SDREI
PO Box 802
Sioux Falls, SD 57101
Phone 605-978-2804
Fax 605-978-2805
Email

and

David Eiesland, Credit Officer
Phone: 605-367-9745
Email

227 0121 04/22/2004

2004 NONPROFIT REPORT

FILE DATE 3/17/04
RECEIPT NO. 130709
RECEIVED RECEIVED
MAR 17 '04 JAN 15 '04
S.D. SEC. OF STATE S.D. SEC. OF STATE

PLEASE TYPE OR USE BLACK INK

FILING FEE: $10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $25 APPLIES TO ALL LATE FILINGS

1. Corporate Name, Registered Agent and Registered Address:

NS010474

NS010474 JAN/2002
SOUTH DAKOTA RURAL ENTERPRISE, INCORPORA
DAVIS, BETH E.
6804 W HATHWAY LN
PO BOX 802
SIOUX FALLS SD 57101-0802

Day Time Phone # 605-978-2804
Federal Taxp:
FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

IF THE REGISTERED AGENT (CONTACT PERSON) AND/OR THE REGISTERED OFFICE ADDRESS HAS CHANGED FROM THAT LISTED ON THE MAILING LABEL ABOVE, THE STATEMENT OF CHANGE FORM IS REQUIRED TO BE COMPLETED.

2. The nature of the affairs which the corporation is conducting in South Dakota is Provide financial and leadership resources to SD Community Development Financial Institutions (CDFIs)

3. A. The amount of property which the corporation is authorized to hold is unlimited or as set forth in the articles of incorporation.

B. The amount of property presently held by the corporation is $ 3,000 *

* Property should include all real or personal property, or any interest therein, wherever situated.

4. The names and addresses of the corporation officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
Beth E. Davis	President	6804 Hathaway	Sioux Falls	SD	57106
	Vice President				
	Secretary				
	Treasurer				

5. The names and addresses of directors **(State law requires a minimum of three)**. If the directors and officers are the same individuals, please re-list them and their addresses. Attach an additional sheet if more space is needed to list directors.

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
See attached list.	Director				
	Director				
	Director				

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

Dated 1-05-04

By Beth E Davis
(Signature)

Its President
(Title)

STATE OF SD
COUNTY OF Minnehaha ss

On this the 5 day of JAN, 2004, before me, ~~Beth E Davis~~ Jerry Groeb personally appeared Beth E Davis, 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 Dec 1, 2004
(Notarial Seal)

Notary Public

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

nsar.pdf

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

NON-PROFIT
STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

FILING FEE: $5 In addition to corporate 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, or its registered office _____

_____ ZIP _____

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. The name of its previous registered agent is _____

5. The name of its successor (current) 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) must be signed in the presence of a notary)

_____
(Title)

STATE OF _____
ss
COUNTY OF _____

I, _____,a notary public, do hereby certify that on this _____ day of _____, 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 _____ _____
(signature of registered agent)

227 0122 04/22/2004

2004 SDREI Board of Directors

SDREI Chair
Norbert Sebade, President
First Western Bank Wall
PO Box 402
Wall, SD 57790-0402
Phone 605-279-2141
Fax 605-279-2250
Email
First Term Expires 12/31/03

SDREI Vice-Chair
John Porter, President & CEO
Avera Health
610 West 23rd St./PO Box 38
Yankton, SD 57078
Phone 605-322-7050
Fax 605-322-7054
Email
First Term Expires 12/31/04

SDREI Secretary/Treasurer
Curt Hage, Chairman & CEO
Home Federal Bank
PO Box 5000
Sioux Falls, SD 57117-5000
Phone 605-333-7556
Fax 605-333-7621
Email
First Term Expires 12/31/03

Larry Atkinson, Publisher
Mobridge Tribune
111 3rd Street
Mobridge, SD 57601
Phone 605-845-3646
Fax 605-845-7659
Email
First Term Expires 12/31/05

Michael T. Blubaugh, V.P. & CFO
First Premier Bank
PO Box 1348
Sioux Falls, SD 57101
Phone 605-357-3126
Fax 605-357-3185
Email
First Term Expires 12/31/03

Pat Burchill, President
US Bank
PO Box 90
Rapid City, SD 57709
Phone 605-394-2021
Fax 605-394-5500
Email
Second Term Expires 12/31/05

Cheryl Kandaras Chapman
MATRIX Consulting Group, Inc.
2650 Jackson Blvd
Rapid City, SD 57702
Phone 605-399-2000
Fax 605-339-3250
Email
First Term Expires 12/31/06

Jim Doolittle, Executive Director
Black Hills Community Dev. Inc.
PO Box 218
Sturgis, SD 57785-0218
Phone 605-347-5837
Fax 605-347-5223
Email
Second Term Expires 12/31/05

Rod Fouberg, Chair and CEO
Dacotah Banks, Inc.
PO Box 33
Aberdeen, SD 57402
Phone 605-225-0832
Fax 605-225-1321
Email
Second Term Expires 12/31/03

Diane Frederickson, (title)
(Business name)
442535 N. Shore Drive
Lake City, SD 57247
Phone 605-448-5129
Fax
Email
First Term Expires 12/31/05

Sandra K. Hagny, (title)
Northwestern Mutual Life
PO Box 116
Gettysburg, SD 57442
Phone 605-765-2389
Fax 605-765-2296
Email
First Term Expires 12/31/05

Christine Christiansen Hamilton, (title)
South Dakota Ag Producer Ventures
P.O. Box 166
Kimball, SD 57355
Phone 605-778-6122
Fax 605-778-6160
Cell 605-680-0454
Email
Second Term Expires 12/31/05

227 0123

Michael J. Hanson, President & CEO
NorthWestern Services Group
125 S. Dakota Ave
Sioux Falls, SD 57104-6403
Phone 605- 978-2968
Fax 605- 978-2963
Email
First Term Expires 12/31/04

Aelred Kurtenbach, (title)
Daktronics, Inc.
331 32nd Avenue
Brookings, SD 57006
Phone 888-325-8766 or
605-697-4300
Fax 605-697-4700
Email
First Term Expires 12/31/04

Gary Olson, Former President & CEO
Norwest Bank South Dakota, N.A.
6488 Evergreen Acres Drive
Wentworth, SD 57075
Phone 605-256-9218
Fax 605-256-9218
Email
Third Term Expires 12/31/04

Linda Salmonson, Public Affairs
Coordinator
East River Electric Power Cooperative, Inc.
PO Box 227
Madison, SD 57042
Phone 605-256-8015
Fax 605-256-8057
Email
Second Term Expires 12/31/04

Norg Sanderson, President & CEO
Student Loan Finance Corporation
105 First Avenue Southwest
Aberdeen, SD 57401-4173
Phone 605-622-4590
Fax: 605-622-4574
Email
First Term Expires 12/31/03

Dick Werner
Personal Investment Management
1505 McDonald Drive
Huron, SD 57350
Phone 605-353-0957
Fax
Email
First Term Expires 12/31/04

SDREI Staff

Beth Davis, President
SDREI
PO Box 802
Sioux Falls, SD 57101
Phone 605-978-2804
Fax 605-978-2805
Email

and

David Eiesland, Credit Officer
Phone: 605-367-9745
Fax: 605-367-1945
Email

232 3803 01/06/2005

2005 NONPROFIT REPORT

PLEASE TYPE OR USE BLACK INK

FILING FEE: $10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $25 APPLIES TO ALL LATE FILINGS

FILE DATE 01/03/05
RECEIPT NO. 1392044
RECEIVED
JAN 03 '05
S.D. SEC. of STATE

1. Corporate Name, Registered Agent and Registered Address:

NS010474

NS010474 JAN/2004
SOUTH DAKOTA RURAL ENTERPRISE, INCORPORA
DAVIS, BETH E.
6804 W HATHWAY LN
PO BOX 802
SIOUX FALLS SD 57101-0802

Day Time Phone # 605-978-2804
Federal Taxpa
FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

IF THE REGISTERED AGENT (CONTACT PERSON) AND/OR THE REGISTERED OFFICE ADDRESS HAS CHANGED FROM THAT LISTED ON THE MAILING LABEL ABOVE, THE STATEMENT OF CHANGE FORM IS REQUIRED TO BE COMPLETED.

2. The nature of the affairs which the corporation is conducting in South Dakota is support Economic Development across South Dakota through Capital and Leadership resources.

3. A. The amount of property which the corporation is authorized to hold is unlimited or as set forth in the articles of incorporation.

B. The amount of property presently held by the corporation is $ 10,000. *
* Property should include all real or personal property, or any interest therein, wherever situated.

4. The names and addresses of the corporation officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
see attached list	~~President~~ Chair				
	Vice ~~President~~ Chair				
	Secretary				
	Treasurer				

5. The names and addresses of directors **(State law requires a minimum of three).** If the directors and officers are the same individuals, please re-list them and their addresses. Attach an additional sheet if more space is needed to list directors.

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
see attached list	Director				
	Director				
	Director				

The report must be signed by the chairman of the board of directors, or its president, or any other officer.

Dated 12.30.04

Beth E. Davis
(Signature)

President
(Title)

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

nsar.pdf
Revised 07/04

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

NON-PROFIT
STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

FILING FEE: $5 In addition to corporate 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, or its registered office _____

_____ ZIP _____

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. The name of its previous registered agent is _____

5. The name of its successor (current) 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 officer.

Dated _____

_____
(Signature)

_____
(Title)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

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

registered agent for _____
(corporate name)

Dated _____

_____
(signature of registered agent)

Revised 07/04

232 3804 01/06/2005

N5010474
2005

2004 SDREI Board of Directors

SDREI Chair
Norbert Sebade, President
First Western Bank Wall
PO Box 402
Wall, SD 57790-0402
Phone 605-279-2141
Fax 605-279-2250
Email
First Term Expires 12/31/06

SDREI Vice-Chair
John Porter, President & CEO
Avera Health
610 West 23rd St./PO Box 38
Yankton, SD 57078
Phone 605-322-7050
Fax 605-322-7060
Email
First Term Expires 12/31/08

SDREI Secretary/Treasurer
Curt Hage, Chairman & CEO
Home Federal Bank
PO Box 5000
Sioux Falls, SD 57117-5000
Phone 605-333-7556
Fax 605-333-7621
Email
First Term Expires 12/31/07

SDREI Immediate Past Chair
Rod Fouberg, Chairman and CEO
Dacotah Banks, Inc.
PO Box 33
Aberdeen, SD 57402
Phone 605-225-0832
Fax 605-225-1321
Email
Second Term Expires 12/31/06

Larry Atkinson, Publisher
Mobridge Tribune
111 3rd Street
Mobridge, SD 57601
Phone 605-845-3646
Fax 605-845-7659
Email
First Term Expires 12/31/05

Michael T. Blubaugh, V.P. & CFO
First Premier Bank
PO Box 1348
Sioux Falls, SD 57101
Phone 605-357-3126
Fax 605-357-3185
Email
Second Term Expires 12/31/06

Pat Burchill, President
US Bank
PO Box 90
Rapid City, SD 57709
Phone 605-394-2021
Fax 605-394-5500
Email
Second Term Expires 12/31/05

Cheryl Kandaras Chapman
MATRIX Consulting Group, Inc.
2650 Jackson Blvd
Rapid City, SD 57702
Phone 605-399-2000
Fax 605-339-3250
Email
First Term Expires 12/31/06

Jim Doolittle, Executive Director
Black Hills Community Dev. Inc.
PO Box 218
Sturgis, SD 57785-0218
Phone 605-347-5837
Fax 605-347-5223
Email
Second Term Expires 12/31/05

Diane Fredrickson
442535 N. Shore Drive
Lake City, SD 57247
Phone 605-448-5129
Fax
Email
First Term Expires 12/31/05

Sandra K. Hagny
Northwestern Mutual Life
16969 305 Avenue
Gettysburg, SD 57442
Phone 605-765-2389
Fax 605-765-2296
Email
First Term Expires 12/31/05

Christine Hamilton
South Dakota Ag Producer Ventures
P.O. Box 166
Kimball, SD 57355
Phone 605-778-6122
Fax 605-778-6160
Cell 605-680-0454
Email
Second Term Expires 12/31/05

232 3805 01/06/2005

N5000474
2005

Michael J. Hanson, COO
NorthWestern Corporation
125 S. Dakota Ave
Sioux Falls, SD 57104-6403
Phone 605- 978-2903
Fax 605- 978-2910
Email
First Term Expires 12/31/04

Aelred Kurtenbach
Daktronics, Inc.
331 32nd Avenue
Brookings, SD 57006
Phone 605-697-4212
Fax 605-697-4700
Email
First Term Expires 12/31/04

Dick Werner
Personal Investment Management
1505 McDonald Drive
Huron, SD 57350
Phone 605-353-0957
Fax
Email
First Term Expires 12/31/04

Linda Salmonson, Public Affairs Coordinator
East River Electric Power Cooperative, Inc.
PO Box 227
Madison, SD 57042
Phone 605-256-8015
Fax 605-256-8057
Email
Second Term Expires 12/31/04

Norg Sanderson, President & CEO
Jet Co.
PO Box 267
Aberdeen, SD 57401-4173
Phone 605-622-4590
Fax: 605-622-4574
Email
Second Term Expires 12/31/06

Jon Farris
South Dakota Department of Agriculture
523 E. Capitol
Pierre, SD 57501
Phone 605-773-4536
Fax 605-773-3481
Email
First Term Expires 12/31/04

SDREI Staff

Beth Davis, President
SDREI
PO Box 802
Sioux Falls, SD 57101
Phone 605-978-2804
Fax 605-978-2805
Email

and

David Eiesland, Credit Officer
Phone: 605-367-9745
Fax: 605-367-1945
Email

2006 NONPROFIT REPORT

FILE DATE 01/01/06
RECEIPT NO. 507992

RECEIVED
DEC 21 '05
S.D. SEC. OF STATE

PLEASE TYPE OR USE BLACK INK

FILING FEE: $10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $25 APPLIES TO ALL LATE FILINGS

244 1232

1. Corporate Name, Registered Agent and Registered Address:

NS010474

NS010474 JAN/2005
SOUTH DAKOTA RURAL ENTERPRISE, INCORPORA
DAVIS, BETH E.
6804 W HATHWAY LN
PO BOX 802
SIOUX FALLS SD 57101-0802

Day Time Phone # 605.978.2804
Federal Taxp
FILING DATE. Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

IF THE REGISTERED AGENT (CONTACT PERSON) AND/OR THE REGISTERED OFFICE ADDRESS HAS CHANGED FROM THAT LISTED ON THE MAILING LABEL ABOVE, THE STATEMENT OF CHANGE FORM IS REQUIRED TO BE COMPLETED.

2. The nature of the affairs which the corporation is conducting in South Dakota is economic development

3. A. The amount of property which the corporation is authorized to hold is unlimited or as set forth in the articles of incorporation.

B. The amount of property presently held by the corporation is $ $17,000 *
* Property should include all real or personal property, or any interest therein, wherever situated.

4. The names and addresses of the corporation officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
Curt Hage	President Chair	PO Box 5000	Sioux Falls	SD	57117
Linda Salmonson	Vice President Chair	PO Box 227	Madison	SD	57042
Dick Werner	Secretary /Treas.	1505 McDonald Dr	Huron	SD	57350
	Treasurer				

5. The names and addresses of directors **(State law requires a minimum of three).** If the directors and officers are the same individuals, please re-list them and their addresses. Attach an additional sheet if more space is needed to list directors.

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
	Director				
See Attached.	Director				
	Director				

The report must be signed by the chairman of the board of directors, or its president, or any other officer.

Dated December 19, 2005

(Signature)

President
(Title)

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

nsar.pdf
Revised 07/04

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

RECEIVED
DEC 21 '05
S.D. SEC. OF STATE

NON-PROFIT
STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

FILING FEE: $5 In addition to corporate 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 South Dakota Rural Enterprise, Inc.

2. The previous street address, or a statement that there is no street address, or its registered office
6804 W Hathaway Lane Sioux Falls, SD ZIP 57101

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.
625 S Minnesota Ave, Suite 103 Sioux Falls SD ZIP 57104

4. The name of its previous registered agent is

5. The name of its successor (current) 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 officer.

Dated December 19, 2005

(Signature)

President
(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 of registered agent)

Revised 07/04

244 1233 01/04/2006

N9010474

2006 South Dakota Rural Enterprise Inc. Board of Directors

CHAIR
CURT HAGE, Chair/President/CEO
Home Federal Bank
PO Box 5000
Sioux Falls, SD 57117-5000
Phone 605-333-7556
Email

VICE-CHAIR
Linda Salmonson, Economic Development Manager
East River Electric Power Cooperative, Inc.
PO Box 227
Madison, SD 57042
Phone 605-256-8015
Email

SECRETARY/TREASURER
Dick Werner, Owner
Schulte TA, Inc.
1505 McDonald Drive
Huron, SD 57350
Phone 605-353-0957
Email

IMMEDIATE PAST CHAIR
John Porter, President/CEO
Avera Health
610 West 23rd St.
PO Box 38
Yankton, SD 57078
Phone 605-322-7050
Email

Larry Atkinson, President
Bridge City Publishing, Inc.
111 3rd Street
Mobridge, SD 57601
Phone 605-845-3646
Email
Second Term Expires 12/31/2008

Paul Batcheller, Principal
PrairieGold Venture Partners
Technology Business Center
2329 N. Career Ave., Suite 225
Sioux Falls, South Dakota 57107
Phone 605- 275-8041
Email
First Term Expires 12/31/2008

Cheryl Chapman, Owner
MATRIX Consulting Group, Inc.
2650 Jackson Blvd
Rapid City, SD 57702
Phone 605-399-2000
Email
First Term Expires 12/31/2006

Jim Doolittle, Executive Director
Black Hills Community Development, Inc.
PO Box 218
Sturgis, SD 57785-0218
Phone 605-347-5837
Email
Third Term Expires 12/31/2008

Jon Farris, Director, Division of Agricultural Development
South Dakota Department of Agriculture
523 E. Capitol
Pierre, SD 57501
Phone 605-773-5436
Email
First Term Expires 12/31/2007

Rod Fouberg, Chair/CEO
Dacotah Banks, Inc.
PO Box 33
Aberdeen, SD 57402
Phone 605-225-0832
Email
Second Term Expires 12/31/2006

Sandra K. Hagny, Owner
Hagny Insurance Agency
16969 305 Avenue
Gettysburg, SD 57442
Phone 605-765-2389
Email
Second Term Expires 12/31/2008

Christine Hamilton, Owner
Christiansen Land and Cattle, Ltd.
P.O. Box 166
Kimball, SD 57355
Phone 605-778-6122
Email
Third Term Expires 12/31/2008

NS010474

244 1234

Michael J. Hanson, President/CEO
NorthWestern Energy
125 S. Dakota Ave Ste. 1100
Sioux Falls, SD 57104-6403
Phone 605- 978-2903
Email
Second Term Expires 12/31/2007

Diann Huddleson, Manager
Union County Electric Cooperative
West Main St.
PO Box 459
Elk Point, SD 57025
Phone 605-356-3395
Email
First Term Expires: 12/31/2008

Valarie Kuhl, Community Development
Lending and Investment Officer
Citigroup
701 East 60th St. North
MC 1126
Sioux Falls, SD 57117
Phone 605-331-7325
Email
First Term Expires: 12/31/2008

Aelred Kurtenbach, Co-Founder/Board Chair
Daktronics, Inc.
331 32nd Avenue
Brookings, SD 57006
Phone 605-697-4212
Email
Second Term Expires 12/31/2007

Dr. Gary Lemme, Dean, College of Agriculture
and Biological Sciences
South Dakota State University
Ag Hall 135, Box 2207
Brookings, SD 57007
Phone 605-688-4148
Email
First Term Expires: 12/31/2008

Mark Merchen, Manager of Member Services
West River Electric Association
3250 E Hwy 44
PO Box 3486
Rapid City, SD 57709-3486
Phone 605-393-1500
Email
First Term Expires: 12/31/2008

Norbert Sebade, President
First Western Bank - Wall
PO Box 402
Wall, SD 57790-0402
Phone 605-279-2141
Email
First Term Expires [redacted]

STAFF

Beth Davis, President

David Eiesland, Credit Officer

Lin Van Hofwegen, Executive Assistant

625 South Minnesota Avenue, Suite 103
Sioux Falls, SD 57104
Phone 605-978-2804
Fax 605-978-2805

257 1989 01/11/2007

2007 NONPROFIT REPORT

RECEIVED
JAN 08 2007
S.D. SEC. OF STATE

FILE DATE 01/08/07
RECEIPT NO. 163183

RECEIVED
DEC 29 2006
S.D. SEC. OF STATE

PLEASE TYPE OR USE BLACK INK

FILING FEE: $10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $25 APPLIES TO ALL LATE FILINGS

1. Corporate Name, Registered Agent and Registered Address:

NS010474

NS010474 JAN/2006
SOUTH DAKOTA RURAL ENTERPRISE, INCORPORA
DAVIS, BETH E.
625 S MINNESOTA STE 103
SIOUX FALLS SD 57104-0802

Day Time Phone # 605-978-2804
Federal Taxpa
FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

IF THE REGISTERED AGENT (CONTACT PERSON) AND/OR THE REGISTERED OFFICE ADDRESS HAS CHANGED FROM THAT LISTED ON THE MAILING LABEL ABOVE, THE STATEMENT OF CHANGE FORM IS REQUIRED TO BE COMPLETED.

2. The nature of the affairs which the corporation is conducting in South Dakota is Community Economic Development

3. A. The amount of property which the corporation is authorized to hold is unlimited or as set forth in the articles of incorporation.

B. The amount of property presently held by the corporation is $ Ø *

* Property should include all real or personal property, or any interest therein, wherever situated.

4. The names and addresses of the corporation officers:

	NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
☐	Beth Davis	President	629 S. Minnesota #201	Sioux Falls	SD	57104
☐		Vice President				
☐		Secretary				
☐		Treasurer				

5. The names and addresses of directors **(State law requires a minimum of three).** If the directors and officers are the same individuals, please check the box next to the person's name above. Attach an additional sheet if more space is needed to list directors.

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
Linda Salmonson	Director	121 SE First St.	Madison	SD	57042
Cheryl Chapman	Director	909 St. Joe St, Suite 600	Rapid City	SD	57701
Gary Lemme	Director	SDSU Ag Hall 135, Box2207	Brookings,	SD	57007

The report must be signed by the chairman of the board of directors, or its president, or any other officer.

Dated 12/27/06

(Signature)

President
(Title)

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

nsar.pdf
Revised 07/06

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

NON-PROFIT
STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

RECEIVED
DEC 29 2006
S.D. SEC. OF STATE

FILING FEE: $5 In addition to corporate 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 South Dakota Rural Enterprise, Inc.

2. The previous street address, or a statement that there is no street address, or its registered office
625 S. Minnesota, Suite 103, Sioux Falls, SD ZIP 57104

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.
629 S. Minnesota, Suite 201, Sioux Falls, SD ZIP 57104

4. The name of its previous registered agent is N/A

5. The name of its successor (current) registered agent is * N/A

***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 officer.

Dated 12/27/06

(Signature)

President
(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 of registered agent)

Revised 07/04

257 1990 01/11/2007

NS010474

2007 South Dakota Rural Enterprise Inc. Board of Directors

CHAIR
Linda Salmonson, Economic Dev Manager
East River Electric Power Cooperative, Inc.
PO Box 227
Madison, SD 57042
Phone 605-256-8015
Email

VICE-CHAIR
Cheryl Chapman
MATRIX Consulting Group, Inc.
2650 Jackson Blvd
Rapid City, SD 57702
Phone 605-399-2000
Fax 605-339-3250
Email

SECRETARY/TREASURER
Dr. Gary Lemme, Dean, College of Agriculture and Biological Sciences
South Dakota State University
Ag Hall 135, Box 2207
Brookings, SD 57007
Phone 605-688-4148
Email

IMMEDIATE PAST CHAIR
Curt Hage, Chair/President/CEO
Home Federal Bank
PO Box 5000
Sioux Falls, SD 57117-5000
Phone 605-333-7556
Email

Larry Atkinson, President
Bridge City Publishing, Inc.
1413 E. Grand Crossing
Mobridge, SD 57601
Phone 605-845-3646
Email

Paul Batcheller, Principal
PrairieGold Venture Partners
Technology Business Center
2329 N. Career Ave., Suite 225
Sioux Falls, South Dakota 57107
Phone 605- 275-8041
Email

Jim Doolittle, Executive Director
Black Hills Community Development, Inc.
PO Box 218
Sturgis, SD 57785-0218
Phone 605-347-5837
Email

Jon Farris, Director, Division of Agricultural Development
South Dakota Department of Agriculture
523 E. Capitol
Pierre, SD 57501
Phone 605-773-5436
Email

Rod Fouberg, Chair/CEO
Dacotah Banks, Inc.
PO Box 33
Aberdeen, SD 57402
Phone 605-225-0832
Email

Christine Hamilton, Owner
Christiansen Land and Cattle, Ltd.
P.O. Box 166
Kimball, SD 57355
Phone 605-778-6122
Email

Valerie Kuhl, Community Development Lending and Investment Officer
Citigroup
701 East 60th St. North
MC 1126
Sioux Falls, SD 57104
Phone 605-331-7325
Email

Aelred Kurtenbach, Co-Founder/Board Chair
Daktronics, Inc.
331 32nd Avenue
Brookings, SD 57006
Phone 605-697-4212
Email

257 1991 01/11/2007

NS0104744

Jim Mirehouse, CEO
Genesis Equity Fund. LLC/BHBDC
525 University Loop
Rapid City, SD 57701
Phone 605.394.1706
Email

Norbert Sebade, President
First Western Bank - Wall
PO Box 402
Wall, SD 57790-0402
Phone 605-279-2141
Email

John Porter, President/CEO
Avera Health
610 West 23rd St.
PO Box 38 Yankton, SD 57058
Yankton, SD 57078
Phone 605.322.7050
Email
Yankton, SD 57078

273 1527 03/18/2008

2008 NONPROFIT REPORT

RECEIPT NO. 1771252
RECEIVED
FEB 07 2008
S.D. SEC. OF STATE

RECEIVED
FEB 21 2008
S.D. SEC. OF STATE

PLEASE TYPE OR USE BLACK INK

FILING FEE: $10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $25 APPLIES TO ALL LATE FILINGS

1. Corporate Name, Registered Agent and Registered Address:

NS010474

NS010474 JAN/2007
SOUTH DAKOTA RURAL ENTERPRISE, INCORPORA
DAVIS, BETH E.
629 S MINNESOTA STE 201
SIOUX FALLS SD 57104-0802

Day Time Phone # 605-978-2804
Federal Taxpa
FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

IF THE REGISTERED AGENT (CONTACT PERSON) AND/OR THE REGISTERED OFFICE ADDRESS HAS CHANGED FROM THAT LISTED ON THE MAILING LABEL ABOVE, THE STATEMENT OF CHANGE FORM IS REQUIRED TO BE COMPLETED.

2. The nature of the affairs which the corporation is conducting in South Dakota is Community Economic Development

3. A. The amount of property which the corporation is authorized to hold is unlimited or as set forth in the articles of incorporation.

B. The amount of property presently held by the corporation is $ 0 *
* Property should include all real or personal property, or any interest therein, wherever situated.

4. The names and addresses of the corporation officers:

	NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
☐	Beth Davis	President	629 S. Minnesota #201	Sioux Falls,	SD	57104
☐		Vice President				
☐		Secretary				
☐		Treasurer				

5. The names and addresses of directors (**State law requires a minimum of three**). If the directors and officers are the same individuals, please check ~~additional sheet if more space is needed to list directors~~ name above. Attach an additional sheet if more space is needed to list directors.

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
CherylChapman	Director	909 St. Joe St. Suite 600	Rapid City,	SD	57701
Gary Lemme	Director	SDSU Ag Hall Box 2207	Brookings,	SD	57007
Christine Hamilton	Director	201 S. Main	Kimball,	SD	57355

The report must be signed by the chairman of the board of directors, or its president, or any other officer.

Dated 2/4/08

(Signature)

President
(Title)

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

nsar.pdf
Revised 07/06

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

NON-PROFIT
STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

N/A this change was made on last year's Form.

FILING FEE: $5 In addition to corporate 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 South Dakota Rural Enterprise, Inc.

2. The previous street address, or a statement that there is no street address, or its registered office
   625 S. Minnesota, suite 103, Sioux Falls, SD ZIP 57104

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.
   629 S. Minnesota, suite 201, Sioux Falls, SD ZIP 57104

4. The name of its previous registered agent is N/A

5. The name of its successor (current) registered agent is * N/A

***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 officer.

Dated 3/4/08 (Signature)

President (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 of registered agent)

Revised 07/04

273 1528 03/18/2008

D20104744

2008 South Dakota Rural Enterprise Inc. Board of Directors

CHAIR
Cheryl Chapman
MATRIX Consulting Group, Inc.
909 St. Joseph St, Suite 600
Rapid City, SD 57701
Phone 605-399-2000
Fax 605-718-8742
Email

VICE-CHAIR
Dr. Gary Lemme, Dean, College of Agriculture and Biological Sciences
South Dakota State University
Ag Hall 135, Box 2207
Brookings, SD 57007
Phone 605-688-4148
Email

SECRETARY/TREASURER
Christine Hamilton, Owner
Christiansen Land and Cattle, Ltd.
P.O. Box 109
Kimball, SD 57355
Phone 605-778-6122
Email

IMMEDIATE PAST CHAIR
Linda Salmonson, Economic Dev Manager
East River Electric Power Cooperative, Inc.
PO Box 227
Madison, SD 57042
Phone 605-256-8015
Email

Larry Atkinson, President
Bridge City Publishing, Inc.
1413 E. Grand Crossing
Mobridge, SD 57601
Phone 605-845-3646
Email

Paul Batcheller, Principal
PrairieGold Venture Partners
Technology Business Center
2329 N. Career Ave., Suite 225
Sioux Falls, South Dakota 57107
Phone 605- 275-8041
Email

Jim Doolittle, Executive Director
Black Hills Community Development, Inc.
PO Box 218
Sturgis, SD 57785-0218
Phone 605-347-5837
Email

Jon Farris, Director, Division of Agricultural Development
South Dakota Department of Agriculture
523 E. Capitol
Pierre, SD 57501
Phone 605-773-5436
Email

Tanya Fiddler, Executive Director
Four Bands Community Fund
101 South Main Street
Eagle Butte, SD 57625
Phone 605-964-3687
Email

Rod Fouberg, Chair/CEO
Dacotah Banks, Inc.
PO Box 33
Aberdeen, SD 57402
Phone 605-225-0832
Email

Curt Hage, Chair/President/CEO
Home Federal Bank
PO Box 5000
Sioux Falls, SD 57117-5000
Phone 605-333-7556
Email

Valerie Kuhl, Community Development Lending and Investment Officer
Citigroup
701 East 60th St. North
MC 1126
Sioux Falls, SD 57104
Phone 605-331-7325
Email

273 1529 03/18/2008

N90104474

Aelred Kurtenbach, Co-Founder/Board Chair
Daktronics, Inc.
331 32nd Avenue
Brookings, SD 57006
Phone 605-697-4212
Email

Jim Mirehouse, CEO
Genesis Equity Fund. LLC/BHBDC
525 University Loop
Rapid City, SD 57701
Phone 605.394.1706
Email

John Porter, President/CEO
Avera Health
610 West 23rd St
Yankton, SD 57078
Phone 605.322.7050
Email

Norbert Sebade, President
First Western Bank - Wall
PO Box 402
Wall, SD 57790-0402
Phone 605-279-2141
Email

STAFF

Beth Davis, President

Rey Gonzales, Vice President of Business Development

Dick Werner, Credit Officer

Lin VanHofwegen, Vice President of Operations

Cheryl Leasure, Administrative Assistant

629 South Minnesota Avenue, Suite 201
Sioux Falls, SD 57104
Phone 605-978-2804
Fax 605-978-2805

287 1079 03/12/2009

2009

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

ANNUAL REPORT
DOMESTIC NONPROFIT

Please Type or Print Clearly in Ink

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

RECEIVED
MAR 09 2009
S.D. SEC. OF STATE

FILE DATE 03/09/09
RECEIPT NO 186484
RECEIVED
FEB 23 2009
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:

NS010474

NS010474 JAN/2008
SOUTH DAKOTA RURAL ENTERPRISE, INCORPORA
DAVIS, BETH E.
629 S MINNESOTA STE 201
SIOUX FALLS SD 57104-0802

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.

Street Address	City	State	ZIP+4
629 S. Minnesota Ave. Ssuite 201	Sioux Falls	SD	57104-4876
PO Box 2282 (Mailing Address (Optional))	Sioux Falls	SD	57101-2282

3. The name of the South Dakota Registered Agent Beth Davis

Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
629 S. Minnesota Ave. Suite 201	Sioux Falls	SD	57104-4876
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 three directors.

	Name	Street Address	City	State	ZIP+4
☑	Beth Davis (President)	629 S. Minnesota Ave. Suite 201	Sioux Falls	SD	57104
☑	Gary Lemme, Chair (Vice President)	SDSU Ag Hall Box 2207	Brookings, SD		57007
☑	Christine Hamilton, Vice Chair (Secretary)	201 S. Main	Kimball, SD		57355
☑	Rod Fouberg, Secretary/Treasurer (Treasurer)	PO Box 33	Aberdeen, SD		57402
☐	(Director)				
☐	(Director)				
☐	(Director)				

Dated 2/19/09

(Signature of an authorized officer)

BETH E DAVIS
(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)

300 0597 01/13/2010

2010 ANNUAL REPORT
DOMESTIC NONPROFIT

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

Please Type or Print Clearly in Ink

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

FILE DATE 01/04/10
RECEIPT NO 1981552
RECEIVED
JAN 04 2010
S.D. SEC. OF STATE

RECEIVED
DEC 07 2009

1. Corporate Name, Registered Agent Name and Address

NS010474

NS010474 JAN/2009
SOUTH DAKOTA RURAL ENTERPRISE, INCORPORA
DAVIS, BETH E.
629 S MINNESOTA STE 201
SIOUX FALLS SD 57104-0802

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.

Street Address	City	State	ZIP+4
629 S. Minnesota Ave. Suite 201	Sioux Falls	SD	57104-4876
PO Box 2282 (Mailing Address (Optional))	Sioux Falls	SD	57101-2282

3. The name of the South Dakota Registered Agent Beth Davis

Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
629 S. Minnesota Ave Suite 201	Sioux Falls	SD	57104-4876
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 three directors.

	Name	Street Address	City	State	ZIP+4
☑	Beth Davis (President)	629 S. Minnesota Ave Suite 201	Sioux Falls	SD	57104-4876
☑	Christine Hamilton, Chair (Vice President)	201 S. Main	Kimball	SD	57355
☑	Jon Farris, Vice Chair (Secretary)	523 E. Capitol	Pierre	SD	57501
☑	Paul Batcheller, Secretary/Treasurer (Treasurer)	4901 Isabel Pl. #210	Sioux Falls		57108
☐	(Director)				
☐	(Director)				
☐	(Director)				

Dated 12/30/09

Beth E Davis
(Signature of an authorized officer)

Beth Davis
(Printed Name)

President
(Title)

Annualreportdomesticnonprofit July2008

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)

315 2884 03/01/2011

2011

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

ANNUAL REPORT
DOMESTIC NONPROFIT

Please Type or Print Clearly in Ink

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

OB

FILE DATE 1/26/11
RECEIPT NO 211515
RECEIVED
JAN 2 6 2011
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:

NS010474

NS010474 JAN/2010
SOUTH DAKOTA RURAL ENTERPRISE, INCORPORA
DAVIS, BETH E.
629 S MINNESOTA STE 201
SIOUX FALLS SD 57104-0802

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.

629 S. Minnesota Ave. Suite 201	Sioux Falls	SD	57104-4876
Street Address	City	State	ZIP+4
PO Box 2282	Sioux Falls	SD	57101-2282
Mailing Address (Optional)	City	State	ZIP+4

4. The name of the South Dakota Registered Agent Beth Davis

629 S. Minnesota Ave. Suite 201	Sioux Falls	SD	57104-4876
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 three directors.

☑	Beth Davis	629 S. Minnesota Ave. Suite 201	Sioux Falls	SD	57104-4876
	President	Street Address	City	State	ZIP+4
☑	Jon Farris, Chair	523 E. Capitol	Pierre	SD	57501
	Vice President	Street Address	City	State	ZIP+4
☑	Paul Bathceller, Vice Chair	4901 Isabel Place #210	Sioux Falls	SD	57108
	Secretary	Street Address	City	State	ZIP+4
☑	Gloria Pluimer, Sec/Treas.	730 E. Watertown St.	Rapid City	SD	57701
	Treasurer	Street Address	City	State	ZIP+4
☐					
	Director	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 1-24-11

Beth E Davis
(Signature of an Authorized Person)

Beth Davis
(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 _____

   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 City State ZIP+4

5. If the address has changed, its new 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

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)

_____
(Printed Name)

365 3258 01/04/2012

Receipt Number: 14926

File Number NS010474

NS010474

ARTICLES OF AMENDMENT

ARTICLES_OF_AMENDMENT

For

SOUTH DAKOTA RURAL ENTERPRISES, INCORPORATED changing its name to DAKOTA RESOURCES

Filed at the request of:

DAVENPORT EVANS HURWITZ & SMITH
MATTHEW W MCNAMEE
PO Box 1030
SIOUX FALLS SD 57101

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **Friday, December 30, 2011**

Jason Gant
Secretary of State

Fee Received: $15.00

365 3259 01/04/2012 ©GOES 340

State of South Dakota

OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment

ORGANIZATIONAL ID #: NS010474

I, Jason M. Gant, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **SOUTH DAKOTA RURAL ENTERPRISES, INCORPORATED changing its name to DAKOTA RESOURCES** 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 caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this December 30, 2011.

Jason M. Gant
Secretary of State

AmendCertificate Merge

Litho in U.S.A.

365 3260 01/04/2012

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

AMENDMENT TO ARTICLES OF INCORPORATION

DOMESTIC NON-PROFIT CORPORATION

Please Type or Print Clearly in Ink

Please submit one **Original** and one **Photocopy**

FILING FEE: $15 payable to SECRETARY OF STATE

Filed this 30th day of Dec 2011

SECRETARY OF STATE

RECEIVED
DEC 30 2011
S.D. SEC. OF STATE

Telephone # _____

FAX # _____

1. The name of the corporation is South Dakota Rural Enterprises, Incorporated

Note: This must be the exact corporate name.

2. The Articles of Incorporation have been amended by the members or directors of the corporation in the manner prescribed by SDCL 47-22 on December 19, 2011.

☐ Adopted by a meeting of the members of said corporation. A quorum was present at the meeting and the amendment received at least a majority of the votes entitled to be cast by members present or represented by proxy at such meeting.

☐ Adopted by a consent in writing signed by all members entitled to vote with respect thereto.

☑ There are no members or no members entitled to vote. The amendment was adopted by the Board of Directors. Such amendment received the vote of a majority of the directors in office.

3. Please state the amendment. Another sheet may be attached if additional space is needed.

Article 1 is amended to read:

The name of the corporation is Dakota Resources, hereafter referred to as the "Corporation."

To be signed by either the chairman of the board of directors, or by the president or any other officer.

Dated 12/22/2011

Beth E Davis
(Signature of an authorized officer)

BETH E DAVIS
(Printed Name)

President
(Title)

386 3237 01/10/2012

Receipt Number: 14926

File Number NS010474

NS010474

ARTICLES OF AMENDMENT

ARTICLES_OF_AMENDMENT

For

SOUTH DAKOTA RURAL ENTERPRISES, INCORPORATED changing its name to DAKOTA RESOURCES

Filed at the request of:

DAVENPORT EVANS HURWITZ & SMITH
MATTHEW W MCNAMEE
PO Box 1030
SIOUX FALLS SD 57101

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **Friday, December 30, 2011**

Jason Gant
Secretary of State

Fee Received: $15.00

© GOES 340

386 3238 01/10/2012

State of South Dakota

OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment

ORGANIZATIONAL ID #: NS010474

I, Jason M. Gant, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **SOUTH DAKOTA RURAL ENTERPRISES, INCORPORATED changing its name to DAKOTA RESOURCES** 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 caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this December 30, 2011.

Jason M. Gant
Secretary of State

AmendCertificate Merge

Litho in U.S.A.

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

AMENDMENT TO ARTICLES OF INCORPORATION

DOMESTIC NON-PROFIT CORPORATION

Please Type or Print Clearly in Ink

Please submit one Original and one Photocopy

FILING FEE: $15 payable to SECRETARY OF STATE

Filed this 30th day of Dec 2011

SECRETARY OF STATE

RECEIVED
DEC 30 2011
S.D. SEC. OF STATE

Telephone # _____

FAX # _____

386 3239

1. The name of the corporation is South Dakota Rural Enterprises, Incorporated

Note: This must be the exact corporate name.

2. The Articles of Incorporation have been amended by the members or directors of the corporation in the manner prescribed by SDCL 47-22 on December 19, 2011.

☐ Adopted by a meeting of the members of said corporation. A quorum was present at the meeting and the amendment received at least a majority of the votes entitled to be cast by members present or represented by proxy at such meeting.

☐ Adopted by a consent in writing signed by all members entitled to vote with respect thereto.

☑ There are no members or no members entitled to vote. The amendment was adopted by the Board of Directors. Such amendment received the vote of a majority of the directors in office.

3. Please state the amendment. Another sheet may be attached if additional space is needed.

Article 1 is amended to read:

The name of the corporation is Dakota Resources, hereafter referred to as the "Corporation."

To be signed by either the chairman of the board of directors, or by the president or any other officer.

Dated 12/22/2011

Beth E Davis
(Signature of an authorized officer)

BETH E DAVIS
(Printed Name)

President
(Title)

2012 Enter Filing Year

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

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED

DOMESTIC NONPROFIT

Please Type or Print Clearly In Ink

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

FILE DATE 04/05/2012

RECEIPT NO 34484

1. Corporate Name and Address:
NS010474
DAKOTA RESOURCES
25795 475TH AVENUE, SUITE 1
RENNER, SD 57055

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: BETH E. DAVIS

629 S MINNESOTA STE 201	SIOUX FALLS	SD	57104-0802
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: DOUGLAS J HAJEK

205 WEST 14TH STREET	SIOUX FALLS	SD	57104
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	SD State	ZIP+4

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

Dated 04/05/2012

Signature Accepted Electronically
(Signature of an Authorized Person)

LIN C VANHOFWEGEN
(Printed Name)

4/5/2012 2:30:22PM

2012 Enter Filing Year

ANNUAL REPORT

FILE DATE 04/05/2012

RECEIPT NO 34484

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

DOMESTIC NONPROFIT

Please Type or Print Clearly In Ink

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

1. Corporate Name and Address:
NS010474
DAKOTA RESOURCES
25795 475TH AVENUE, SUITE 1
RENNER, SD 57055

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

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

25795 475TH AVENUE, SUITE 1	RENNER	SD	57055
Street Address	City	State	ZIP+4
		SD	
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: DOUGLAS J HAJEK

205 WEST 14TH STREET	SIOUX FALLS	SD	57104
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
		SD	
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 three director.

X	JON FARRIS	523 E CAPITAL	PIERRE	SD	57501
	President	Street Address	City	State	ZIP+4
X	GLORIA PLUIMER	730 EAST WATERTOWN ST	RAPID CITY	SD	57701
	Vice President	Street Address	City	State	ZIP+4
X	RACHAEL SHERARD	3900 WEST AVERA DR SUITE 301	SIOUX FALLS	SD	57108
	Secretary	Street Address	City	State	ZIP+4
X	RACHAEL SHERARD	3900 WEST AVERA DR SUITE 301	SIOUX FALLS	SD	57108
	Treasurer	Street Address	City	State	ZIP+4
X	BETH E DAVIS	25795 475TH AVENUE, SUITE 1	RENNER	SD	57055
	Director	Street Address	City	State	ZIP+4

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

Dated 04/05/2012

Signature Accepted Electronically
(Signature of an Authorized Person)

LIN C VANHOFWEGEN
(Printed Name)

4/5/2012 2:30:22PM

2013 Enter Filing Year

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

ANNUAL REPORT

DOMESTIC NONPROFIT

Please Type or Print Clearly In Ink

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

FILE 1/4/2013
RECEIPT NO 85760

1. Corporate Name and Address:
NS010474
DAKOTA RESOURCES
25795 475TH AVENUE, SUITE 1
RENNER, SD 57055

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

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

25795 475TH AVENUE, SUITE 1	RENNER	SD	57055
Street Address	City	State	ZIP+4
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: DOUGLAS J HAJEK

205 WEST 14TH STREET	SIOUX FALLS	SD	57104
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
		SD	
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 three director.

X	GLORIA PLUIMER	730 EAST WATERTOWN ST	RAPID CITY	SD	57701
	President	Street Address	City	State	ZIP+4
X	RACHAEL SHERARD	3900 WEST AVERA DR SUITE 301	SIOUX FALLS	SD	57108
	Vice President	Street Address	City	State	ZIP+4
X	RUTH CHRISTOPHERSON	P.O. BOX 6000	SIOUX FALLS	SD	57117
	Secretary	Street Address	City	State	ZIP+4
X	RUTH CHRISTOPHERSON	P.O. BOX 6000	SIOUX FALLS	SD	57117
	Treasurer	Street Address	City	State	ZIP+4
X	BETH E DAVIS	25795 475TH AVENUE, SUITE 1	RENNER	SD	57055
	Director	Street Address	City	State	ZIP+4

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

Date 01/04/2013

Signature Accepted Electronically
(Signature of an Authorized Person)

BETH DAVIS
(Printed Name)

1/4/2013 1:14:32 PM

2014 Enter Filing Year

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

ANNUAL REPORT

DOMESTIC NONPROFIT

Please Type or Print Clearly In Ink

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

FILE 12/17/2013
RECEIPT NO 160915

1. Corporate Name and Address:
NS010474
DAKOTA RESOURCES
25795 475TH AVENUE, SUITE 1
RENNER, SD 57055

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

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

Street Address	City	State	ZIP+4
25795 475TH AVENUE, SUITE 1	RENNER	SD	57055
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: DOUGLAS J HAJEK

Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
205 WEST 14TH STREET	SIOUX FALLS	SD	57104
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
		SD	

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 three director.

		Street Address	City	State	ZIP+4
X	GLORIA PLUIMER	730 EAST WATERTOWN ST	RAPID CITY	SD	57701
	President				
X	RACHAEL SHERARD	3900 WEST AVERA DR SUITE 301	SIOUX FALLS	SD	57108
	Vice President				
X	RUTH CHRISTOPHERSON	701 E. 60TH STREET N. STE 1126	SIOUX FALLS	SD	57104
	Secretary				
X	RUTH CHRISTOPHERSON	701 E. 60TH STREET N. STE 1126	SIOUX FALLS	SD	57104
	Treasurer				
X	JON FARRIS	912 S. MCKLINEY AVE.	PIERRE	SD	57501
	Director				
X	PAUL BATCHELLER	5708 S. REMINTON PLACE #600	SIOUX FALLS	SD	57108
	Director				
X	BRAD MOORE	P.O. BOX 1210	ABERDEEN	SD	57402
	Director				
X	SCOTT PARSLEY	121 SE FIRST STREET	MADISON	SD	57042
	Director				

X	BRUCE RAMPELBERG	P.O. BOX 2530	RAPID CITY	SD	57709
	Director	Street Address	City	State	ZIP+4
X	DARYL EBACH	204 S. FIRST STREET	ABERDEEN	SD	57401
	Director	Street Address	City	State	ZIP+4
X	JIM SCULL	803 INDUSTRIAL AVENUE	RAPID CITY	SD	57702
	Director	Street Address	City	State	ZIP+4
X	GARY CAMMACK	P.O. BOX 100	UNION CENTER	SD	57787
	Director	Street Address	City	State	ZIP+4
X	CHRISTINE HAMILTON	P.O. BOX 109	KIMBALL	SD	57355
	Director	Street Address	City	State	ZIP+4
X	DAVID ROZENBOOM	601 S. MINNESOTA AVE.	SIOUX FALLS	SD	57104
	Director	Street Address	City	State	ZIP+4
X	CLINT WAARA	101 N. PHILLIPS AVE., STE. 202	SIOUX FALLS	SD	57104
	Director	Street Address	City	State	ZIP+4

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

Date 12/17/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

BETH DAVIS

(Printed Name)

12/17/2013 1:35:44 PM

2015 Enter Filing Year

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

ANNUAL REPORT

DOMESTIC NONPROFIT

Please Type or Print Clearly In Ink

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

FILE DATE 1/22/2015

RECEIPT NO 265491

1. Corporate Name and Address:
NS010474
DAKOTA RESOURCES
25795 475TH AVENUE, SUITE 1
RENNER, SD 57055

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

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

25795 475TH AVENUE, SUITE 1	RENNER	SD	57055
Street Address	City	State	ZIP+4
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: DOUGLAS J HAJEK

205 WEST 14TH STREET	SIOUX FALLS	SD	57104
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
		SD	
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 three director.

X	GLORIA PLUIMER	730 EAST WATERTOWN ST	RAPID CITY	SD	57701
	Director	Street Address	City	State	ZIP+4
X	RACHAEL SHERARD	3900 WEST AVERA DR SUITE 301	SIOUX FALLS	SD	57108
	President	Street Address	City	State	ZIP+4
X	RUTH CHRISTOPHERSON	701 E. 60TH STREET N. STE 1126	SIOUX FALLS	SD	57104
	Vice President	Street Address	City	State	ZIP+4
X	SCOTT PARSLEY	121 SE FIRST STREET	MADISON	SD	57042
	Treasurer	Street Address	City	State	ZIP+4
X	JON FARRIS	912 S. MCKLINEY AVE.	PIERRE	SD	57501
	Director	Street Address	City	State	ZIP+4
X	PAUL BATCHELLER	5708 S. REMINTON PLACE #600	SIOUX FALLS	SD	57108
	Director	Street Address	City	State	ZIP+4
X	BRAD MOORE	P.O. BOX 1210	ABERDEEN	SD	57402
	Director	Street Address	City	State	ZIP+4
X	SCOTT PARSLEY	121 SE FIRST STREET	MADISON	SD	57042
	Secretary	Street Address	City	State	ZIP+4
X	BRUCE RAMPELBERG	P.O. BOX 2530	RAPID CITY	SD	57709
	Director	Street Address	City	State	ZIP+4

X	GARY CAMMACK	P.O. BOX 100	UNION CENTER	SD	57787
	Director	Street Address	City	State	ZIP+4
X	CHRIS MALO	PO BOX 1177	SPEARFISH	SD	57783
	Director	Street Address	City	State	ZIP+4
X	KORY ANDERSON	200 S. HARRISON ST	ABERDEEN	SD	57401
	Director	Street Address	City	State	ZIP+4
X	JEFF LAKNER	19846 374TH AVENUE	WESSINGTON	SD	57381
	Director	Street Address	City	State	ZIP+4
X	MARK LITTON	PO BOX 998	PIERRE	SD	57501
	Director	Street Address	City	State	ZIP+4
X	JUSTIN GRAY	527 MAIN AVENUE 2ND FLOOR	BROOKINGS	SD	57006
	Director	Street Address	City	State	ZIP+4

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

Dated 01/22/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

JAY E HEADLEY

(Printed Name)

2016

Enter Filing Year

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

STATEMENT OF CHANGE OF REGISTERED OFFICE

DOMESTIC NONPROFIT CORPORATIONS

SDCL 47-24-6; 59-11-24

Please Type or Print Clearly In Ink

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

FILE DATE 2/4/2016

RECEIPT NO 380104

1. Corporate ID and Name:

NS010474
Enter Corporate ID

DAKOTA RESOURCES
Enter Corporate Name

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: DOUGLAS J HAJEK

205 WEST 14TH STREET	SIOUX FALLS	SD	57104
Actual Street Address or Rural Route Box Number	City	State	ZIP+4
		SD	
Mailing Address, if Different from Street Address	City	State	ZIP+4

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

New Agent Name: JAY E HEADLEY

25795 475TH AVE STE 1	RENNER	SD	57055
Actual Street Address or Rural Route Box Number in This State	City	State	ZIP+4
		SD	
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4

6. Beneficial Interest (optional)

Owner	Description of Ownership	Percentage/Value

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

Dated 02/04/2016

Signature Accepted Electronically
(Signature of an Authorized Person)

JAY E HEADLEY
(Printed Name)

*By signing this form you agree to have both the fee and the form processed electronically. 2/4/2016 10:07:32 AM
A fee of up to $40 will be assessed for returned payments.

2016

Enter Filing Year

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

ANNUAL REPORT

DOMESTIC NONPROFIT CORPORATIONS

SDCL 47-24-6; 59-11-24

Please Type or Print Clearly In Ink

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

FILE DATE 2/4/2016

RECEIPT NO 380104

1. Corporate ID and Name:

NS010474
Enter Corporate ID

DAKOTA RESOURCES
Enter Corporate Name

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

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

25795 475TH AVENUE, SUITE 1	RENNER	SD	57055
Actual Street Address or Rural Route Box Number	City	State	ZIP+4
Mailing Address, if Different from Street Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: JAY E HEADLEY

25795 475TH AVE STE 1	RENNER	SD	57055
Actual Street Address or Rural Route Box Number in This State	City	State	ZIP+4
		SD	
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4

5. The names and addresses of its principal officers and directors (governors). South Dakota Law requires at least three directors.

X	CHRIS MALO	PO BOX 1177	SPEARFISH	SD	57783
	Director	Actual Street Address	City	State	ZIP+4
X	KORY ANDERSON	200 S. HARRISON ST	ABERDEEN	SD	57401
	Director	Actual Street Address	City	State	ZIP+4
X	JEFF LAKNER	19846 374TH AVENUE	WESSINGTON	SD	57381
	Secretary	Actual Street Address	City	State	ZIP+4
X	MARK LITTON	PO BOX 998	PIERRE	SD	57501
	Director	Actual Street Address	City	State	ZIP+4

X	JUSTIN GRAY	527 MAIN AVENUE 2ND FLOOR	BROOKINGS	SD	57006
	Director	Actual Street Address	City	State	ZIP+4
X	GLORIA PLUIMER	730 EAST WATERTOWN ST	RAPID CITY	SD	57701
	Director	Actual Street Address	City	State	ZIP+4
X	RACHAEL SHERARD	3900 WEST AVERA DR SUITE 301	SIOUX FALLS	SD	57108
	President	Actual Street Address	City	State	ZIP+4
X	RUTH CHRISTOPHERSON	701 E. 60TH STREET N. STE 1126	SIOUX FALLS	SD	57104
	Vice President	Actual Street Address	City	State	ZIP+4
X	JON FARRIS	912 S. MCKLINEY AVE.	PIERRE	SD	57501
	Director	Actual Street Address	City	State	ZIP+4
X	BRAD MOORE	P.O. BOX 1210	ABERDEEN	SD	57402
	Director	Actual Street Address	City	State	ZIP+4
X	SCOTT PARSLEY	121 SE FIRST STREET	MADISON	SD	57042
	Director	Actual Street Address	City	State	ZIP+4
X	GARY CAMMACK	P.O. BOX 100	UNION CENTER	SD	57787
	Director	Actual Street Address	City	State	ZIP+4
X	TERRI HAVERLY	525 UNIVERSITY LOOP, SUITE 1	RAPID CITY	SD	57701
	Director	Actual Street Address	City	State	ZIP+4
X	CARRIE LAW	PO BOX 216	COLMAN	SD	57006
	Director	Actual Street Address	City	State	ZIP+4
X	GREG VON WALD	8950 EMERALD RIDGE ROAD	RAPID CITY	SD	57702
	Director	Actual Street Address	City	State	ZIP+4

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

Dated 02/04/2016

Signature Accepted Electronically

(Signature of an Authorized Person)

JAY E HEADLEY

(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.

2/4/2016 10:07:32 AM

X	HEIDI ZELLER-CRAWFORD	12627 384TH AVE	ABERDEEN	SD	57401
	Director	Actual Street Address	City	State	ZIP+4

6. Beneficial Interest (optional)

Owner	Description of Ownership	Percentage/Value

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

Dated 02/04/2016

Signature Accepted Electronically

(Signature of an Authorized Person)

JAY E HEADLEY

(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.

2/4/2016 10:07:32 AM