

Receipt Number: 2150902

File Number **DL024778**



**ARTICLES\_OF\_ORGANIZATION**

For

**KUHLMAN CONSTRUCTION, LLC**

Filed at the request of:

KENNETH W COTTON  
WIPF & COTTON LLC  
107 SOUTH MAIN STREET  
WAGNER SD 57380

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

Filed in the office of the Secretary of State on: **Wednesday, May 25, 2011**

  
Secretary of State

Fee Received: \$150.00

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Organization Limited Liability Company

ORGANIZATIONAL ID #: DL024778

I, Jason M. Gant, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of **KUHLMAN CONSTRUCTION, LLC** duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company 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 Organization and attach hereto a duplicate of the Articles of Organization.

IN 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 25, 2011.



Jason M. Gant  
Secretary of State

382 4428 05/31/2011

25<sup>th</sup> day of May 2011  
SECRETARY OF STATE

ARTICLES OF ORGANIZATION  
OF  
KUHLMAN CONSTRUCTION, LLC

RECEIVED  
MAY 25 2011  
S.D. SEC. OF STATE

The undersigned individuals hereby form a Limited Liability Company under SDCL §47-34A, the South Dakota Limited Liability Company Act (hereinafter "Act") and adopt as the Articles of Organization for such company the following:

ARTICLE I.  
NAME

The name of the limited liability company is KUHLMAN CONSTRUCTION, LLC, hereinafter the "Company."

ARTICLE II.  
DURATION

The period of its duration shall be perpetual.

ARTICLE III.  
PURPOSE

The purpose of the company shall be as follows:

To engage in the business of, and matters related to, residential, agricultural, and commercial construction; and, further, to acquire, invest, or reinvest in any and all real or personal property, and to mortgage same; to sell same; and, further, to engage in any and all other lawful acts or activities, or businesses in which the Company and its members may from time to time determine advantageous to the company.

ARTICLE IV.  
ADDRESS AND INITIAL DESIGNATED OFFICE  
NAME OF INITIAL AGENT

The address of the initial designated office of the Company is 30512 391<sup>st</sup> Ave., Wagner, SD 57380.

The initial agent of the Company is Paul R. Kuhlman, of 30512 391<sup>st</sup> Ave., Wagner, SD 57380.

ARTICLE V  
NAME OF ORGANIZER OF THE COMPANY

The names of the organizer of the Company is Paul R. Kuhlman.

The addresses of the organizer of the Company is:

Paul R. Kuhlman

30512 391<sup>st</sup> Ave.  
Wagner, SD 57380

#### ARTICLE VI.

#### ADDITIONAL CONTRIBUTIONS

The Company may provide, or the members may provide in the operating agreement, that additional contributions shall be made at such times and in such amounts as agreed and stated.

#### ARTICLE VII.

#### ADMISSION OF ADDITIONAL MEMBERS

Upon unanimous agreement of all the members, or as provided in the operating agreement of the Company, additional members may be admitted on such terms and conditions as specified.

#### ARTICLE VIII.

#### RIGHT OF CONTINUATION

Upon the occurrence of any event under SDCL 47-34A-801, that terminates the continued membership of a member in the limited liability company, the remaining members will have the power to avoid dissolution by giving dissolution avoidance consent as provided in SDCL 47-34A-802(b).

#### ARTICLE IX.

#### MANAGEMENT

The management of the Company shall be vested in the original organizer. The manager shall hold the office and have the responsibilities accorded him as set out in the operating agreement of the Company.

The Company is to be managed by the original organizer, who will serve in that capacity until his successor is elected. Election of a successor will be made by the original organizer, or in the event where other members have been added to the Company, all members will participate in the election of the successor.

#### ARTICLE X

#### OPERATING AGREEMENT

The manner in which the Company conducts its business and affairs, the duties and authority of its managers, and the rights and obligations of its members, to the extent not

expressly required by and provided for in the Act or in these Articles of Organization, shall be set forth in the operating agreement adopted by the initial members of the Company. The operating agreement may from time to time be amended in accordance with the provisions contained therein.

ARTICLE XI.

LIABILITY OF MEMBERS AND MANAGERS, INDEMNIFICATION

A. Neither the members nor any manager of the Company shall be liable under a judgment, decree or order of a court, or in any manner, for a debt, obligation or liability of the Company.

B. No manager of the Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty as a manager, except as provided in the operating agreement; provided, however, that nothing in this Article XI shall be construed as eliminating or limiting the personal liability of a manager of the Company (i) for breach of the manager's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which the manager derives an improper personal benefit or wrongful distribution in violation of the Act.

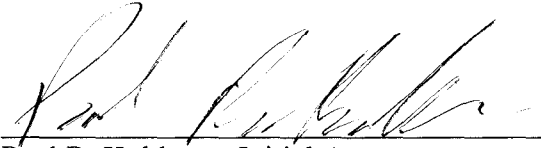
C. Each individual who is or was a manager of the Company (and the heirs, executors, personal representatives or administrators of such individual) who was or is made a party to, or is involved in any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company or is or was serving at the request of the Company as a manager, director, officer, partner, trustee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise ("Indemnitee") shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this Article shall be a contract right.



CONSENT OF INITIAL AGENT

I, Paul R. Kuhlman, named as initial agent of KUHLMAN CONSTRUCTION, LLC,  
hereby consent to appointment to that office.

Dated this 18<sup>th</sup> day of May, 2011.

  
\_\_\_\_\_  
Paul R. Kuhlman, Initial Agent

2012

Enter Filing Year

ANNUAL REPORT

FILE 5/1/2012

RECEIPT NO 39431

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

**DOMESTIC LLC**  
Please Type or Print Clearly In Ink

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

1. L.L.C. ID and Name:  
DL024778  
KUHLMAN CONSTRUCTION, LLC  
30512 391ST AVE  
WAGNER, SD 57380-7219

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

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

30512 391ST AVE WAGNER SD 57380-7219  
Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: PAUL R. KUHLMAN

30512 391ST AVE WAGNER SD 57380-7219  
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 managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

<input type="checkbox"/>	Manager	Street Address	City	State	ZIP+4
<input type="checkbox"/>	Manager	Street Address	City	State	ZIP+4
<input type="checkbox"/>	Manager	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 05/01/2012

Signature Accepted Electronically

(Signature of an Authorized Person)

PAUL RYAN KUHLMAN

(Printed Name)

2013

Enter Filing Year

ANNUAL REPORT

FILE DATE 5/26/2014

RECEIPT NO 203852

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

DOMESTIC LLC
Please Type or Print Clearly In Ink

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

1. L.L.C. ID and Name:
DL024778
KUHLMAN CONSTRUCTION, LLC
30512 391ST AVE
WAGNER, SD 57380-7219

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

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

30512 391ST AVE WAGNER SD 57380-7219
Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: PAUL R. KUHLMAN

30512 391ST AVE WAGNER SD 57380-7219
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 managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

Manager Street Address City State ZIP+4

Manager Street Address City State ZIP+4

Manager 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 05/26/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

PAUL RYAN KUHLMAN

(Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

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

**DOMESTIC LLC**  
Please Type or Print Clearly In Ink

FILE DATE 4/20/2015

RECEIPT NO 294834

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

1. L.L.C. ID and Name:

DL024778  
KUHLMAN CONSTRUCTION, LLC  
30512 391ST AVE  
WAGNER, SD 57380-7219

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

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

30512 391ST AVE	WAGNER	SD	57380-7219
Street Address	City	State	ZIP+4

Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: PAUL R. KUHLMAN

30512 391ST AVE	WAGNER	SD	57380-7219
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 managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

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

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

<input type="checkbox"/>				
Manager	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 04/20/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

PAUL R KUHLMAN

(Printed Name)

2015

Enter Filing Year

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

ANNUAL REPORT

DOMESTIC LLC

SDCL 47-34A-211; 59-11-24, 24.1

Please Type or Print Clearly In Ink

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

FILE DATE 4/28/2016

RECEIPT NO 410057

1. LLC ID and Name:

DL024778

Enter LLC ID

KUHLMAN CONSTRUCTION, LLC

Enter LLC Name

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

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

30512 391ST AVE

WAGNER

SD

57380-7219

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:

PAUL R. KUHLMAN

30512 391ST AVE

WAGNER

SD

57380-7219

Actual Street Address or Rural Route Box Number in This State

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 (governors). If, pursuant to SDCL 59-11-24, the board of directors has been eliminated, list the names of the shareholders.

Manager

Actual Street Address

City

State

ZIP+4

Manager

Actual Street Address

City

State

ZIP+4

Manager

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

Signature Accepted Electronically  
\_\_\_\_\_  
(Signature of an Authorized Person)  
**PAUL R KUHLMAN**  
\_\_\_\_\_  
(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.

4/28/2016 8:57:30 PM