

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Organization Domestic LLC

ORGANIZATIONAL ID# DL042973

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

JourneyTellr, 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 04/20/2015.



Shantel Krebs

Shantel Krebs
Secretary of State

4/20/2015 11:57:44 AM
Change ID: 1244190

Filed this 20th day of April 2015
Shantal Krebs
SECRETARY OF STATE

RECEIVED
APR 20 2015
S.D. SEC. OF STATE

ARTICLES OF ORGANIZATION
OF
JOURNEYTELLR, LLC

The undersigned, who shall be a member upon the issuance of a Certificate of Organization from the South Dakota Secretary of State, acting as organizer of a limited liability company under the South Dakota Uniform Limited Liability Company Act, found in SDCL Chapter 47-34A, does hereby adopt the following Articles of Organization for such Limited Liability Company.

ARTICLE ONE – NAME

The name of the Limited Liability Company is JourneyTellr, LLC.

ARTICLE TWO – DURATION

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

ARTICLE THREE - PURPOSE

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 - POWERS

The Limited Liability Company shall have those powers provided for in the South Dakota Uniform Limited Liability Company Act, found in SDCL Chapter 47-34A.

ARTICLE FIVE – INITIAL DESIGNATED OFFICE; REGISTERED AGENT

The initial registered agent for the Limited Liability Company and the street address for the initial registered agent is Michael M. Jerstad at 5708 S. Remington Place, Suite 600, Sioux Falls, SD 57108. The address of the initial designated office of business is 5708 S. Remington Place, Suite 600, Sioux Falls, SD 57108.

ARTICLE SIX – MEMBER MANAGED

The Limited Liability Company shall be managed by its members.

ARTICLE SEVEN - ORGANIZER

The name and address of the organizer is:
Michael M. Jerstad
5708 S. Remington Place, Suite 600
Sioux Falls, SD 57108

ARTICLE EIGHT – LIMITED LIABILITY

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 (i) a breach of the manager's or member's duty of loyalty to the Limited Liability 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 Limited Liability 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 Limited Liability Company shall be prospective only and shall not adversely affect any limitation on the liability of a manager or member of the Limited Liability 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, or vote of the members of the Limited Liability Company, or otherwise.

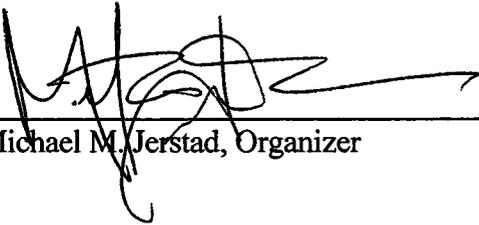
ARTICLE NINE – DEBTS

No Member of the Company will be liable for its debts and obligations under SDCL 47-34A-303(c).

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, I have hereunto set my hand.

Dated this 23rd day of March, 2015.

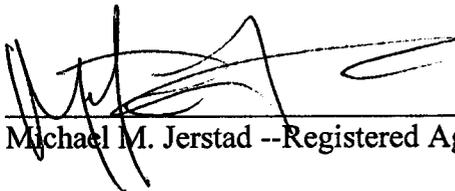


Michael M. Jerstad, Organizer

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Michael M. Jerstad, hereby give my consent to serve as the registered agent for JourneyTellr, LLC.

Dated this 23rd day of March, 2015.



Michael M. Jerstad --Registered Agent



South Dakota Secretary of State
SHANTEL KREBS

Return To: GREENFIELD ROTERT LAW PC
4901 S ISABEL PL STE 210
SIOUX FALLS, SD 57108-5057

From: Secretary of State Shantel Krebs
Corporations Division

Filing Date: 04/20/2015

Re: JourneyTellr, LLC (DL042973)
Articles of Organization

The documents on behalf of JourneyTellr, LLC have been received and filed. Attached is the Certificate along with a receipt for the filing fee of \$200.00. Below is a summary of the transaction.

Remitter	Address	Amount Paid
GREENFIELD ROTERT LAW PC	4901 S ISABEL PL STE 210 SIOUX FALLS, SD 57108-5057	\$200.00
Total:		\$200.00

Description	Invoice Date	Qty	Receipt #	Subtotal
Articles of Organization	04/20/2015	1	294382	\$150.00
Expedited	04/20/2015	1	294382	\$50.00
Refunds	04/20/2015	1	294382	\$.00
Total:				\$200.00

2016

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; 59-11-24, 24.1

Please Type or Print Clearly In Ink

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

FILE DATE 4/15/2016
RECEIPT NO 404311

1. LLC ID and Name:

DL042973

Enter LLC ID

JourneyTellr, LLC

Enter LLC Name

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

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

5708 S REMINGTON PLACE SUITE 600 SIOUX FALLS SD 57108
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: MICHAEL M JERSTAD

5708 S REMINGTON PLACE SUITE 600 SIOUX FALLS SD 57108
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 59-11-24, the board of directors has been eliminated, list the names of the shareholders.

Manager Actual Street Address City State ZIP+4

Manager Actual Street Address City State ZIP+4

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 (SDCL 47-1A-129).

Dated

Signature Accepted Electronically

(Signature of an Authorized Person)
MICHAEL M JERSTAD

(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.

4/15/2016 2:08:11 PM