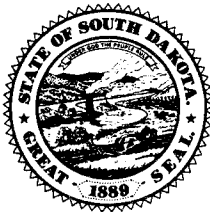


State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Organization Domestic LLC

ORGANIZATIONAL ID# DL048177

I, **Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of

Absolute Agronomy, LLC

duly signed and verified, have been received in this office and are found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of 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 04/25/2016.

Shantel Krebs

Shantel Krebs
Secretary of State

4/25/2016 11:20:05 AM

Change ID: 1333704

Filed this 25 day of
April 2016
Shantel Krebs
SECRETARY OF STATE

RECEIVED
APR 25 2016
S.D. SEC. OF STATE

ARTICLES OF ORGANIZATION
OF
ABSOLUTE AGRONOMY, LLC

We, the undersigned one or more persons, who shall be Members upon the issuance of a certificate of organization with the Secretary of State, acting as **ORGANIZERS** of a Limited Liability Company under the South Dakota Limited Liability Act, do hereby adopt the following Articles of Organization for such Limited Liability Company.

ARTICLE ONE

The name of the Limited Liability Company is **Absolute Agronomy, LLC** (the Company”).

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 own, operate and manage an agronomy related business to include agriculture consulting and the sale of seed and fertilizer, or any lawful act or activity for which limited liability companies may be formed under the South Dakota Limited Liability Act and to engage in any and all activities necessary or incidental to these acts.

ARTICLE FOUR

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

ARTICLE FIVE

Additional members may be admitted to the Limited Liability Company at such times

and on such terms and condition as provided for in the Operating Agreement of the Limited Liability Company.

ARTICLE SIX

The remaining members of the Limited Liability Company may continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company upon unanimous agreement and as provided for in the Operating Agreement of the Limited Liability Company.

ARTICLE SEVEN

The Limited Liability Company shall be member-managed. The names of the member-managers and their addresses are as follows:

Justin Wambach
1875 Frank Avenue SE
Huron, SD 57350

Nelson Miner
2350 Hawaii Avenue SW
Huron, SD 57350

ARTICLE EIGHT

The street address of the initial registered and designated office of the Limited Liability Company is 1875 Frank Avenue SE, Huron, South Dakota 57350. The name of the initial registered agent is Justin Wambach.

ARTICLE NINE

The names and addresses of the **ORGANIZERS** are:

Justin Wambach
1875 Frank Avenue SE
Huron, SD 57350

Nelson Miner
2350 Hawaii Avenue SW
Huron, SD 57350

ARTICLE TEN

The Operating Agreement will be adopted by unanimous consent of the Members. The power to alter, amend or repeal the Operating Agreement or adopt a new Operating Agreement is vested in the Members by unanimous consent of the Members.

ARTICLE ELEVEN

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 a 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 (a) a breach of the manager's or member's duty of loyalty to the company or its members; (b) an act or omission not in good faith that constitutes a breach of duty of the manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (c) 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 (d) an action 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 member 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 and/or disinterested managers of the Limited Liability Company, or otherwise.

ARTICLE TWELVE

These Articles of Organization may be amended, modified, supplemented or re-stated in any manner permitted by applicable law and approved by an affirmative vote of a majority of the membership interest.

IN WITNESS WHEREOF, We have hereunto set our hands and seal this 22nd day of April, 2016.

By: [Signature]
Justin Wambach-Organizer

By: [Signature]
Nelson Miner - Organizer

STATE OF SOUTH DAKOTA)
:ss
COUNTY OF BEADLE)

On this the 22nd day of April, 2016, before me, Douglas E. Kludt, the undersigned officer, personally appeared Justin Wambach and Nelson Miner, known to me or satisfactorily proven to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

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

[Signature]
Notary Public
My commission expires: 6/19/2020

(SEAL)

CONSENT TO APPOINTMENT BY REGISTERED AGENT

I, Justin Wambach, hereby give my consent to serve as the registered agent for **Absolute Agronomy, LLC**

Dated this 22nd day of April, 2016.

[Signature]
Justin Wambach



South Dakota Secretary of State
SHANTEL KREBS

Return To: CHURCHILL, MANOLIS, FREEMAN, KLUDT, SHELTON & BURN LLP
PO BOX 176
HURON, SD 57350

From: Secretary of State Shantel Krebs
Corporations Division

Filing Date: 04/25/2016

Re: Absolute Agronomy, LLC (DL048177)
Articles of Organization

The documents on behalf of Absolute Agronomy, LLC have been received and filed. Attached is the Certificate along with a receipt for the filing fee of \$150.00. Below is a summary of the transaction.

Remitter	Address	Amount Paid
CHURCHILL, MANOLIS, FREEMAN, KLUDT, SHELTON & BURN LLP	PO BOX 176 HURON, SD 57350	\$150.00
Total:		\$150.00

Description	Invoice Date	Qty	Receipt #	Subtotal
Articles of Organization	04/25/2016	1	408398	\$150.00
Total:				\$150.00

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment Domestic LLC

ORGANIZATIONAL ID# DL048177

I, **Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that the Amendment to the Initial Filing of

Absolute Agronomy, LLC

duly signed and verified, have been received in this office and are found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Amendment and attach hereto a duplicate of the Amendment to the Initial Filing.

IN TESTIMONY WHEREOF,
I have hereunto set my hand and
affixed the Great Seal of the
State of South Dakota, at Pierre,
the Capital, this 08/22/2016.



Shantel Krebs

Shantel Krebs
Secretary of State

8/22/2016 4:21:06 PM
Change ID: 1364543

Filed this 22nd day of
Aug 2016
Shantel Krebs
SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION
OF ABSOLUTE AGRONOMY, LLC

RECEIVED
AUG 27 2016
S.D. SEC. OF STATE

I.

The name of the limited liability company is Absolute Agronomy, LLC.

II.

The amendment so adopted by the members of this limited liability company are as follows:

"RESOLVED, that Article Seven of the Articles of Organization be amended as follows:

The limited liability company shall be managed by managers. The name of the manager and addresses of the person who is to serve as manager until the first annual meeting of the members or until the successors are elected and qualified is as follows:

Justin Wambach
1875 Frank Avenue SE
Huron, South Dakota 57350

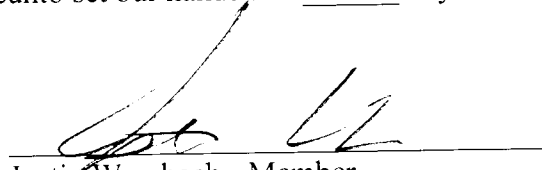
III.

The date of the adoption of this amendment by the sole members was the 18th day of August, 2016.

IV.

The Articles of Organization were filed with the Secretary of State's office on April 25, 2016.

IN TESTIMONY WHEREOF, we have hereunto set our hands this 18th day of August, 2016.


Justin Wambach - Member

STATE OF SOUTH DAKOTA)
 :SS
COUNTY OF BEADLE)

On this the 18th day of August, 2016, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Cooper Bebo, known to me to be the person described in and who executed the within and foregoing instrument and acknowledged to me that he executed the same.

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

 Douglas S. Holt
Notary Public
My commission expires: 6/19/2020

(SEAL)



South Dakota Secretary of State
SHANTEL KREBS

Return To: CHURCHILL MANOLIS FREEMAN LLP/DOUGLAS E KLUDT
PO BOX 176
HURON, SD 57350

From: Secretary of State Shantel Krebs
Corporations Division

Filing Date: 08/22/2016

Re: Absolute Agronomy, LLC (DL048177)
Amendment

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

Remitter	Address	Amount Paid
CHURCHILL MANOLIS FREEMAN LLP	PO BOX 176 HURON, SD 57350	\$60.00
Total:		\$60.00

Description	Invoice Date	Qty	Receipt #	Subtotal
Amendment	08/22/2016	1	447567	\$60.00
Total:				\$60.00

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment Domestic LLC

ORGANIZATIONAL ID# DL048177

I, **Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that the Amendment to the Initial Filing of

Absolute Agronomy, LLC

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IN TESTIMONY WHEREOF,
I have hereunto set my hand and
affixed the Great Seal of the
State of South Dakota, at Pierre,
the Capital, this 08/22/2016.



Shantel Krebs

Shantel Krebs
Secretary of State

8/22/2016 4:21:06 PM
Change ID: 1364543

Filed this 22nd day of
Aug 2016
Shantel Krebs
SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION
OF ABSOLUTE AGRONOMY, LLC

RECEIVED
AUG 27 2016
S.D. SEC. OF STATE

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Huron, South Dakota 57350

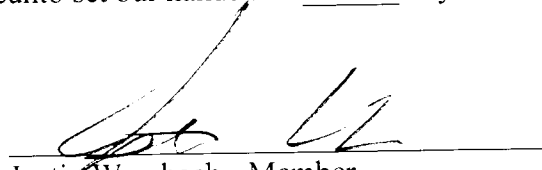
III.

The date of the adoption of this amendment by the sole members was the 18th day of August, 2016.

IV.

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IN TESTIMONY WHEREOF, we have hereunto set our hands this 18th day of August, 2016.


Justin Wambach - Member

STATE OF SOUTH DAKOTA)
 :SS
COUNTY OF BEADLE)

On this the 18th day of August, 2016, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Cooper Bebo, known to me to be the person described in and who executed the within and foregoing instrument and acknowledged to me that he executed the same.

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

 Douglas S. Holt
Notary Public
My commission expires: 6/19/2020

(SEAL)



South Dakota Secretary of State
SHANTEL KREBS

Return To: CHURCHILL MANOLIS FREEMAN LLP/DOUGLAS E KLUDT
PO BOX 176
HURON, SD 57350

From: Secretary of State Shantel Krebs
Corporations Division

Filing Date: 08/22/2016

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Description	Invoice Date	Qty	Receipt #	Subtotal
Amendment	08/22/2016	1	447567	\$60.00
Total:				\$60.00