

NON-PROFIT

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Incorporation Business Corporation

ORGANIZATIONAL ID #: DB044774

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of **PRIORITY PUBLICATIONS, INC.** duly signed and verified, pursuant to the provisions of the South Dakota Business 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 issue this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation

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 December 6, 2001.



Joyce Hazeltine
Secretary of State

SECRET

Secretary of State
State Capitol
500 E. Capitol Ave.
Pierre SD 57501
Phone 605-773-4845
Fax 605-773-4550

Articles of Incorporation

0201312.1372
11/4/02

RECEIVED

NOV 26 01

S.D. SEC. OF STATE

Executed by the undersigned for the purpose of forming a South Dakota Business Corporation under Chapter 47 of SDCL.

Article I

The name of the corporation is Priority Publications, Inc.

Article II

The period of existence is ~~now Nov 20 2001~~ Perpetual

Article III

The purposes for which the corporation is organized.
To market home school curriculum that Carne Austin created.

Article IV

The number of shares which it shall have authority to issue, itemized by class, par value of shares, shares without par value, and series, if any, within a class:

Number	Class	Series	Par value per share or statement that shares are without par value
<u>25000</u>	<u>Common</u>		<u>\$1 / share</u>

Article V

The preferences, limitations, designation and relative rights of each class or series of stock:

Article VI

The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

Article VII

The complete address, including the street address or a statement that there is no street address, of its registered office is 1004 Westview Drive
Dell Rapids, SD ZIP 57022
and the name of its registered agent at such address is Mike Austin

Article VIII

The number of directors constituting the initial board of directors is 2 and the names and addresses of the persons who are to serve as directors:

Name	Address
<u>Mike Austin - President</u>	<u>1004 Westview Drive Dell Rapids, SD 57022</u>
<u>Carne Austin - Vice President</u>	<u>1004 Westview Drive Dell Rapids, SD 57022</u>

RECEIVED

DEC 06 '01

S.D. SEC. OF STATE

Handwritten signatures and stamps, including "SECRETARY OF STATE".

Handwritten note: d b 04 774

Article IX

0201312.1372
11/4/02

The names and addresses of the incorporators:

Name	Address
Mike Austin	1004 Westview Drive Dell Rapids, SD
Carrie Austin	1004 Westview Drive Dell Rapids, SD

Article X
(Other provisions)

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

All incorporators must sign below and signatures must be notarized.

Dated 11-20-01

Carrie Austin _____
Mike Austin _____

STATE OF SOUTH DAKOTA

COUNTY OF Minnehaha

On this the 20th day of November 2001, before me personally appeared Carrie Mike Austin known to me or satisfactorily proven to be the person(s) who are described in, and who executed the within instrument and acknowledged to me that she/he/they executed the same.

My Commission Expires 6/9/2003

Lela Rayburn
Notary Public

Notarial Seal

The Consent of Appointment below must be signed by the registered agent.

Consent of Appointment by the Registered Agent	
I, <u>Mike Austin</u> (Name of Registered Agent)	hereby give my consent to serve as the
registered agent for <u>Priority Publications, Inc.</u> (Corporate Name)	
Dated <u>11/20/01</u>	<u>Mike Austin</u> (Signature of Registered Agent)

The proper filing fee must accompany the application. Make checks payable to the Secretary of State.

0201312.1372
1/4/02

Receipt Number: 1040771

File Number DB044774

ART OF INC

For

PRIORITY PUBLICATIONS, INC.

Filed at the request of:

MIKE AUSTIN
1004 WESTVIEW DRIVE
DELL RAPIDS SD 57022

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: Thursday, December 06, 2001


Secretary of State

Fee Received: \$90 25,000 CM @ \$1.

SD-11-9-11-03

2002


ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DAT 2/20/03
RECEIPT NO. 1106798
RECEIVED
JAN 2 03

1. Corporate Name, Registered Agent and Registered Address:


DB-044774 DEC/0000
PRIORITY PUBLICATIONS, INC.
AUSTIN, MIKE
1004 WESTVIEW DR
DELL RAPIDS SD 57022-2111

Telephone # 605-478-4128
FAX # 605-478-4128
Federal Taxpayer ID
FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

*** ATTENTION - FILING INSTRUCTIONS ***

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota Marketing Homeschool Curriculum

3. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>Mike Austin</u>	<u>President</u>	<u>1004 Westview Dr</u>	<u>Dell Rapids</u>	<u>SD</u>	<u>57022</u>
<u>Corrie Austin</u>	<u>Vice President</u>	<u>"</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>Mike Austin</u>	<u>Secretary</u>	<u>"</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>Mike Austin</u>	<u>Treasurer</u>	<u>"</u>	<u>"</u>	<u>"</u>	<u>"</u>

SD law requires at least one director.

Do the above listed officers serve also as directors? YES NO If no, list directors below.

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE (authorized) 25000 CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

5. NUMBER OF SHARES ACTUALLY ISSUED 1000 CLASS SERIES 31

6. The amount of its stated capital is \$ 1,000.00 (Money received for issued shares)

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

Dated 11/1/02

By Mike Austin
(Signature)

Its President
(Title)

STATE OF SD
COUNTY OF Minnehaha ss

On this the 11 day of NOVEMBER, 2002, before me, Debra Kausch personally appeared Mike Austin, 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 _____

Debra Kausch
Notary Public

(Notarial Seal)

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845 FAX (605) 773-4550
www.state.sd.us/sos/sos.htm

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
505-773-4845

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

File Date _____
Receipt No. _____

no change
FILING FEE: \$10 in addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Act, 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 Priority Publications, Inc
2. The previous street address, or a statement that there is no street address, of its registered office
1004 Westview Dr Dell Rapids, SD ZIP + 4 57022
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.
1004 Westview Dr Dell Rapids SD ZIP + 4 57022
4. The name of its previous registered agent is Mike Austin
5. The name of its successor registered agent is Mike Austin
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 11/25/02

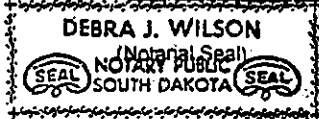
Mike Austin
(Signature)
President
(Title)

STATE OF SD ss
COUNTY OF Minnehaha

On this the 25 day of Nov, 2002, before me, (see opposite side)
personally appeared Mike Austin, 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 04-16-04

Debra J. Wilson
Notary Public



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)

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: \$10 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 _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
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 _____
4. The name of its previous registered agent is _____
5. The name of its successor 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)

(Title)

STATE OF _____ ss
COUNTY OF _____

On this the ____ day of _____, 20____, before me, _____
personally appeared _____, known to me, or proved to me,
to be the _____ 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 _____

Notary Public

(Notarial Seal)

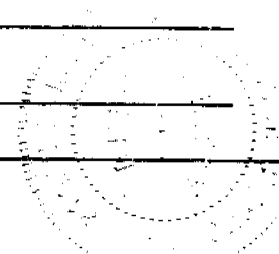
CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

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

registered agent for _____
(corporate name)

Dated _____

(signature)



224 4448 12/23/2003

2003

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$30 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 12-01-03
RECEIPT NO. 1210042
DEC 1 2003

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:



* DB - 044774 *
DB-044774 DEC/2002
PRIORITY PUBLICATIONS, INC.
AUSTIN, MIKE
1004 WESTVIEW DR
DELL RAPIDS SD 57022-2111

Telephone # 605-428-4068

FAX # _____

Federal Taxp: _____

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

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report below in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota _____

3. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

SD law requires at least one director.

Do the above listed officers serve also as directors? YES ___ NO ___ If no, list directors below.

_____	Director	_____
_____	Director	_____

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE (authorized)	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
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5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

6. The amount of its stated capital is \$ _____ (Money received for issued shares)

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

Dated 11-24-03

By Mike Austin
(Signature)

Its President
(Title)

STATE OF South Dakota ss
COUNTY OF Minnehaha

On this the 24 day of November, 2003, before me, Curtis H. Cutler
personally appeared Michael Austin, known to me, or proved to me,
to be the officer 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 11-16-06

Curtis H. Cutler
Notary Public

(Notarial Seal)

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845
www.state.sd.us/sos

SOS CRP 07/03

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: \$10 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 _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
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 _____
4. The name of its previous registered agent is _____
5. The name of its successor 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)

(Title)

STATE OF _____ ss
COUNTY OF _____

On this the ____ day of _____, 20____, before me, _____
personally appeared _____, known to me, or proved to me,
to be the _____ 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 _____

Notary Public

(Notarial Seal)

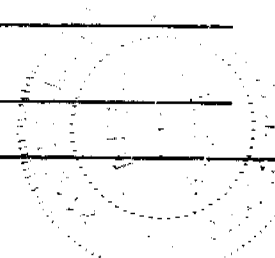
CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

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

registered agent for _____
(corporate name)

Dated _____

(signature)



2004

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$30 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 12/21/04
RECEIPT NO. 1388791
RECEIVED
DEC 21 '04
S.D. SEC. OF STATE

232 2587

1. Corporate Name, Registered Agent and Registered Address:



DB044774 DEC/2003
PRIORITY PUBLICATIONS, INC.
AUSTIN, MIKE
1004 WESTVIEW DR
DELL RAPIDS SD 57022-2111

Telephone # 605-428-4068
FAX #
Federal Taxp
FILING DATE: Due during the month the
Certificate of Incorporation was issued, and
delinquent after the last day of the following
month.

ATTENTION - FILING INSTRUCTIONS

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

[X] ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota

3. The names and addresses of its directors and officers:

Table with columns: NAME, OFFICE, STREET ADDRESS, CITY, STATE, ZIP+4. Rows for President, Vice President, Secretary, Treasurer.

SD law requires at least one director.

Do the above listed officers serve also as directors? YES NO If no, list directors below.

Director
Director

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSU (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

6. The amount of its stated capital is \$ (Money received for issued shares)

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

Dated 11/7/04

(Signature) [Handwritten Signature]

(Title) President

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date _____

Receipt No. _____

FILING FEE: \$10 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 _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
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 _____
4. The name of its previous registered agent is _____
5. The name of its successor 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 any other 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)

244 0342 12/22/2005

2005

ANNUAL REPORT

DOMESTIC

PLEASE TYPE OR USE BLACK INK



FILING FEE: \$30 MAKE CHECK PAYABLE TO SECRETARY OF STATE

FILE DATE 12/20/05
RECEIPT NO. 1505499

RECEIVED

NOV 20 05

RECEIVED

DEC 14 '05

S.D. SEC. OF STATE

Telephone # 605-428-4068
S.D. SEC. OF STATE

RECEIVED

DEC 20 '05

S.D. SEC. OF STATE

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

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The address of the principal office 1004 Westview Dr Dell Rapids, SD 57022

3. The names and business addresses of its directors and principal officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>Mike Austin</u>	President	<u>1004 Westview Dr</u>	<u>Dells</u>	<u>SD</u>	<u>57022</u>
<u>Carrie Austin</u>	Vice President	<u>↓</u>	<u>"</u>	<u>"</u>	<u>"</u>
	Secretary				
	Treasurer				

4. Provide a brief description of the nature of the business Publishing Homeschool curriculum

SD law requires at least one director.
Do the above listed officers serve also as directors? YES NO If no, list directors below.

Director

Director

5. The total number of authorized shares, itemized by class and series, if any, within each class:
NUMBER OF AUTHORIZED SHARES 25000 CLASS B SERIES 1

6. NUMBER OF ISSUED AND OUTSTANDING SHARES 24000 CLASS B SERIES 1

The statement may be signed by any authorized officer of the Corporation.

Dated 11/25/05

Mike Austin
Signature

Mike Austin
Printed Name

President
Title

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

SOS CRP 07/05

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: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Business Corporation Act, 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 street address, or a statement that there is no street address, of its current registered office _____
_____ ZIP + 4 _____
3. The new 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 _____
4. The name of its current registered agent is _____
5. The name of its new 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.

The statement may be signed by any authorized officer of the corporation.

Dated _____

Signature

Printed Name

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)

346 0017

Receipt Number: 1574488

File Number **DB044774**



ARTICLES_OF_AMENDMENT

For

PRIORITY PUBLICATIONS, INC. changing its name to HEART OF DAKOTA PUBLISHING, INC.

Filed at the request of:

PRIORITY PUBLISHING INC
1004 WESTVIEW DR
DELL RAPIDS SD 57022

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

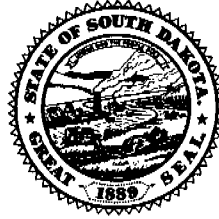
Filed in the office of the Secretary of State on: **Monday, July 17, 2006**



Secretary of State

Fee Received: \$50.00

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

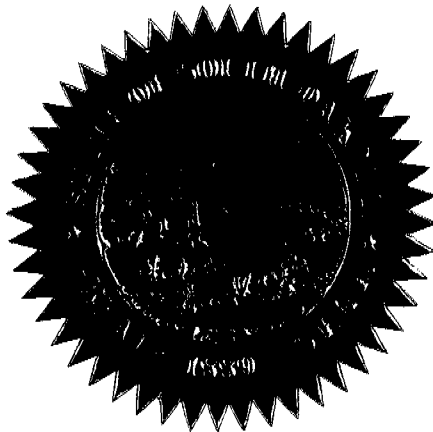
Certificate of Amendment

ORGANIZATIONAL ID #: DB044774

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **PRIORITY PUBLICATIONS, INC. changing its name to HEART OF DAKOTA PUBLISHING, INC.** 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 affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this July 17, 2006.



Chris Nelson

Chris Nelson
Secretary of State

Secretary of State, Corporations Division
500 E. Capitol Avenue, Pierre SD 57501
Phone 605-773-4845, Fax 605-773-4550

RECEIVED

JUL 17 '06

S.D. SEC. OF STATE

346 0019



Filed this 17th day of July, 2006 **Amendment of Articles of Incorporation**
FILING FEE \$50

FILING INSTRUCTIONS:

1. Please list EXACT corporate name in number one.
2. Complete signature and title of the officer signing for the corporation.

An ORIGINAL and ONE EXACT COPY of the Articles of Amendment must be submitted.

1. The name of the corporation is Priority Publications, Inc

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on July 12, 2006, in the manner prescribed by the South Dakota Corporation Act:

OR

No shares have been issued and the following amendment was adopted by the Board of Directors on _____, 20____.

3. The number of shares of the corporation outstanding at the time of such amendment was 25,000; and the number of shares entitled to vote thereon was 25,000.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class: Common Number of shares: 25,000

5. The number of shares voted for such amendment was 25,000

The number of shares voted against such amendment was 0

The number of shares of each class entitled to vote thereon as a class voted for and against such amendment was:

		Number of shares:	
Class: <u>Common</u>	For: <u>25,000</u>	Against: <u>0</u>	

06044774

346 0020 07/19/2006

6. The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

We have voted to change our name from Priority Publications, Inc to Heart of Dakota Publishing, Inc.

No other changes other than the name.

7. The manner in which such amendment effects a change in the amount of stated capital and a statement expressed in dollars, of the amount of stated capital as changed by such amendment.

\$0

Application may be signed by any authorized officer of the corporation.

Dated 7/12/06

Mike Austin
Signature

MIKE Austin
Printed Name

PRESIDENT
Title

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date _____
Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Business Corporation Act, 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 street address, or a statement that there is no street address, of its current registered office _____
_____ ZIP + 4 _____
3. The new 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 _____
4. The name of its current registered agent is _____
5. The name of its new 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.

The statement may be signed by any authorized officer of the corporation.

Dated _____

Signature

Printed Name

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)

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date _____
Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Business Corporation Act, 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 street address, or a statement that there is no street address, of its current registered office _____
_____ ZIP + 4 _____
3. The new 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 _____
4. The name of its current registered agent is _____
5. The name of its new 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.

The statement may be signed by any authorized officer of the corporation.

Dated _____

Signature

Printed Name

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)

2008

ANNUAL REPORT DOMESTIC

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

Please Type or Print Clearly in Ink

FILING FEE: \$30 Make check payable to SECRETARY OF STATE

RECEIVED NOV 05 2008 S.D. SEC. OF STATE
RECEIVED JAN 05 2009 S.D. SEC. OF STATE
FILE DATE 11/05/08
RECEIPT NO 1867469

1. Corporate Name, Registered Agent Name and Address:

RECEIVED DEC 08 2008 S.D. SEC. OF STATE



DB044774 DEC/2007
HEART OF DAKOTA PUBLISHING, INC.
AUSTIN, MIKE
1004 WESTVIEW DR
DELL RAPIDS SD 57022-2111

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.

1004 Westview DR Dells SD 57022
Street Address City State ZIP+4
Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent

Mike Austin
1004 Westview DR Dell Rapids SD 57022
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

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 one director.

President: Mike Austin, 1004 Westview Drive, Dell Rapids, SD 57022
Vice President: Carrie Austin, 1004 Westview Drive, Dell Rapids, SD 57022
Secretary, Treasurer, Director, Director (all unchecked)

Dated 11/1/08

Signature of an authorized officer: Mike Austin
(Printed Name)
(Title) President

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)

2009

ANNUAL REPORT DOMESTIC

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

Please Type or Print Clearly in Ink

FILING FEE: \$50 Make check payable to SECRETARY OF STATE

FILE DATE 12/10/09
RECEIPT NO. RECEIVED 307
NOV 16 2009
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DB044774 DEC/2008
HEART OF DAKOTA PUBLISHING, INC.
AUSTIN, MIKE
1004 WESTVIEW DR
DELL RAPIDS SD 57022-2111

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.

1004 Westview Dr Dell Rapids SD 57022
Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent Mike Austin

1004 Westview Drive Dell Rapids SD 57022
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

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 one director.

- President: Mike Austin, 1004 Westview Dr, Dell Rapids, SD 57022
Vice President: Carrie Austin, " " " "
Secretary: " " " "
Treasurer: " " " "
Director: " " " "
Director: " " " "

Dated 11/12/09

Signature of an authorized officer: Mike Austin
Printed Name: Mike Austin
Title: President

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
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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)

313 0682 12/02/2010

2010

ANNUAL REPORT DOMESTIC

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

Please Type or Print Clearly in Ink

FILING FEE: \$50 Make check payable to SECRETARY OF STATE

FILE DATE 11/22/10
RECEIPT NO 2088785
RECEIVED
NOV 22 2010
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DB044774
DB044774 DEC/2009
HEART OF DAKOTA PUBLISHING, INC.
AUSTIN, MIKE
1004 WESTVIEW DR
DELL RAPIDS SD 57022-2111

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

1004 Westview Drive Dell Rapids SD 57022
Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

4. The name of the South Dakota Registered Agent Michael Austin

1004 Westview Drive Dell Rapids, SD 57022
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

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 one director.

- Mike Austin 1004 Westview Dr Dell SD 57022
President Street Address City State ZIP+4
Carrie Austin 1004 Westview Dr Dell SD 57022
Vice President Street Address City State ZIP+4
Secretary Street Address City State ZIP+4
Treasurer 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 11-18-10

Mike Austin
(Signature of an Authorized Person)
MIKE Austin
(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 (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.

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)

2012

Enter Filing Year

ANNUAL REPORT

FILE 12/4/2012

RECEIPT NO 78297

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

DOMESTIC

Please Type or Print Clearly In Ink

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

1. Corporate ID and Name:

DB044774
HEART OF DAKOTA PUBLISHING, INC.
1004 WESTVIEW DR
DELL RAPIDS, SD 57022-2111

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

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

1004 WESTVIEW DR	DELL RAPIDS	SD	57022-2111
Street Address	City	State	ZIP+4

Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: MIKE AUSTIN

1004 WESTVIEW DR	DELL RAPIDS	SD	57022-2111
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 addresses of its principal officers and directors. Please place a checkmark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

<input checked="" type="checkbox"/>	MICHAEL R AUSTIN	1004 WESTVIEW DRIVE	DELL RAPIDS	SD	57022
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	CARRIE LYNN AUSTIN	1004 WESTVIEW DR	DELL RAPIDS	SD	57022
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	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 12/04/2012

Signature Accepted Electronically

(Signature of an Authorized Person)

MICHAEL R AUSTIN

(Printed Name)

2013

Enter Filing Year

ANNUAL REPORT

FILE 11/18/2013

RECEIPT NO 153536

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

DOMESTIC

Please Type or Print Clearly In Ink

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

1. Corporate ID and Name:

DB044774
HEART OF DAKOTA PUBLISHING, INC.
1004 WESTVIEW DR
DELL RAPIDS, SD 57022-2111

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

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

1004 WESTVIEW DR DELL RAPIDS SD 57022-2111
Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: MIKE AUSTIN

1004 WESTVIEW DR DELL RAPIDS SD 57022-2111
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 addresses of its principal officers and directors. Please place a checkmark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

Table with 5 columns: Name, Title, Street Address, City, State, ZIP+4. Includes entries for Michael R Austin (President) and Carrie Lynn Austin (Vice President).

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 11/18/2013

Signature Accepted Electronically
(Signature of an Authorized Person)
MICHAEL R AUSTIN
(Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

FILE DATE 11/17/2014

RECEIPT NO 247345

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

DOMESTIC

Please Type or Print Clearly In Ink

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

1. Corporate ID and Name:

DB044774
HEART OF DAKOTA PUBLISHING, INC.
1004 WESTVIEW DR
DELL RAPIDS, SD 57022-2111

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

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

1004 WESTVIEW DR	DELL RAPIDS	SD	57022-2111
Street Address	City	State	ZIP+4

Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: MIKE AUSTIN

1004 WESTVIEW DR	DELL RAPIDS	SD	57022-2111
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 addresses of its principal officers and directors. Please place a checkmark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

<input checked="" type="checkbox"/>	MICHAEL R AUSTIN	1004 WESTVIEW DRIVE	DELL RAPIDS	SD	57022
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	CARRIE LYNN AUSTIN	1004 WESTVIEW DR	DELL RAPIDS	SD	57022
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	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 11/17/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

MICHAEL R AUSTIN

(Printed Name)

2015

ANNUAL REPORT

FILE DATE 11/16/2015

Enter Filing Year

DOMESTIC

RECEIPT NO 351511

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

SDCL 47-27-18, 59-11-24

Please Type or Print Clearly In Ink

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

1. Corporate ID and Name:

DB044774

HEART OF DAKOTA PUBLISHING, INC.

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

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

1004 WESTVIEW DR DELL RAPIDS SD 57022-2111

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: MIKE AUSTIN

1004 WESTVIEW DR DELL RAPIDS SD 57022-2111

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 47-1A-732(1), the board of directors has been eliminated, list the names of the shareholders.

[X] MICHAEL R AUSTIN 1004 WESTVIEW DRIVE DELL RAPIDS SD 57022
President Actual Street Address City State ZIP+4

[X] CARRIE LYNN AUSTIN 1004 WESTVIEW DR DELL RAPIDS SD 57022
Vice President Actual Street Address City State ZIP+4

[] Secretary Actual Street Address City State ZIP+4

[] Treasurer Actual Street Address City State ZIP+4

Director

Actual Street Address

City

State

ZIP+4

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.

Dated

Signature Accepted Electronically

(Signature of an Authorized Person)

MICHAEL R AUSTIN

(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.

11/16/2015 2:42:17 PM