



DL146256

B0057-3776 04/02/2018 3:06PM Rec'd by SD SOS

ARTICLES OF ORGANIZATION

DOMESTIC LIMITED LIABILITY COMPANY
SDCL 47-34A-203, 212

South Dakota State Capitol
500 E. Capitol Ave
Pierre, SD 57501-5070
(605) 773-4845

Filing Fee: \$150

Total Fee: \$150

Please Type or Print Clearly in Ink
Please submit one Original
Make payable to the SECRETARY OF STATE

Article I

The name of the Company: **Roma Ranch LLC**

Article II

The address of the initial designated office in or out of the State of South Dakota where the company conducts its business:

Actual Street Address

**5151 BERGLUND ROAD
RAPID CITY, SD 57701**

Mailing Address

**5151 BERGLUND ROAD
RAPID CITY, SD 57701**

Article III

SDCL 59-11-6

The South Dakota Registered Agent's Name:

South Dakota law permits the registered agent to be either (a) a noncommercial registered agent or (b) a commercial registered agent.

(a) The South Dakota Noncommercial Registered Agent's name

Name **John H. Raforth**

Actual Street Address in this State

**333 WEST BOULEVARD
SUITE 400
RAPID CITY, SD 57701**

Mailing Address in this State

**333 WEST BOULEVARD
SUITE 400
RAPID CITY, SD 57701**

Article IV

The name and address of each organizer

Name

Address

John H. Raforth

333 West Boulevard, Suite 400, Rapid City, SD 57701

Article V

The duration of the company if other than perpetual is: **Perpetual**

If the document is not to be effective upon filing by the Secretary of State, the delayed effective date is: _____



Article VI

Member-Managed Manager-Managed

Name	Address
Robert G. Rosenquist	5151 Berglund Road, Rapid City, South Dakota 57701
Marcia J. Beshara	5151 Berglund Road, Rapid City, South Dakota 57701

Article VII

Whether one or more of the members of the company are to be liable for its debts and obligations as set forth under SDCL 47-34A-303(c).

Yes No

Article VIII

Beneficial Owners (optional): A beneficial owner is a person who has or in some manner controls an equity security. Please consult an attorney for legal advice if you have any questions concerning this entry. Any question under this heading is considered a request for legal advice and the secretary of state's office is, by statute, not permitted, to provide legal advice.

Article IX

(a) Every person who was or is a party, or is threatened to be made 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 he, she or it is or was a manager of the company shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of South Dakota against all expenses, liability and loss (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him, her or it in connection therewith. Such right of indemnification shall be a contract right which may be enforced by such person in any manner provided by law. Such right of indemnification shall not be exclusive of any other right which such manager may have or hereafter acquire, and, without limiting the generality of such statement, such person shall be entitled to his, her or its respective rights of indemnification under any operating agreement or other agreement, vote of members, provision of law, or otherwise, in addition to his, her or its rights under this Section.

(b) The expenses of any manager incurred in defending a civil or criminal action, suit or proceeding by reason of any act or omission of such manager as a result of acting as a manager on behalf of the company shall be paid by the company as such expenses are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of any undertaking by or on behalf of the manager to repay such expenses if it is ultimately determined by a court of competent jurisdiction that he, she or it is not entitled to be indemnified by the company.

(c) Without limiting the application of the foregoing, the members may adopt a provision in the operating agreement from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of South Dakota, and may cause the company to purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a manager of the company against any liability asserted against such person and incurred in such capacity or arising out of such status, to the fullest extent permitted by the laws of the State of South Dakota, whether or not the company would have the power to indemnify such person.

(d) The indemnification and advancement of expenses provided in this Section shall continue for a person who has ceased to be a manager of the company, and inures to the benefit of the heirs, devisees, personal representatives, administrators, successors and assigns of such person.

Signature/Authorization

The Articles of Organization must be executed by the organizers.



No person may execute this report knowing it is false in any material respect. Any violation may be subject to a criminal penalty (SDCL 22-39-36).

Robert G. Rosenquist

Robert G. Rosenquist

Co-Manager

04/02/2018

PRINTED NAME

SIGNATURE

TITLE

DATED

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State of South Dakota

Office of the Secretary of State

Certificate of Organization

Domestic Limited Liability Company

I, **Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that the ARTICLES OF ORGANIZATION for

Roma Ranch LLC

BUSINESS ID# DL146256

with an effective date of: April 2, 2018, duly signed and verified, SDCL 47-34A-203, 212 has been received in this office and is 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 caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, April 2, 2018.

Shantel Krebs

Shantel Krebs
Secretary of State