

356 3606

Receipt Number: 1763118

File Number **DP001879**



LIMITED_PARTNERSHIP

For

ALK HOUSING LIMITED PARTNERSHIP

Filed at the request of:

HAGEN WILKA & ARCHER PC
PO Box 964
Sioux Falls SD 57101

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

Filed in the office of the Secretary of State on: **Wednesday, February 20, 2008**



Secretary of State

Fee Received: \$100.00

356 3608 02/25/2008

Filed this 20th day of Feb 2008
Chris Nelson
SECRETARY OF STATE

RECEIVED
FEB 20 2008
S.D. SEC. OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP
OF
ALK HOUSING LIMITED PARTNERSHIP

1. **Name.** The business of the Partnership is and shall continue to be conducted under the firm name and style of "ALK Housing Limited Partnership."

2. **Registered Agent and Registered Office.** The Partnership shall maintain its registered office at 600 South Main Avenue, Suite 102, Sioux Falls, South Dakota 57104. The name and address of the agent for service of process is John F. Archer, 600 South Main Avenue, Suite 102, Sioux Falls, South Dakota 57104.

3. **Name and Address of the General Partner.** The name and place of residence of the General Partner of the Partnership is as follows:

ALK Investments, LLC
326 East 8th Street, Suite 106
Sioux Falls, SD 57109

4. **Purpose and Character of the Business.** The purpose and character of the business of the Partnership is to sponsor low-income housing tax credit projects, in its sole discretion, for income-producing purposes and as an investment; to furnish services and goods in connection with the management of the Partnership's Property, and to borrow funds for such purposes and to mortgage or otherwise encumber any or all of the Partnership's Property to secure such borrowings; to sell or otherwise dispose of the Partnership's business and the assets and properties of the Partnership; and to undertake and carry on all activities necessary or advisable in connection with the operation of the Partnership business, all upon such terms and conditions as the General Partner, in its absolute discretion, deems in the best interest of the Partnership and any other purpose for which a limited partnership is authorized to so under statute.

5. **Term.** The Partnership shall continue until December 31, 2058, unless dissolved, terminated, and liquidated prior thereto under the provisions of Article XIII of the Limited Partnership Agreement.

[SIGNATURE PAGE TO FOLLOW.]

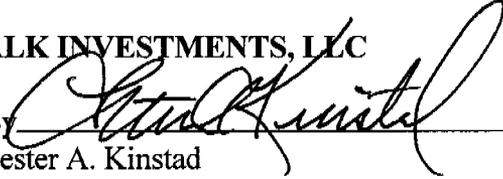
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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership of ALK Housing Limited Partnership as of February 18, 2008.

GENERAL PARTNER:

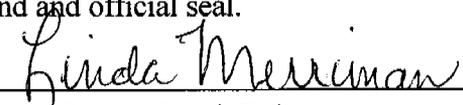
ALK INVESTMENTS, LLC

By 
Lester A. Kinstad
Its Managing Member

STATE OF SOUTH DAKOTA)
 :SS
COUNTY OF MINNEHAHA)

On the 18th day of January, 2008, before me, the undersigned officer, personally appeared Lester A. Kinstad, who acknowledged himself to be the Managing Member of ALK Investments, LLC, a South Dakota limited liability company, and that he, as such Managing Member, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by himself as Managing Member.

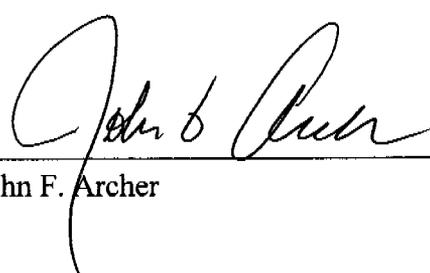
IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public, South Dakota
My Commission Expires: 12-16-10

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, John F. Archer, hereby consent to serve as registered agent for ALK Housing Limited Partnership.

Dated February 15, 2008.


John F. Archer

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Receipt Number: 41311

File Number **DP001879**



ARTICLES_OF_MERGER

For

**ALK INVESTMENTS, LLC a South Dakota limited liability company merging into
ALK HOUSING LIMITED PARTNERSHIP a South Dakota limited partnership and
the survivor**

Filed at the request of:

**BRIAN J BAUER
612 E TAN TARA CIRCLE STE 300
SIOUX FALLS SD 57104**

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

Filed in the office of the Secretary of State on: **Thursday, May 10, 2012**


Secretary of State

Fee Received: \$60.00

389 1868 05/11/2012

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Merger Limited Liability Company

ORGANIZATIONAL ID #: DP001879

I, **Jason M. Gant**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Merger **ALK INVESTMENTS, LLC** a South Dakota limited liability company merging into **ALK HOUSING LIMITED PARTNERSHIP** a South Dakota limited partnership and **the survivor** duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Act, have been received in this office and are found to conform to law.

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

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 May 10, 2012.



Jason M. Gant
Secretary of State

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RECEIVED
MAY 10 2012
S.D. SEC. OF STATE

Filed this 10th day of May, 2012
Jason Sand
SECRETARY OF STATE

ARTICLES OF MERGER
OF
ALK INVESTMENTS, LLC
(a South Dakota limited liability company)

WITH AND INTO

ALK HOUSING LIMITED PARTNERSHIP
(a South Dakota limited partnership)

Pursuant to SDCL Section 47-34A-905, the undersigned organizations have executed and delivered to one another the following Articles of Merger effective December 31, 2011:

1. The name and jurisdiction of organization of each entity which is a party to the merger is as follows:

ALK INVESTMENTS, LLC, a South Dakota limited liability company

ALK HOUSING LIMITED PARTNERSHIP, a South Dakota limited partnership

2. The Articles of Organization for ALK INVESTMENTS, LLC, were filed with the South Dakota Secretary of State on February 19, 2008.

3. An Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A and incorporated herein by this reference, has been approved of and signed by each entity which is a party to the merger.

4. The name and address of the surviving entity is as follows:

ALK HOUSING LIMITED PARTNERSHIP
c/o Norman G. Drake
101 So. Main Ave. Suite 400
Sioux Falls, SD 57104

5. The effective date of the merger is December 31, 2011 or the date of the issuance of Certificate of Merger by the Secretary of the State of South Dakota.

6. A limited liability company is not the surviving entity.

7. A foreign limited liability company is not a party to the merger.

8. ALK HOUSING LIMITED PARTNERSHIP hereby agrees that it may be served with process in the State of South Dakota and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of ALK INVESTMENTS, LLC and for the enforcement, as provided under applicable law, of the right of members of such entity to receive payment for their interest.

Effective the 31st day of December, 2011.

ALK INVESTMENTS, LLC,
a South Dakota limited
liability company

ALK HOUSING LIMITED
PARTNERSHIP, a South
Dakota limited
partnership

By: ALK INVESTMENTS, LLC,,
its General Partner

By *[Signature]*
As Its Managing Member

By *[Signature]*
As Its Managing Partner

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into by and between ALK INVESTMENTS, LLC, a South Dakota limited liability company (hereinafter referred to as the "Company"), and ALK HOUSING LIMITED PARTNERSHIP, a South Dakota limited partnership (hereinafter referred to as the "Partnership").

RECITALS:

1. The Company is a limited liability company duly formed and validly existing under the laws of the State of South Dakota.

2. The Partnership is a limited partnership duly formed and validly existing under the laws of the State of South Dakota.

3. The Members of the Company deem it advisable to merge with and into the Partnership, and the general and limited partners of the Partnership deem it advisable that the Company merge with and into the Partnership, all upon the terms and conditions set forth herein, in accordance with the laws of the State of South Dakota.

4. The parties desire to execute and deliver this Agreement for the purpose of setting forth the terms and conditions of the merger transaction contemplated herein.

AGREEMENT:

In consideration of the recitals set forth above and the mutual covenants and agreements set forth herein, the parties, intending to be legally bound, hereby agree as follows:

1. Merger. The parties agree that the Company shall be merged with and into the Partnership, that the Partnership shall be the surviving entity, and that the separate existence of the Company shall cease. The merger shall be effective as of December 31, 2011 or the date and time a Certificate of Merger is issued by the South Dakota Secretary of State (the "Effective Time").

2. Cancellation of Membership Certificates/Assignment of Assets and Assumption of Liabilities. At the Effective Time, each Member of the Company shall surrender his Membership Certificate to the Company for cancellation. The Partnership shall succeed to the

389 1872

ownership of all assets of the Company and shall assume and agree to satisfy all obligations of the Company. No other or further consideration of any kind or nature whatsoever shall be utilized in the transaction. Upon completion of the merger the capital and profits interests in the Partnership shall be owned as follows: (a) Fifty Percent (50%) by Norman G. Drake; (b) Fifty Percent (50%) by Lester A. Kinstad.

3. Articles of Merger. Subject to and in accordance with the provisions of this Agreement, Articles of Merger shall be executed by both the Company and the Partnership and shall thereafter deliver for filing to the Secretary of State of South Dakota, as required by applicable law.

4. Required Approvals. The consummation of the merger transaction specified herein is subject to the receipt of all required consents and approvals, and is further subject to the satisfaction of all other requirements imposed by applicable laws of the State of South Dakota.

5. Partnership Agreement. From and after the Effective Time, until thereafter amended as provided by law, the Partnership Agreement of the Partnership shall remain in full force and effect.

6. Governing Law. This Agreement shall be governed by the laws of the State of South Dakota.

IN WITNESS WHEREOF, the undersigned parties have hereunto set their hand effective the 31st day of December, 2011.

ALK INVESTMENTS, LLC, a South
Dakota limited liability
Company

By: *Lester A. Kinstad*
As Its Managing Member

ALK HOUSING LIMITED PARTNERSHIP,
a South Dakota limited
partnership

By: ALK INVESTMENTS, LLC, its
General Partner

By: *Lester A. Kinstad*
As Its Managing Partner