

398 3590

Receipt Number: 132671

File Number **DL033330**



ARTICLES_OF_ORGANIZATION

For

PONDEROSA CONCEPTS, L.L.C.

Filed at the request of:

**GERALD M BALDWIN
DRAWER 31
CUSTER SD 57730**

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

Filed in the office of the Secretary of State on: **Thursday, August 01, 2013**


Secretary of State

Fee Received: \$150.00

398 3591

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Organization Limited Liability Company

ORGANIZATIONAL ID #: DL033330

I, Jason M. Gant, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of **PONDEROSA CONCEPTS, L.L.C.** duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company 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 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 August 1, 2013.



Jason M. Gant
Secretary of State

398 3592

Filed this 1st day of Aug. 2013
Jason Gard
SECRETARY OF STATE

RECEIVED
AUG 01 2013
S.D. SEC. OF STATE

**ARTICLES OF ORGANIZATION
OF
PONDEROSA CONCEPTS, L.L.C.**

We the undersigned natural persons, LARRY C. GUSTAFSON and GERI L. GUSTAFSON, are of the age of eighteen (18) years or more, acting as organizers of a limited liability company under the South Dakota Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Limited Liability Company:

ARTICLE I.

The name of the Limited Liability Company is PONDEROSA CONCEPTS, L.L.C.

ARTICLE II.

The period of duration of this Limited Liability Company is thirty (30) years from the date of the filing of these Articles of Organization with the Secretary of State or until the earlier dissolution of the Limited Liability Company in accordance with the provisions of its Operating Agreement.

ARTICLE III.

The purpose for which this Limited Liability Company is organized is to own, operate, and maintain a certain business known as PONDEROSA CONCEPTS, L.L.C. and including the right to transact any lawful business or business for which a limited liability company may be formed pursuant to the laws of the State of South Dakota including without limitation the right to own, operate, and manage real estate properties, and to do any and all other things in the providing and sale of goods and services permitted by the laws of the State of South Dakota.

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ARTICLE IV.

The Limited Liability Company shall have the power provided for under the South Dakota Limited Liability Company Act.

ARTICLE V.

The address of the initial designated office and principal office of the Limited Liability Company, in or out of the State of South Dakota, is 414 Bulow Street, Vermillion, SD 57069, and the name of its initial registered agent is LARRY C. GUSTAFSON, and the address is 414 Bulow Street, Vermillion, SD 57069

ARTICLE VI.

The Limited Liability Company will not commence business until it has received the initial contribution from membership interest consisting of money, labor done, a promissory note, or property received. The total initial contribution is One Thousand Dollars (\$1,000.00).

ARTICLE VII.

No additional contribution shall be required unless it has the consent of all Members.

ARTICLE VIII.

Additional Members may be admitted only by the consent of all Members. The terms and conditions of such admission shall be set forth in the Operating Agreement.

ARTICLE IX.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or any other event which terminates the continued membership of a Member in

the company, the Limited Liability Company may be continued by the consent of all remaining Members, assuming that there are at least two remaining Members.

ARTICLE X.

The name and address of the organizers are:

<u>Name</u>	<u>Address</u>
LARRY C. GUSTAFSON	414 Bulow Street, Vermillion, SD 57069
GERI L. GUSTAFSON	414 Bulow Street, Vermillion, SD 57069

ARTICLE XI.

The management of the Limited Liability Company hereby reserved to the Members, and the names and addresses of the Members are as follows:

<u>Name</u>	<u>Address</u>
LARRY C. GUSTAFSON	414 Bulow Street, Vermillion, SD 57069
GERI L. GUSTAFSON	414 Bulow Street, Vermillion, SD 57069

ARTICLE XII.

On each matter on which the membership interest is entitled to vote, a Member will have one (1) vote or a fraction of one vote per one percent of membership interest or fraction of membership interest owned by the Member, as adjusted from time to time to properly reflect any additional contributions or withdraws by the Member. Cumulative voting is not allowed. Each Member of the Limited Liability Company shall be entitled to full preemptive or preferential rights, as such rights are defined by law, to subscribe for or purchase the Members part of any membership interest which may be issued at any time by the Limited Liability Company.

ARTICLE XIII.

The initial Operating Agreement will be adopted by a majority consent of the

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Members. The powers to alter, amend, or repeal the Operating Agreement, or adopt a new Operating Agreement is vested in the Members by a majority consent of the Members.

ARTICLE XIV.

To the full extent permitted by South Dakota law, no Member of the Limited Liability Company shall be liable to the Limited Liability Company or the other Members for monetary damages for an act or omission in such Member's capacity as a Member of the Limited Liability Company, except that this Article does not eliminate or limit the Liability of a Member to the extent the Member is found liable for (1) a breach of the Member's duty of loyalty to the Company or its Members; (2) an act or omission not in good faith that constitutes a breach of duty of the Member to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the Member received an improper benefit whether or not the benefit resulted from an action taken within the scope of the Member's office; or (4) an act or omission for which the Liability of a Member is expressly provided by an applicable statute. Any repeal or amendment of this Article by the Members of the Company shall be prospective only and shall not adversely affect any limitation on the Liability of a Member of the Company exiting at the time of such repeal or amendment. In addition to the circumstances in which the Member of the company is not liable as set forth in the preceding sentences, the Member shall not be liable to the fullest extent permitted by any provision of the statutes of South Dakota hereafter enacted that further limits the Liability of a Member or manager of a limited liability company or of a director of a corporation. The foregoing elimination of the liability to the Limited Liability Company or the other

Members for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a Member may be entitled under any other provision of the Articles of Organization or the Regulations of the Limited Liability Company, contract or agreement, vote of Members and/or disinterested Members of the Limited Liability Company, or otherwise.

ARTICLE XV.

Any action required by the South Dakota Limited Liability Company Act, and any amendments thereto to be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present - and voted. Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the South Dakota Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

ARTICLE XVI.

The membership interest of the Limited Liability Company will be subject to restrictions on its transferability as set out in the Operating Agreement of the Limited

Liability Company, which Operating Agreement will be kept with the records of the Limited Liability Company. The Limited Liability Company will provide a copy of the Operating Agreement without charge to any record holder of a membership interest upon written request addressed to the Limited Liability Company at its principal business office or its registered agent's address.

ARTICLE XVII.

These Articles of Organization may be amended, modified, supplemented or restated in any manner permitted by applicable law and approved by the majority vote of the Members owning.

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of July, 2013.

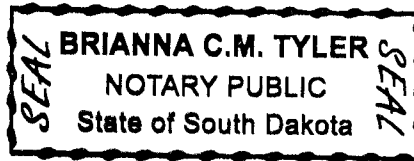
Larry C. Gustafson
LARRY C. GUSTAFSON

Geri L. Gustafson
GERI L. GUSTAFSON

Subscribed and sworn to before me this 29th day of July, 2013.

Brianna C.M. Tyler
Notary Public, South Dakota

My Commission Expires:
May 21, 2016
(SEAL)



2013

Enter Filing Year

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

DOMESTIC LLC

Please Type or Print Clearly In Ink

FILING FEE: \$10.00 Make check payable to SECRETARY OF STATE

FILE DATE 11/18/2014

RECEIPT NO 247654

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

DL033330
PONDEROSA CONCEPTS, L.L.C.
411 NORTH 6TH STREET #4376
EMERY, SD 57332

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

3. The address of the agent currently on file for this entity.

Agent Name: LARRY C GUSTAFSON

<u>414 BULOW STREET</u>	<u>VERMILLION</u>	<u>SD</u>	<u>57069-3602</u>
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
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4. If the address has changed, its new address.

New Agent Name: GERI GUSTAFSON

<u>411 N 6TH ST #4376</u>	<u>EMERY</u>	<u>SD</u>	<u>57332</u>
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
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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 11/18/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

LARRY C GUSTAFSON

(Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

FILE DATE 2/2/2015

RECEIPT NO 235448

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

DOMESTIC LLC
Please Type or Print Clearly In Ink

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

1. L.L.C. ID and Name:
DL033330
PONDEROSA CONCEPTS, L.L.C.
411 NORTH 6TH STREET #4376
EMERY, SD 57332

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

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

411 NORTH 6TH STREET #4376 EMERY SD 57332
Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: GERI GUSTAFSON

411 N 6TH ST #4376 EMERY SD 57332
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 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.

Manager Street Address City State ZIP+4

Manager Street Address City State ZIP+4

Manager 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 02/02/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

GERI L GUSTAFSON

(Printed Name)

2015

Enter Filing Year

ANNUAL REPORT

FILE DATE 6/18/2015

RECEIPT NO 312143

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

DOMESTIC LLC
Please Type or Print Clearly In Ink

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

1. L.L.C. ID and Name:
DL033330
PONDEROSA CONCEPTS, L.L.C.
411 NORTH 6TH STREET #4376
EMERY, SD 57332

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

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

411 NORTH 6TH STREET #4376 EMERY SD 57332
Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: GERI GUSTAFSON

411 N 6TH ST #4376 EMERY SD 57332
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 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.

Manager Street Address City State ZIP+4

Manager Street Address City State ZIP+4

Manager 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 06/18/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

GERI L GUSTAFSON

(Printed Name)

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 6/2/2016

RECEIPT NO 422278

1. LLC ID and Name:

DL033330

Enter LLC ID

PONDEROSA CONCEPTS, L.L.C.

Enter LLC Name

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

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

411 NORTH 6TH STREET #4376

EMERY

SD

57332

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:

GERI GUSTAFSON

411 N 6TH ST #4376

EMERY

SD

57332

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)
GERI L GUSTAFSON

(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.

6/2/2016 11:49:17 AM