

363 6038

Receipt Number: 1852331

File Number **DL017779**



**ARTICLES\_OF\_ORGANIZATION**

For

**OMEGAQUANT ANALYTICS, LLC**

Filed at the request of:

**RICHARD F RAHN  
4305 SOUTH LOUISE AVENUE STE 101A  
SIOUX FALLS SD 57106**

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

Filed in the office of the Secretary of State on: **Monday, November 24, 2008**



Secretary of State

Fee Received: \$125.00

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Organization Limited Liability Company

ORGANIZATIONAL ID #: DL017779

I, Chris Nelson, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of **OMEGAQUANT ANALYTICS, 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 TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this November 24, 2008.



*Chris Nelson*

Chris Nelson  
Secretary of State

363 6040 11/25/2008

Filed this 24<sup>th</sup> day of  
Nov, 2008  
*Chris Nelson*  
SECRETARY OF STATE

RECEIVED  
NOV 24 2008  
S.D. SEC. OF STATE

**ARTICLES OF ORGANIZATION**  
**OF**  
**OMEGAQUANT ANALYTICS, LLC**

We, the undersigned persons, who shall be members upon the issuance of a certificate of organization from the Secretary of State, acting as organizers of a limited liability company under the South Dakota Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Limited Liability Company.

**ARTICLE ONE**

The name of the Limited Liability Company is **OMEGAQUANT ANALYTICS, LLC.**

**ARTICLE TWO**

The period of duration of this Limited Liability Company is perpetual.

**ARTICLE THREE**

The purpose for which the Limited Liability Company is organized is to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which limited liability companies may be organized under the South Dakota Limited Liability Company Act.

**ARTICLE FOUR**

The Limited Liability Company shall have those powers provided for in the South Dakota Limited Liability Company Act.

**ARTICLE FIVE**

The address of the initial designated office of the Limited Liability Company is 2700 S. Carter Place, Sioux Falls, South Dakota 57105-5020 and the name of its initial agent for service of process at such address is William S. Harris.

**ARTICLE SIX**

The names and addresses of the organizers are:

*217779*

363 6041

NAME

William S. Harris

William K. Hofer

ADDRESS

2700 South Carter Place  
Sioux Falls, SD 57105-5020

908 East 64<sup>th</sup> Street  
Sioux Falls, SD 57108-4612

**ARTICLE SEVEN**

The Limited Liability Company shall be managed by managers. The number of initial managers is three and the name and address of each initial manager is as follows:

NAME

William S. Harris

William K. Hofer

Betsy Alberty

ADDRESS

2700 South Carter Place  
Sioux Falls, SD 57105-5020

908 East 64<sup>th</sup> Street  
Sioux Falls, SD 57108-4612

P.O. Box 2458  
Mill Valley, CA 94942-2458

**ARTICLE EIGHT**

To the full extent permitted by South Dakota law, no manager or member of the Limited Liability Company shall be liable to the Limited Liability Company or its members for monetary damages for an act or omission in such manager's or member's capacity as manager or member of the Limited Liability Company, except that this Article does not eliminate or limit the liability of a manager or member to the extent the manager or member is found liable for (i) a breach of the manager's or member's duty of loyalty to the Company or its members, (ii) an act or omission not in good faith that constitutes a breach of duty of the manager or member to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager or member received an improper benefit whether or not the benefit resulted from an action taken within the scope of the manager's or member's office; or (iv) an act or omission for which the liability of a manager or member is expressly provided by an applicable statute. Any repeal or amendment of this Article by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a manager or member of the Company existing at the time of such repeal or amendment. The foregoing elimination of the liability to the Limited Liability Company or its members for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a manager or member may be entitled under any other provision of the Articles of Organization or the Operating Agreement of the Limited Liability Company, contract or agreement, vote of members

363 6042

and/or disinterested managers of the Limited Liability Company, or otherwise.


#### ARTICLE NINE

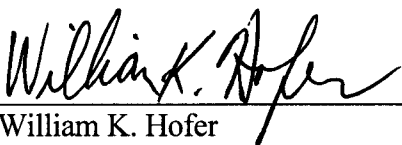
No members of the Limited Liability Company are to be liable for its debts and obligations under SDCL 47-34A-303(c).

#### ARTICLE TEN

These Articles of Organization may be amended or restated in any manner permitted by applicable law at the time of such amendment or restatement.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 21<sup>st</sup> day of November, 2008.


  
\_\_\_\_\_  
William S. Harris  
Organizer

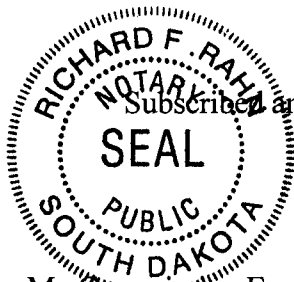
  
\_\_\_\_\_  
William K. Hofer  
Organizer

STATE OF SOUTH DAKOTA     )  
  SS  
COUNTY OF MINNEHAHA     )

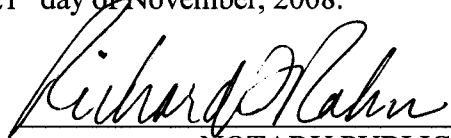
William S. Harris, being first duly sworn on oath, deposes and says:

That he is the organizer named in the foregoing Articles of Organization, and that he has read the contents of the same and that the statements contained in such Articles of Organization are true and correct.

  
\_\_\_\_\_  
William S. Harris



Subscribed and sworn to before me this 21<sup>st</sup> day of November, 2008.

  
\_\_\_\_\_  
NOTARY PUBLIC

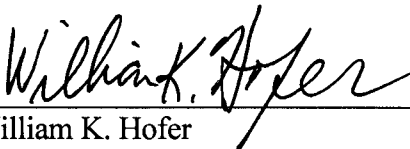
My Commission Expires: 08-14-2009

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STATE OF SOUTH DAKOTA       )  
  SS  
COUNTY OF MINNEHAHA       )

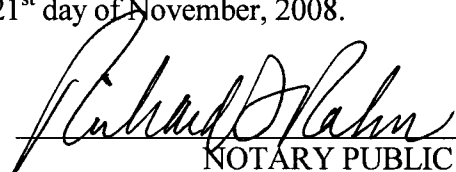
William K. Hofer, being first duly sworn on oath, deposes and says:

That he is the organizer named in the foregoing Articles of Organization, and that he has read the contents of the same and that the statements contained in such Articles of Organization are true and correct.

  
\_\_\_\_\_  
William K. Hofer




Subscribed and sworn to before me this 21<sup>st</sup> day of November, 2008.

  
\_\_\_\_\_  
NOTARY PUBLIC

**CONSENT OF REGISTERED AGENT**

I, William S. Harris, named as registered agent of OMEGAQUANT ANALYTICS, LLC,  
hereby consent to appointment to that office.

Dated this 21<sup>st</sup> day of November, 2008.

  
\_\_\_\_\_  
William S. Harris

368 4135 06/25/2009  
Receipt Number: 1923805

File Number **DL017779**



**TERMINATION**

For

**OMEGAQUANT ANALYTICS, LLC**

Filed at the request of:

**MATTHEW S MCCAULLEY  
MURPHY GOLDAMMER & PRENDERGAST LLP  
101 N PHILLIPS AVE, STE 402  
SIOUX FALLS SD 571046737**

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

Filed in the office of the Secretary of State on: **Wednesday, June 24, 2009**

*Chris Nelson*

Secretary of State

Fee Received: \$ 10

368 4136

**ARTICLES OF TERMINATION  
OF  
OMEGAQUANT ANALYTICS, LLC**

**RECEIVED  
JUN 24 2009  
S.D. SEC. OF STATE**

The undersigned, on behalf of the limited liability company known as OmegaQuant Analytics, LLC, hereby terminates its existence pursuant to SDCL § 47-34A-805 of the South Dakota Limited Liability Company Act.

**ARTICLE ONE: NAME.**

The name of the limited liability company is OmegaQuant Analytics, LLC. **DLO17779**

**ARTICLE TWO: DATE OF DISSOLUTION.**

The dissolution was authorized by the members of the limited liability company as of June 18, 2009. The members of the company were as provided for in the Certificate of Organization, and no additional members had been admitted.

**ARTICLE THREE: BUSINESS.**


The company did not have any assets or operations. Accordingly, the limited liability company's business has been wound up and the legal existence of the company has been terminated.

**ARTICLE FOUR: TERMINATION.**

The existence of the limited liability company shall be terminated upon the filing of the Articles of Termination.

Dated this 19<sup>th</sup> day of June, 2009.

Filed this 24<sup>th</sup> day of  
June, 2009  
*Chris Nelson*  
SECRETARY OF STATE

  
\_\_\_\_\_  
OmegaQuant Analytics, LLC  
by William S. Harris, Manager