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Certificate of Organization

Domestic LLC

USA

Filed this 9th day of Sept 2014
Jason Fant
SECRETARY OF STATE

**ARTICLES OF ORGANIZATION
OF
BENSON LAND V, LLC**

RECEIVED
SEP 19 2014
S.D. SEC. OF STATE

The undersigned person hereby forms a limited liability company under S.D.C.L. Ch.47-34A, the South Dakota Limited Liability Company Act (hereafter the "Act") and adopts as the Articles of Organization for such company the following:

**ARTICLE ONE
NAME**

The name of the limited liability company is BENSON LAND V, LLC (hereinafter the "Company").

**ARTICLE TWO
DURATION**

The period of its duration shall be perpetual.

**ARTICLE THREE
INITIAL DESIGNATED OFFICE**

The address of the initial designated office of the limited liability company is 103 South Main Avenue, Garretson, South Dakota 57030.

**ARTICLE FOUR
INITIAL AGENT**

The initial agent for service of process of the limited liability company is Norman Benson at the same address as the initial designated office.

**ARTICLE FIVE
NAME OF THE ORGANIZERS OF THE COMPANY**

The name of the organizer of the Company is Heath R. Oberloh, of 101 South Reid Street, Suite 302, Sioux Falls, South Dakota 57103.

**ARTICLE SIX
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 SEVEN
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 therein.

**ARTICLE EIGHT
RIGHT OF CONTINUATION**

Upon the occurrence of any event under S.D.C.L § 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.

**ARTICLE NINE
MANAGEMENT**

The management of the Company shall be vested in a Board of Managers which shall be elected by the Members in the manner prescribed by and provided in the Operating Agreement of the Company. Each Manager shall hold the office and have the responsibilities accorded to him by the Members as set out in the Operating Agreement of the Company.

Until the first regular meeting of Members, the Company is to be managed by the Manager who will serve in that capacity until that meeting or until their successors are elected and qualify. The name and address of such persons are: Norman Benson, 103 South Main Avenue, Garretson, South Dakota 57030 and Elaine Benson, 103 South Main Avenue, Garretson, South Dakota 57030.

**ARTICLE TEN
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 ELEVEN

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 pursuant to S.D.C.L. § 47-34A-303(c).

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 shall be construed as eliminating or limiting the personal liability of a manager of the Company (i) for a 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 involved intentional misconduct or a knowing violation of the law, or (iii) for a transaction from which the manager derives an improper personal benefit or a 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 proceeding, 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.

D. The Company may, by action of the managers, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the managers shall determine to be appropriate and authorized by applicable law.

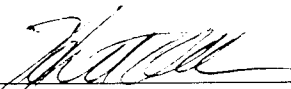
E. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of these Articles of Organization or the Operating Agreement of the Company, agreement, vote of members or otherwise.

F. Any repeal or amendment of this Article by the members of the Company shall not adversely affect any right or protection of any manager, officer, employee or agent existing at the time of such repeal or amendment.

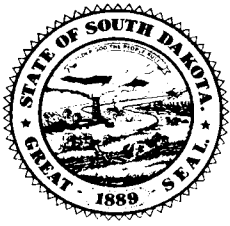
**ARTICLE TWELVE
TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in the Company may not be transferred, sold, pledged, hypothecated or assigned to any person or entity except as provided in the Operating Agreement.

Dated this 17th day of September, 2014.



Heath R. Oberloh - Organizer



Secretary of State

Jason M. Gant

State Capitol | 500 E. Capitol Ave. | Pierre, South Dakota 57501 | sdsos@state.sd.us | sdsos.gov

Return To: LINDQUIST & VENNUM HEATH R OBERLOH
101 SOUTH REID ST SET 302
SIOUX FALLS, SD 57103

From: Secretary of State Jason M. Gant
Corporations Division

Filing Date: 09/19/2014

Re: BENSON LAND V, LLC (DL040393)
Articles of Organization

The documents on behalf of BENSON LAND V, 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
LINDQUIST & VENNUM HEATH R OBERLOH	101 SOUTH REID ST SET 302 SIOUX FALLS, SD 57103	\$150.00
Total:		\$150.00

Description	Invoice Date	Qty	Receipt #	Subtotal
Articles of Organization	09/24/2014	1	234209	\$150.00
Total:				\$150.00

Administration	Corporations	Uniform Commercial Code
Tel: (605) 773-3537	Tel: (605) 773-4845	Tel: (605) 773-3537
Fax: (605) 773-6580	Fax: (605) 773-4550	Fax: (605) 773-6580



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

Please Type or Print Clearly In Ink

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

FILE DATE 9/29/2015

RECEIPT NO 339392

Telephone #

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

DL040393

BENSON LAND V, LLC

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

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

103 SOUTH MAIN AVENUE GARRETSON SD 57030

Actual Street Address or Rural Route Box Number City State ZIP+4

Mailing Address, if Different from Street Address City State ZIP+4

Email Address (Optional)

4. The name of the South Dakota Registered Agent

Agent Name: NORMAN BENSON

103 SOUTH MAIN AVENUE GARRETSON SD 57030

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

Email Address (Optional)

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.

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Manager Actual Street Address City State ZIP+4

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Manager Actual Street Address City State ZIP+4

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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.

Dated 09/29/2015

Email

(Optional)

Signature Accepted Electronically

(Signature of an Authorized Person)

NORMAN E BENSON

(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.

9/29/2015 1:32:25 PM