

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 7-28-93
RECEIPT NO. 327911

RECEIVED

JUL 28 1993

Secretary of State

1. Corporate Name, Registered Agent and Registered Address:

DB-009683
RE/SPEC INC.
ZELLER, THOMAS J.
PO BOX 725
3824 JET DRIVE
RAPID CITY, SD 57709-0725
JUN/92

Telephone # 394-6400
FAX # 394-6456

Federal Taxpayer II

FILING DATE: Due during the month the
Certificate of Incorporation was issued,
and delinquent 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 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 Engineering Research and Development

3. The names and addresses of its directors and officers: (Both officers and directors must be listed in the spaces provided).

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
	Director	See Attached			
	Director				
	President				
	Vice President				
	Secretary				
	Treasurer				

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	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
2,500,000	Common		\$.20

NUMBER OF SHARES ISSUED	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
383,600	Common		\$.20

6. The amount of its stated capital is \$ 196,980.97

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 July 26 1993

By Thomas J. Zeller
(Signature)
its Treasurer
(Title)

STATE OF South Dakota
COUNTY OF Pennington ss

I, Julie S. Annicchiarico, a notary public, do hereby certify that on this 26th day of July 1993,
personally appeared before me Thomas J. Zeller who, being by me first duly sworn, declared that he/she is the
Treasurer of RE/SPEC Inc.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires June 23, 1999

Julie S. Annicchiarico
Notary Public
JULIE S. ANNICCHIARICO, Notary Public
Pennington County, South Dakota
My Commission Expires June 23, 1999

(Notarial Seal)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605773-4845

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

FILING FEE: \$5 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 street address, or a statement that there is no street address, to which the registered office is to be changed is _____
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 must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19 _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

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 _____ 19 _____

(signature)

Notary Public
Commission Expires June 30, 2000
Notary Public
Commission Expires June 30, 2000

Name	Office	Address	
William E. Coons	President & Director	4010 Avenida Las Campanas	Albuquerque, NM 87107
Gary D. Callahan	Vice-President & Director	4715 Edgewood	Rapid City, SD 57702
Arlo F. Fossum	Vice-President & Director	305 San Marco	Rapid City, SD 57702
Joe L. Ratigan	Vice-President	327 San Marco	Rapid City, SD 57702
Critz H. George	Vice-President	1218 Countryside Lane NW	Albuquerque, NM 87114
Harry T. Webster	Vice-President	P.O. Box 712	Cedar Crest, NM 87008
Thomas J. Zeller	Treasurer	4523 Bellewood Dr.	Rapid City, SD 57702
Julie S. Annicchiarico	Secretary	5021 W. Chicago	Rapid City, SD 57702
Leo L. Van Sambek	Director	RR 1, Box 17	Hermosa, SD 57744
Joseph T. Simmons	Director	1407 E. Main	Vermillion, SD 57069
Douglas D. Rogers	Director	1138 Lookout Lane	Rapid City, SD 57701
Earl R. Hoskins	Director	3517 Spring Lane	Bryan, TX 77801
David J. D'Appolonia	Director	5140 Pembroke Place	Pittsburgh, PA 15232
Michael R. Wigley	Director	13110 35th Ave. N.	Plymouth, MN 55441-2200

1 5 1 9 1 7 0 2

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 STATE CAPITOL
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 605-773-4845
 FAX (605) 773-4550

9 3 0 7 1 6 3 4 2 0 6
1993
ANNUAL REPORT

DOMESTIC
 PLEASE TYPE OR USE BLACK INK
 FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 7-28-93
 RECEIPT NO. 327597

RECEIVED

JUL 28 1993

1. Corporate Name, Registered Agent and Registered Address:

DB-025596
 METRO CITY, INC.
 LUKE, NORVAL GENE
 3001 DUCHESS AVE.
 SIOUX FALLS, SD 57103-4825
 JUL/92

Telephone # 605-223-2413

FAX # _____

Federal Taxpayer ID _____

FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent 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 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: (Both officers and directors must be listed in the spaces provided).

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

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 CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

5. NUMBER OF SHARES ISSUED CLASS SERIES

6. The amount of its stated capital is \$ _____

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 July 27 19 93

By Norval Gene Luke
 (Signature)
 its President
 (Title)

STATE OF South Dakota
 COUNTY OF Minnehaha ss

I, Mary J. Galloway, a notary public, do hereby certify that on this 27th day of July 19 93 personally appeared before me Norval Gene Luke who, being by me first duly sworn, declared that he/she is the President of Metro City, Inc.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 12/7/98

Mary J. Galloway
 Notary Public

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

FILING FEE: \$5 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 street address, or a statement that there is no street address, to which the registered office is to be changed is _____
_____ 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 must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____ (signature) _____

(title) _____

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19 _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

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 _____ 19 _____ (signature) _____

1994

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

9 4 0 7 1 7 1 9 9 4
ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

RSI(G&A) 995/06-94/291

FILE DATE JUN 21 1994
RECEIPT NO. 396929

JUN 21 1994

1. Corporate Name, Registered Agent and Registered Address:

DB-009683 JUN/93
RE/SPEC INC.
ZELLER, THOMAS J.
PO BOX 725
3824 JET DRIVE
RAPID CITY, SD 57709-0725

Telephone # 394-6400
FAX # 394-6514

Federal Taxpayer IC

FILING DATE: Due during the month the
Certificate of Incorporation was issued,
and delinquent 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 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 Engineering Research and Development

3. The names and addresses of its directors and officers: (Both officers and directors must be listed in the spaces provided).

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP - 4
	Director	See Attached			
	Director				
	President				
	Vice President				
	Secretary				
	Treasurer				

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	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
2,500,000	Common		\$.20

NUMBER OF SHARES ISSUED	CLASS	SERIES	PAR VALUE
389,600	Common		\$.20

6. The amount of its stated capital is \$ 197,580.97

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 June 20 19 94

By Thomas J. Zeller
(Signature)
its Treasurer
(Title)

STATE OF South Dakota
COUNTY OF Pennington ss

I, Julie S. Annicchiarico a notary public, do hereby certify that on this 20th day of June 19 94,
personally appeared before me Thomas J. Zeller who, being by me first duly sworn, declared that he/she is the
Treasurer of RE/SPEC Inc.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires June 23, 1999

(Notarial Seal)

Julie S. Annicchiarico
Notary Public
JULIE S. ANNICCHIARICO, Notary Public
Pennington County, South Dakota SOS CRP 410 10/82
My Commission Expires June 23, 1999

SECRETARY OF STATE
STATE CAPITOL
600 E. CAPITOL
PIERRE, S.D. 57601-5077
605-773-4846

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

File Date: _____

Receipt No.: _____

FILING FEE: \$5 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 street address, or a statement that there is no street address, to which the registered office is to be changed is _____
_____ 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 must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19 _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

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 _____ 19 _____

(signature)

Name	Office	Address
William E. Coons	President & Director	4010 Avenida Las Campanas Albuquerque, NM 87107
Gary D. Callahan	Vice-President & Director	4716 Edgewood Rapid City, SD 57702
Arlo F. Fossum	Vice-President & Director	305 San Marco Rapid City, SD 57702
Joe L. Ratigan	Vice-President	327 San Marco Rapid City, SD 57702
Harry T. Webster	Vice-President	P.O. Box 712 Cedar Crest, NM 87008
Thomas J. Zeller	Treasurer	4523 Bellewood Dr. Rapid City, SD 57702
Julio S. Annicchiarico	Secretary	6021 W. Chicago Rapid City, SD 57702
Leo L. Van SamLeek	Director	RR 1, Box 17 Hermosa, SD 57744
Joseph T. Simmons	Director	1407 E. Main Vermillion, SD 57069
Douglas D. Rogers	Director	1188 Lookout Lane Rapid City, SD 57701
Earl R. Hoakins	Director	3517 Spring Lane Bryan, TX 77801
David J. D'Appolonia	Director	5140 Pembroke Place Pittsburgh, PA 15292
Michael R. Wigley	Director	13110 35th Ave. N. Plymouth, MN 55441-2200

9 5 0 7 1 7 3 2 1 7 3

1995

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
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PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

RSI(GSA) 995/07-95/217

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE- \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 7-11-95
RECEIPT NO. 47674

RECEIVED

JUL 11 1995

1. Corporate Name, Registered Agent and Registered Address:

DB-000683
RE/SPEC INC
WELLES, THOMAS J.
1000 1/2
605-773-4550

Telephone # 394-6400 S.D. SEC. OF STATE
FAX # 394-6514

Federal Taxpayer ID [REDACTED]
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 Engineering Research and Development

3. The names and addresses of its directors and officers (Both officers and directors must be listed in the spaces provided)

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
	Director	<u>See Attached</u>			
	Director				
	President				
	Vice President				
	Secretary				
	Treasurer				

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	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
<u>2,500,000</u>	<u>Common</u>		<u>\$.20</u>
NUMBER OF SHARES ISSUED	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
<u>419,600</u>	<u>Common</u>		<u>\$.20</u>

6. The amount of its stated capital is \$ 272,580.97

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 July 10 19 95
By David E. Withee
(Signature)
Its Treasurer
(Title)

STATE OF South Dakota
COUNTY OF Pennington ss

I, Lorinda K. Talley a notary public, do hereby certify that on this 10th day of July 19 95, personally appeared before me David E. Withee who, being by me first duly sworn, declared that he/she is the Treasurer of RE/SPEC Inc.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.
My Commission Expires LORINDA K. TALLEY, Notary Public
Pennington County, South Dakota
Notary Public
My Commission Expires June 6, 2002
(Not to be signed)

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: \$5 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 street address, or a statement that there is no street address, to which the registered office is to be changed is _____
_____, 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 must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19 _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

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 _____ 19 _____

(signature)

Name	Office	Address	
Thomas J. Zeller	Acting President	4523 Bellewood Dr.	Rapid City, SD 57702
Gary D. Callahan	Vice-President & Director	4715 Edgewood	Rapid City, SD 57702
Arlo F. Fossum	Vice-President & Director	305 Sun Marco	Rapid City, SD 57702
Joe L. Rutigan	Vice-President	327 Sun Marco	Rapid City, SD 57702
James A. Geisler	Vice-President	6704 Welton Drive NE	Albuquerque, NM 87109
David E. Withee	Treasurer	3230 Dover St.	Rapid City, SD 57702
Rhonda K. Campbell	Secretary	23890 Palmer Gulch Road	Hill City, SD 57745
Julie M. Brewster	Asst. Secretary	12245 Victoria Falls NE	Albuquerque, NM 87111
Leo L. Van Sambeek	Director	RR 1, Box 17	Hermosa, SD 57744
Joseph T. Simmons	Director	1407 E. Main	Vermillion, SD 57069
Douglas D. Rogers	Director	1138 Lookout Lane	Rapid City, SD 57701
Earl R. Hoskins	Director	3517 Spring Lane	Bryan, TX 77801
David J. D'Appolonia	Director	5140 Pembroke Place	Pittsburgh, PA 15232
Angus Robb	Director	9915 Barrinson NE	Albuquerque, NM 87111

1996

RETURN TO
SECRETARY OF STATE
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605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 7-10-96
RECEIPT NO. 55292

1. Corporate Name, Registered Agent and Registered Address:

DB-009663 JUN/95
RE/SPEC INC.
ZELLER, THOMAS J.
PO BOX 725
3824 JET DRIVE
RAPID CITY, SD 57709-0725

Telephone # 394-6400
FAX # 394-6514

Federal Taxpayer ID [REDACTED]
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 Engineering Research and Development

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
	President	See Attached			
	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
2,500,000	Common		\$.20

NUMBER OF SHARES ACTUALLY ISSUED	CLASS	SERIES	PAR VALUE
419,600	Common		\$.20

6. The amount of its stated capital is \$ 279,880.97 (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 July 2 19 96

By David E. Withee
(Signature)
its Treasurer
(Title)

STATE OF South Dakota
COUNTY OF Pennington ss

I, Lorinda K. Talley, a notary public, do hereby certify that on this 8th day of July 19 96, personally appeared before me David E. Withee who, being by me first duly sworn, declared that he/she is the Treasurer of RE/SPEC Inc.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires LORINDA K. TALLEY Notary Public
Pennington County, South Dakota
My Commission Expires June 9, 2002

Lorinda K. Talley
Notary Public

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: \$5 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 must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ **

I, _____, a notary public, do hereby certify that on this _____ day
of _____ 19 _____, personally appeared before me _____
who, being by me first duly sworn, declared that he/she is the _____ of _____
_____ that he/she signed the foregoing document as officer of the
corporation, and the statements therein contained are true.

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 _____ 19 _____

(signature)

1997

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

9708188.0538
ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 7-29-97
RECEIPT NO. 142923
RECEIVED
JUL 29 1997
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DE 009600
RE/SPEC INC.
ZELLER, THOMAS J.
3824 JET DRIVE
PO BOX 725
RAPID CITY, SD 57709-0725

Telephone # (605) 394-6400
FAX # (605) 394-6514
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 _____

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

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 July 29 19 97

By David E. Withee
(Signature)
His Treasurer
(Title)

STATE OF South Dakota
COUNTY OF Pennington ss

I, Lorinda K. Talley, a notary public, do hereby certify that on this 28th day of July 19 97, personally appeared before me David E. Withee who, being by me first duly sworn, declared that he/she is the Treasurer of RE/SPEC Inc.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires LOREIDA K. TALLEY Notary Public
Pennington County, South Dakota
My Commission Expires June 6, 2002
(Notarial Seal)

Lorinda K. Talley
Notary Public

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: \$5 (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 must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19____. _____
(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day
of _____ 19____, personally appeared before me _____
who, being by me first duly sworn, declared that he/she is the _____ of _____
_____ that he/she signed the foregoing document as officer of the
corporation, and the statements therein contained are true.

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 _____ 19____
(signature)

1998

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5070
605-773-4845
FAX (605) 773-4550

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 DATE 6-1-98
RECEIPT NO. 716369
RECEIVED
JUN 01 1998
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address

DB-009683 JUN/97
RE/SPEC INC.
ZELLER, THOMAS J.
3824 JET DRIVE
PO BOX 725
RAPID CITY, SD 57709-0725

Telephone # 605/394-6400
FAX # 605/394-6514

Federal Taxpayer If
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 _____

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
---	-------	--------	---

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 May 19 19 98

By David E. Withee
(Signature)
is Treasurer
(Title)

STATE OF South Dakota
COUNTY OF Pennington ss

I, Lorinda K. Talley, a notary public, do hereby certify that on this 19th day of May 19 98, personally appeared before me David E. Withee who, being by me first duly sworn, declared that he/she is the Treasurer of RE/SPEC Inc.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true

My Commission Expires _____
LORINDA K. TALLEY, Notary Public
Pennington County, South Dakota
(Notary Commission Expires June 6, 2002)

Lorinda K. Talley
Notary Public

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5070
606-773-4845

**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 must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19 _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____

_____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

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 _____ 19 _____

(signature)

1999

RETURN TO
SECRETARY OF STATE
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

RECEIVED JUN 29 2019 10/18/99

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 DATE 7-28-99
RECEIPT NO. 817246
RECEIVED
JUL 28 1999
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DB-009683 JUN/98
RE/SPEC INC.
ZELLER, THOMAS J.
3824 JET DRIVE
PO BOX 725
RAPID CITY, SD 57709-0725

Telephone # (605) 394-6400
FAX # (605) 394-6514

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 Engineering & Environmental Consulting

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
	President	See Attached			
	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 COMMON SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
2,500,000 \$.20

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS COMMON SERIES PAR VALUE
421,600 \$.20

6. The amount of its stated capital is \$ 279,880.97 (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 July 27 1999

By David E. Withee
(Signature)
Its Treasurer
(Title)

STATE OF South Dakota ss
COUNTY OF Pennington

I, Lorinda K. Talley, a notary public, do hereby certify that on this 27th day of July 19 99,
personally appeared before me David E. Withee who, being by me first duly sworn, declared that he/she is the
Treasurer of RE/SPEC Inc. the corporation

named above, and signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires LORINDA K. TALLEY, Notary Public
Pennington County, South Dakota
My Commission Expires June 8, 2002
(Notarial Seal)

Lorinda K. Talley
Notary Public

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. _____

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 _____ 19 _____

(Signature)

(Title)

STATE OF _____ ss
COUNTY OF _____

I, _____, a notary public, do hereby certify that on this _____ day
of _____ 19_____, personally appeared before me _____
who, being by me first duly sworn, declared that he/she is the _____ of _____
_____ that he/she signed the foregoing document as officer of
the corporation, and the statements therein contained are true.

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 _____ 19 _____

(signature)

RE/SPEC INC
007019 84681
1079100
BOARD OF DIRECTORS AND OFFICERS
JUNE 1999

Directors

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>	<u>PHONE</u>
Benjamin J. Anello	Director	9104 Lona Lane NE Albuquerque, NM 87111-1617	H:(505)821-3486 O:(505)268-2661
Gary D. Callahan	Director	4715 Edgewood Rapid City, SD 57702	H:(605)343-8296 O:(605)394-6426
Earl R. Hoskins	Director	3517 Spring Lane Bryan, TX 77801	H:(409)846-5338 F:(409)846-6658
Kirby D. Mellegard	Director	8510 Kings Road Rapid City, SD 57702-7759	H:(605)348-2388 O:(605)394-6507
Joseph T. Simmons	Director	32171 Ponderosa Drive Burbank, SD 57010	H:(605)624-2119
Leo L. Van Sambeck	Director	HCR 89, Box 327B Hermosa, SD 57744	H:(605)255-4356 O:(605)394-6457
Thomas J. Zeller	Director	4523 Bellewood Drive Rapid City, SD 57702	H:(605)348-4857 O:(605)394-6510

Officers

Earl R. Hoskins	Chairman of the Board	3517 Spring Lane Bryan, TX 77801	H:(409)846-5338 F:(409)846-6658
Thomas J. Zeller	President	4523 Bellewood Drive Rapid City, SD 57702	H:(605)348-4857 O:(605)394-6510
Gary D. Callahan	Vice President of Rapid City Operations	4715 Edgewood Rapid City, SD 57702	H:(605)343-8296 O:(605)394-6426
James A. Geisler	Vice President of Albuquerque Operations	4401 Westridge Court NW Albuquerque, NM 87114	H:(505)792-8462 O:(505)268-2661
Leo L. Van Sambeck	Vice President	HCR 89, Box 327B Hermosa, SD 57744	H:(605)255-4356 O:(605)394-6457
David E. Withee	Treasurer	3230 Dover Street Rapid City, SD 57702-3490	H:(605)348-7594 O:(605)394-6504
Kirby D. Mellegard	Secretary	8510 Kings Road Rapid City, SD 57702-7759	H:(605)348-2388 O:(605)394-6507
Julie M. Brewster	Assistant Secretary	10040 Del Chaparral Court NE Albuquerque, NM 87111	H:(505)299-8403 O:(505)268-2661

2000

RETURN TO
SECRETARY OF STATE
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

RECEIVED MAY 12 2000

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 DATE 7.26.00
RECEIPT NO. 899160

RECEIVED

JUL 26 00

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DB-009683 JUN/1999
RE/SPEC INC.
ZELLER, THOMAS J.
3824 JET DRIVE
PO BOX 725
RAPID CITY SD 57709-0725

Telephone # (605) 394-6400

FAX # (605) 394-6411

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 Engineering & Environmental Consulting

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
	President	See Attached			
	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
2,500,000 Common \$.20

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES PAR VALUE
421,600 Common \$.20

6. The amount of its stated capital is \$ 279,880.97 (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 7/25/00

By David E. Withee
(Signature)

Its Treasurer
(Title)

STATE OF South Dakota
COUNTY OF Pennington ss

On this the 25th day of July, 2000, before me, Lorinda K. Talley

personally appeared David E. Withee, known to me, or proved to me, to be the Treasurer 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 LORINDA K. TALLEY, Notary Public
Pennington County, South Dakota
(Notary Seal) Commission Expires June 6, 2002

Lorinda K. Talley
Notary Public

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) _____

RE/SPEC INC. 0008204.0688
8/14/89
BOARD OF DIRECTORS AND OFFICERS
June 2000

Directors

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>	<u>PHONE</u>
Angus Robb	Director	9915 Barrinson NE Albuquerque, NM 87111-5895	H:(505)821-8843 O:(505)268-2661
Gary D. Callahan	Director	4715 Edgewood Rapid City, SD 57702	H:(605)343-8296 O:(605)394-6426
Earl R. Hoskins	Director	3517 Spring Lane Bryan, TX 77801	H:(409)846-5338 F:(409)846-6658
Kirby D. Mellegard	Director	8510 Kings Road Rapid City, SD 57702-7759	H:(605)348-2388 O:(605)394-6507
Joseph T. Simmons	Director	32171 Ponderosa Drive Burbank, SD 57010	H:(605)624-2119
Leo L. Van Sambeek	Director	HCR 89, Box 327B Hermosa, SD 57744	H:(605)255-4356 O:(605)394-6457
Thomas J. Zeller	Director	4523 Bellewood Drive Rapid City, SD 57702	H:(605)348-4857 O:(605)394-6510

Officers

Earl R. Hoskins	Chairman of the Board	3517 Spring Lane Bryan, TX 77801	H:(409)846-5338 F:(409)846-6658
Thomas J. Zeller	President	4523 Bellewood Drive Rapid City, SD 57702	H:(605)348-4857 O:(605)394-6510
Gary D. Callahan	Vice President of Rapid City Operations	4715 Edgewood Rapid City, SD 57702	H:(605)343-8296 O:(605)394-6426
James A. Geisler	Vice President of Albuquerque Operations	4401 Westridge Court NW Albuquerque, NM 87114	H:(505)792-8462 O:(505)268-2661
Leo L. Van Sambeek	Vice President	HCR 89, Box 327B Hermosa, SD 57744	H:(605)255-4356 O:(605)394-6457
David E. Withee	Treasurer	3230 Dover Street Rapid City, SD 57702-3490	H:(605)348-7594 O:(605)394-6504
Kirby D. Mellegard	Secretary	8510 Kings Road Rapid City, SD 57702-7759	H:(605)348-2388 O:(605)394-6507
Julie M. Brewster	Assistant Secretary	10040 Del Chaparral Court NE Albuquerque, NM 87111	H:(505)299-8403 O:(505)268-2661

K
0110821001109
0110821001109
0110821001109

RECEIVED MAY 10 2001

2001

RETURN TO
SECRETARY OF STATE
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

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 DATE 7-26-01
RECEIPT NO. 1003309

RECEIVED
JUL 26 '01

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DB-009683 JUN/2000
RE/SPEC INC.
ZELLER, THOMAS J.
3824 JET DRIVE
PO BOX 725
RAPID CITY SD 57709-0725

Telephone # (605) 394-6400
FAX # (605) 394-6514

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 Engineering & Environmental Consulting

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
	President	See Attached			
	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
2,500,000	Common		\$.20

5. NUMBER OF SHARES ACTUALLY ISSUED

NUMBER OF SHARES ACTUALLY ISSUED	CLASS	SERIES	PAR VALUE
421,600	Common		\$.20

6. The amount of its stated capital is \$ 279,880.97 (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 7/24/01
By David E. Withee
(Signature)

Its Treasurer
(Title)

STATE OF South Dakota ss
COUNTY OF Pennington

On this the 24th day of July 2001, before me, Lorinda K. Talley
personally appeared David E. Withee, known to me, or proved to me,
to be the Treasurer 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 LORINDA K. TALLEY Notary Public
Pennington County, South Dakota
My Commission Expires June 8, 2002
(Notarial Seal)

Lorinda K. Talley
Notary Public

SECRETARY OF STATE
STATE CAPITOL
600 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) _____

RESPEC 010821001109
8/30/01
BOARD OF DIRECTORS AND OFFICERS
June 2001

Directors

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>	<u>PHONE</u>
Angus Robb (Connie)	Director	9915 Barrinson NE Albuquerque, NM 87111-5895	H: 505.821.8843 O: 505.268.2661
Gary D. Callahan (Dian)	Director	4715 Edgewood Rapid City, SD 57702	H: 605.343.8296 O: 605.394.6426
Earl R. Hoskins (Shirley)	Director	3517 Spring Lane Bryan, TX 77801	H: 979.846.5338 F: 979.846.6658
Kirby D. Mellegard (Elaine)	Director	8510 Kings Road Rapid City, SD 57702-7759	H: 605.348.2388 O: 605.394.6507
Joseph T. Simmons (Carol - friend)	Director	13050 Bogus Jim Road Rapid City, SD 57702	H: 605.341.6760
Leo L. Van Sambeck (Deb)	Director	HCR 89, Box 327B Hermosa, SD 57744	H: 605.255.4356 O: 605.394.6457
Thomas J. Zeller (Sharon)	Director	4523 Bellewood Drive Rapid City, SD 57702	H: 605.348.4857 O: 605.394.6510

Officers

Earl R. Hoskins	Chairman of the Board	3517 Spring Lane Bryan, TX 77801	H: 979.846.5338 F: 979.846.6658
Thomas J. Zeller	President	4523 Bellewood Drive Rapid City, SD 57702	H: 605.348.4857 O: 605.394.6510
Gary D. Callahan	Vice President of Rapid City Operations	4715 Edgewood Rapid City, SD 57702	H: 605.343.8296 O: 605.394.6426
James A. Geisler (Pat)	Vice President of Albuquerque Operations	4401 Westridge Court NW Albuquerque, NM 87114	H: 505.792.8462 O: 505.268.2661
Leo L. Van Sambeck	Vice President	HCR 89, Box 327B Hermosa, SD 57744	H: 605.255.4356 O: 605.394.6457
David E. Withee (Roxi)	Treasurer	3230 Dover Street Rapid City, SD 57702-3490	H: 605.348.7594 O: 605.394.6504
Kirby D. Mellegard	Secretary	8510 Kings Road Rapid City, SD 57702-7759	H: 605.348.2388 O: 605.394.6507

2002


RECEIVED MAY 9 2002
ANNUAL REPORT
629721500650
718102

FILE DATE 6/10/02
RECEIPT NO. 1108716
RECEIVED
JUN 10 02

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

1. Corporate Name, Registered Agent and Registered Address:


DB-009683 JUN/2001
RE/SPEC INC.
ZELLER, THOMAS J.
3824 JET DRIVE
PO BOX 725
RAPID CITY SD 57709-0725

Telephone # (605) 394-8400
FAX # (605) 394-6518
Federal Taxpayer II
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 _____

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


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 6/4/02 By David E. Withee (Signature)
Its Treasurer (Title)

STATE OF South Dakota ss
COUNTY OF Pennington

On this the 4th day of June, 2002, before me, Lorinda K. Talley, personally appeared David E. Withee, known to me, or proved to me, to be the Treasurer of the corporation that is described in and that executed the within instrument and acknowledged that he is the duly authorized officer of the same.

My Commission Expires Pennington County, South Dakota
My Commission Expires June 6, 2008
(Notarial Seal)

Notary Public

SECRETARY OF STATE
STATE CAPITOL
500, E. CAPITOL
PIERRE, S.D. 57501-8077
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) _____

2003

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

FILED DATE RECEIVED 7/29/03 JUL 29 03 1233219 S.D. SEC. of STATE

0338222 2936 812703

1. Corporate Name, Registered Agent and Registered Address:



DB-009683 JUN:2002 RE SPEC INC. ZELLER, THOMAS J. 3824 JET DRIVE PO BOX 725 RAPID CITY SD 57709-0725

Telephone # (605) 394-6400 FAX # (605) 394-4511 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.

[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.

Table for listing additional directors with columns for NAME and ADDRESS.

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:

Table with columns: NUMBER OF SHARES CAN ISSUED (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 in the presence of a notary public.

Dated 7/29/03 By David E. Withee (Signature) Its Treasurer (Title)

STATE OF South Dakota COUNTY OF Pennington ss

On this the 29th day of July, 2003, before me, Lorinda K. Talley personally appeared David E. Withee, known to me, or proved to me, to be the Treasurer 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 Pennington County, South Dakota My Commission Expires June 6, 2008 (Notarial Seal)

Lorinda K. Talley Notary Public

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) _____

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
Fax (605)773-4550

2004

ANNUAL REPORT
DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILE DATE 11/02/04
RECEIPT NO. 1372959
RECEIVED
NOV 2 '04
S.D. SEC. OF STATE

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

1. Corporate Name, Registered Agent and Registered Address:

Telephone # 605-394-6400
FAX # 605-394-6514

RE/SPEC Inc.
Zeller, Thomas J.
3824 Jet Drive
PO Box 725
Rapid City, SD 57709-0725

DB009683

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, a statement of change must be filed.
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
	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
_____	_____	_____	_____

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 11/1/04

DAVID E. WITHEB
(Signature) David E. Withee
Treasurer
(Title)

231 2918



**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) _____

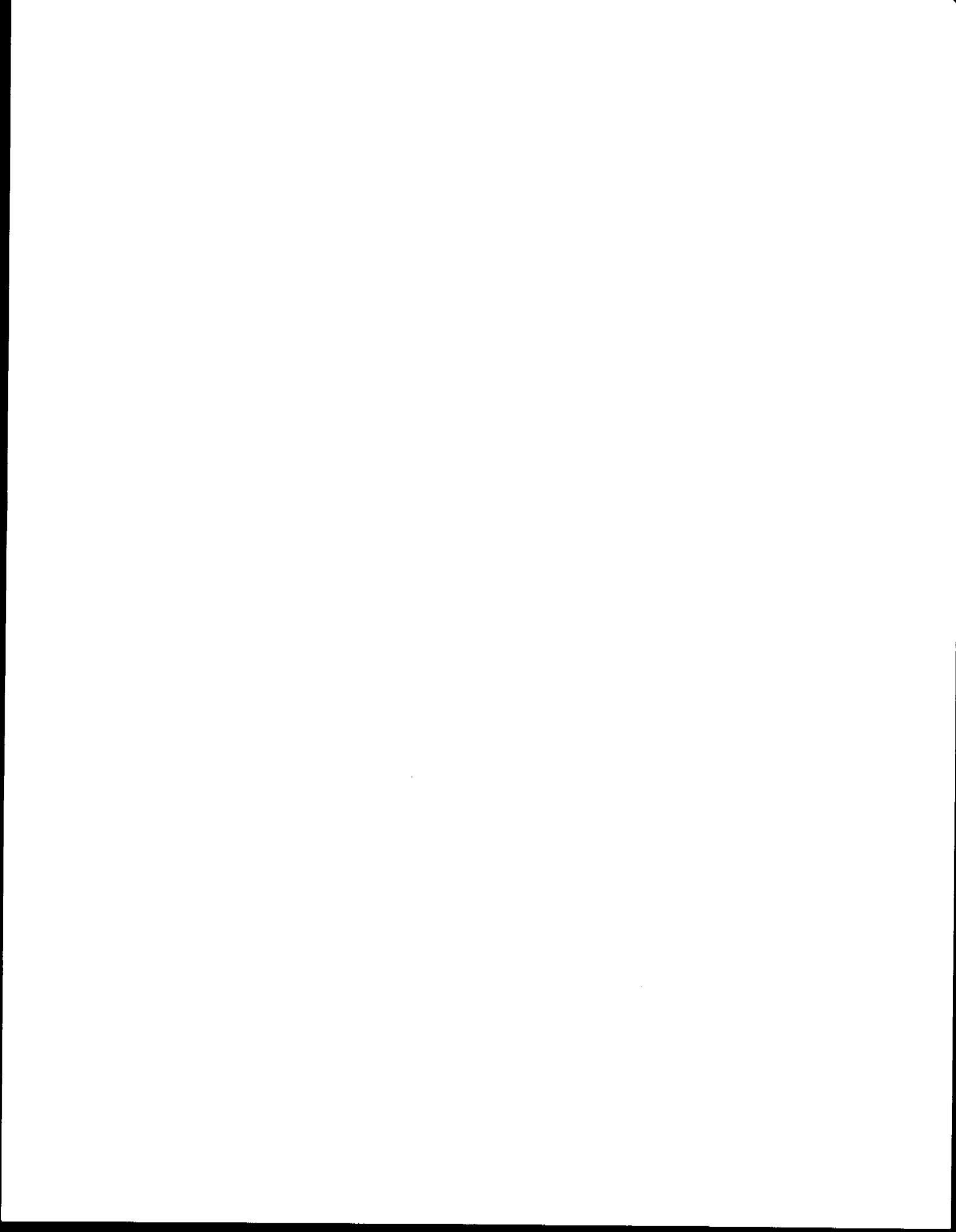
DB009683
2005

239 3728

RESPEC BOARD OF DIRECTORS

June 2005

NAME	OFFICE	ADDRESS	PHONE
Everett Bloom	Director	612 Dogwood Valley Road Kingston, TN 37763	H: 865.376.4577 O: 865.574.4065
Gary D. Callahan	Director	4715 Edgewood Rapid City, SD 57702	H: 605.343.8296 O: 605.394.6426 F: 605.394.6456 Cell: 605.430.3482
Paul E. Fosdick	Director	13008 Antelope Dancer NE Albuquerque, NM 87112	H: 505.291.0349 O: 505.998.8259 F: 505.998.8130 Cell: 505.550.8259
Walter D. Jones	Director	9200 East Mineral Ave. Suite 400 Englewood, CO 80112-3416	H: 303.972.3148 O: 303.799.6806 F: 303.799.8107 Cell: 303.478.6800
Angus Robb	Director	9915 Barrinson NE Albuquerque, NM 87111-5895	H: 505.821.8843 O: 505.260.8414 F: 505.268.0040 Cell: 505.379.0605
Marv Truhe	Director	P.O. Box 8112 Rapid City, SD 57709-8112	H: 605.348.8530 O: ?? F: ??
Thomas J. Zeller	Director	4523 Bellewood Drive Rapid City, SD 57702	H: 605.348.4857 O: 605.394.6510 F: 605.394.6514 Cell: 605.381.1857



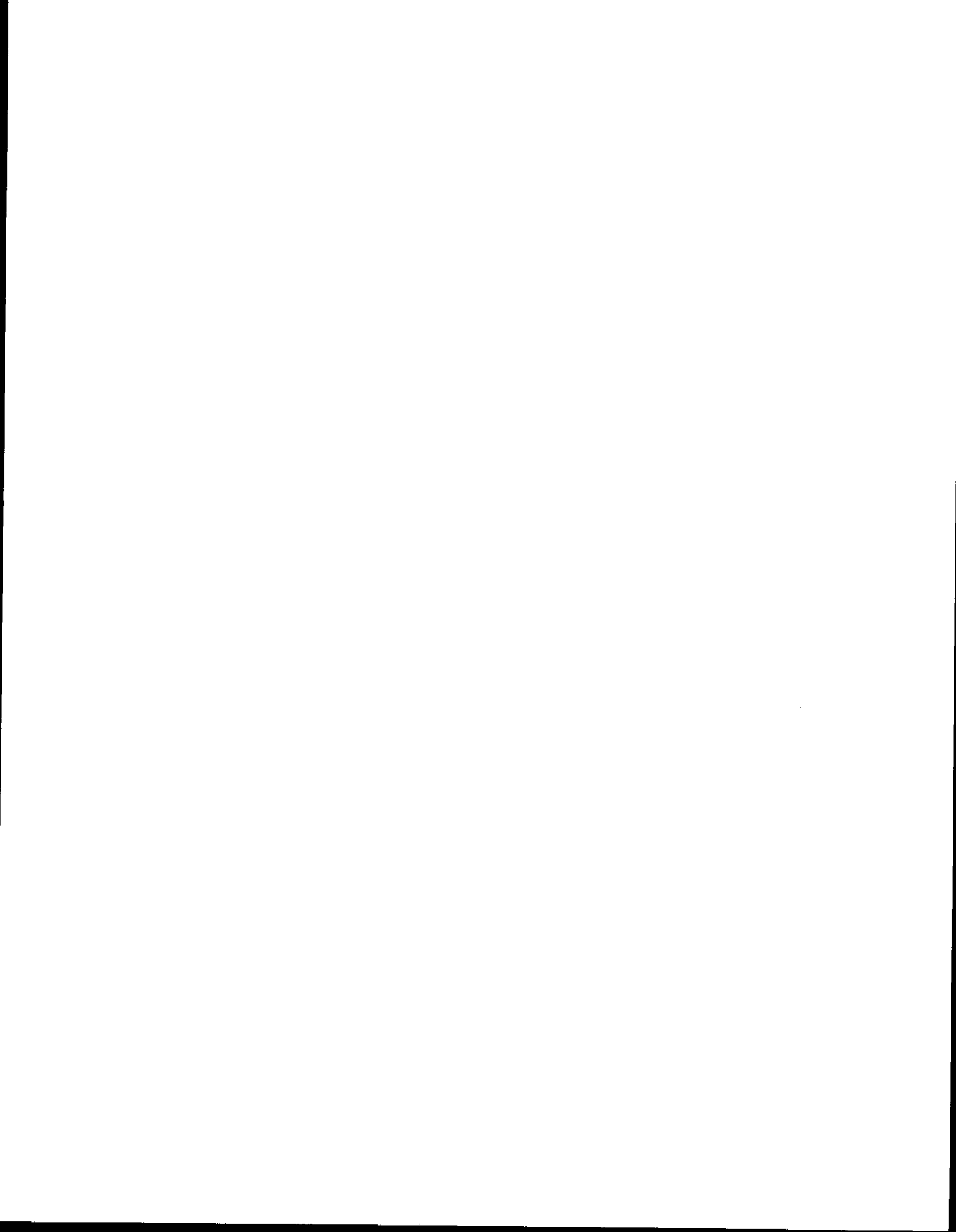
0b009683
2005

RESPEC OFFICERS

June 2005

NAME	OFFICE	ADDRESS	PHONE
Thomas J. Zeller	President	4523 Bellewood Drive Rapid City, SD 57702	H: 605.348.4857 O: 605.394.6510 F: 605.394.6514 Cell: 605.381.1857
Gary D. Callahan	Vice President, Engineering	4715 Edgewood Rapid City, SD 57702	H: 605.343.8296 O: 605.394.6426 F: 605.394.6456 Cell: 605.430.3482
Dan Hoyer	Vice President, Water and Natural Resources	1821 Red Dale Drive Rapid City, SD 57702	H: 605.718.2530 O: 605.394.6512 F: 605.394.6514 Cell: 605.381.0043
Steve D. Denman	Vice President, Information Technologies	6108 Innsbrook Ct., NE Albuquerque, NM 87111	H: 505.275.0877 O: 505.260.8429 F: 505.268.0040 Cell: 505.379.2072
Leo L. Van Sambeek	Vice President	381 Fairgrounds Place Hermosa, SD 57744	H: 605.255.4356 O: 605.394.6457 F: 605.394.6456 Cell: 605.484.2516
David E. Withee	Treasurer	3230 Dover Street Rapid City, SD 57702-3490	H: 605.348.7594 O: 605.394.6504 F: 605.394.6514 Cell: 605.430.0700
Kirby D. Mellegard	Secretary	8510 Kings Road Rapid City, SD 57702-7759	H: 605.348.2388 O: 605.394.6507 F: 605.394.514

239 3729



251 3882 08/02/2006

2006

RECEIVED MAY 16 2006 ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

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

FILE DATE 7-31-06
RECEIPT NO. 1579450
RECEIVED
JUL 31 06
S.D. SEC. of STATE

1. Corporate Name, Registered Agent Name and Registered Address:



DB009683 JUN/2005
RE/SPEC INC.
ZELLER, THOMAS J.
3824 JET DRIVE
PO BOX 725
RAPID CITY SD 57709-0725

Telephone # (605) 394-6400
FAX # (605) 394-6514

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 3824 Jet Drive, PO Box 725, Rapid City, SD 57709-0725

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>See Attached</u>	<u>President</u>				
	<u>Vice President</u>				
	<u>Secretary</u>				
	<u>Treasurer</u>				

SD law requires at least one director.

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

See Attached Director _____
Director _____

4. Provide a brief description of the nature of the business Consulting in the areas of Engineering, Water and Natural Resources and IT

5. The total number of authorized shares, itemized by class and series, if any, within each class:

NUMBER OF AUTHORIZED SHARES	CLASS	SERIES
<u>2,500,000</u>	<u>Common</u>	

6. NUMBER OF ISSUED SHARES

NUMBER OF ISSUED SHARES	CLASS	SERIES
<u>353,932.70</u>	<u>Common</u>	

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

Dated 7/20/06

David E. Withee
Signature

David E. Withee
Printed Name

Treasurer

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)

DB009683

**RESPEC
BOARD OF DIRECTORS****June 2006**

NAME	OFFICE	ADDRESS
Everett Bloom	Director	612 Dogwood Valley Road Kingston, TN 37763
Gary D. Callahan	Director	4715 Edgewood Rapid City, SD 57702
Paul E. Fosdick	Director	13008 Antelope Dancer NE Albuquerque, NM 87112
Walter D. Jones	Director	9200 East Mineral Ave. Suite 400 Englewood, CO 80112-3416
Angus Robb	Director	9915 Barrinson NE Albuquerque, NM 87111-5895
Marv Truhe	Director	P.O. Box 8112 Rapid City, SD 57709-8112
Thomas J. Zeller	Director	4523 Bellewood Drive Rapid City, SD 57702



**RESPEC
OFFICERS***DB009683***June 2006**

NAME	OFFICE	ADDRESS
Thomas J. Zeller	President	4523 Bellewood Drive Rapid City, SD 57702
Gary D. Callahan	Vice President, Engineering	4715 Edgewood Rapid City, SD 57702
Samantha L. Lapin	Vice President, Information Technologies	1860 Tramway Terrace Loop NE Albuquerque, NM 87122
Dan Hoyer	Vice President, Water and Natural Resources	1821 Red Dale Drive Rapid City, SD 57702
Leo L. Van Sambeek	Vice President	381 Fairgrounds Place Hermosa, SD 57744
David E. Withee	Treasurer	3230 Dover Street Rapid City, SD 57702-3490
Kirby D. Mellegard	Secretary	8510 Kings Road Rapid City, SD 57702-7759



2007

ANNUAL REPORT

FILE DATE 06/27/07
RECEIPT NO. 1690933
RECEIVED
JUN 27 2007
S.D. SEC. OF STATE

DOMESTIC
PLEASE TYPE OR USE BLACK INK

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

1. Corporate Name, Registered Agent Name and Registered Address:



DB009683 JUN/2006
RE/SPEC INC.
ZELLER, THOMAS J.
3824 JET DRIVE
PO BOX 725
RAPID CITY SD 57709-0725

Telephone # (605) 394-6400
FAX # (605) 394-6514

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 3824 Jet Drive, PO Box 725, Rapid City, SD 57709-0725

Table with 7 columns: NAME, OFFICE, STREET ADDRESS, CITY, STATE, ZIP+4. Rows include See Attached, 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.

See Attached Director
Director

4. Provide a brief description of the nature of the business Consulting in the areas of Engineering, Water and Natural Resources and IT

Table with 3 columns: NUMBER OF AUTHORIZED SHARES, CLASS, SERIES. Row: 2,500,000, Common.

Table with 3 columns: NUMBER OF ISSUED SHARES, CLASS, SERIES. Row: 342,201.37, Common.

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

Dated 6/15/07

Signature of David E. Withee

David E. Withee
Printed Name

Treasurer
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

**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

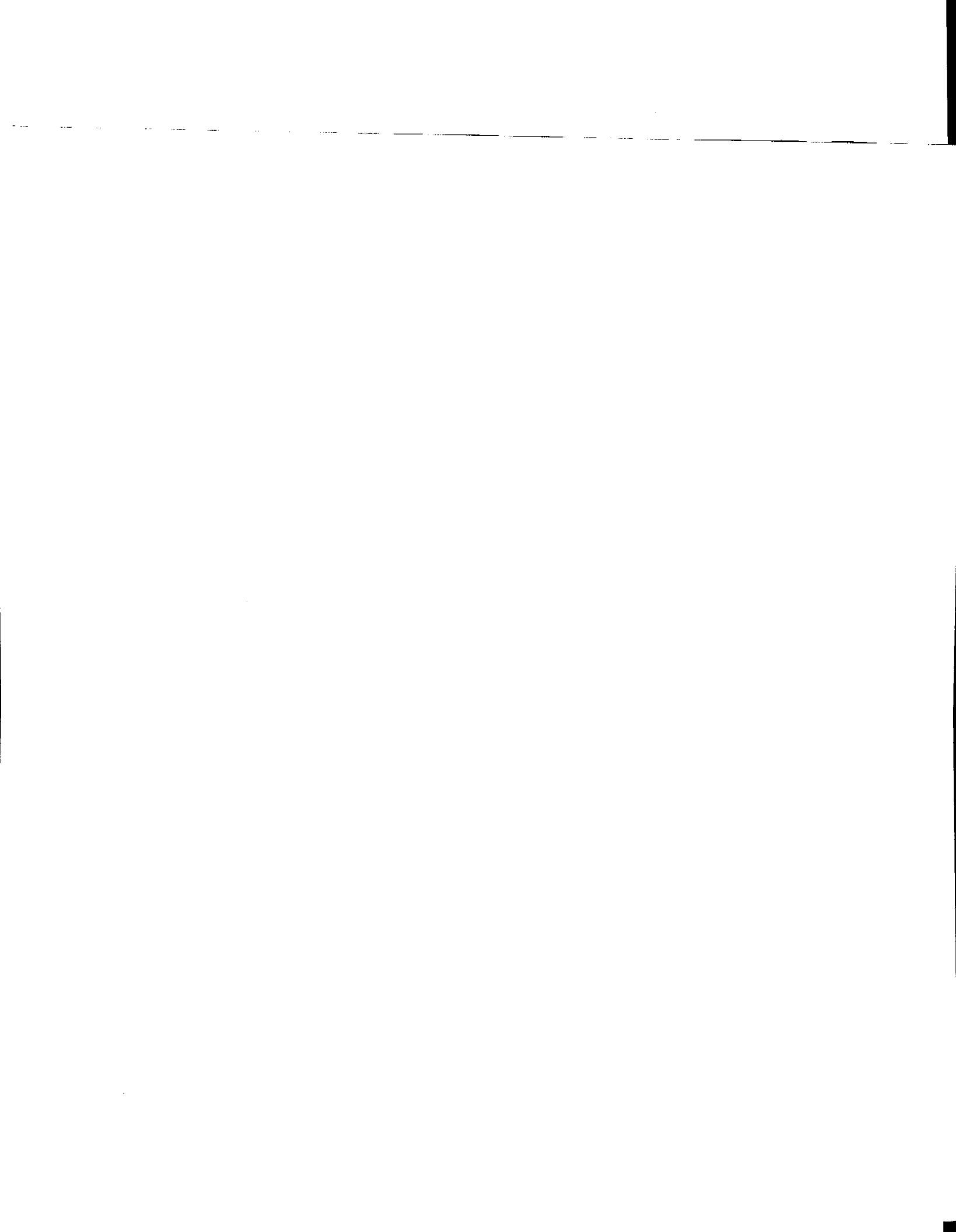
I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____

(signature)

**RESPEC
BOARD OF DIRECTORS****June 2007**

NAME	OFFICE	ADDRESS	TERM EXPIRES
Everett Bloom	Director	612 Dogwood Valley Road Kingston, TN 37763	Dec. 2007
Gary D. Callahan	Director	4715 Edgewood Rapid City, SD 57702	Dec. 2007
Paul E. Fosdick	Director	2709 Blueberry Bank Chesapeake, VA 23325	Dec. 2007
Walter D. Jones	Director	9200 East Mineral Ave. Suite 400 Englewood, CO 80112-3416	Dec. 2007
Marv Truhe	Director	P.O. Box 8112 Rapid City, SD 57709-8112	Dec. 2007
Thomas J. Zeller	Director	4523 Bellewood Drive Rapid City, SD 57702	Dec. 2007



**RESPEC
OFFICERS****June 2007**

NAME	OFFICE	ADDRESS	TERM EXPIRES
Thomas J. Zeller	President	4523 Bellewood Drive Rapid City, SD 57702	Dec. 2007
Gary D. Callahan	Vice President, Engineering	4715 Edgewood Rapid City, SD 57702	Dec. 2007
Samantha L. Lapin	Vice President, Information Technologies	1860 Tramway Terrace Loop NE Albuquerque, NM 87122	Dec. 2007
Daniel Hoyer	Vice President, Water and Natural Resources	1821 Red Dale Drive Rapid City, SD 57702	Dec. 2007
Leo L. Van Sambeek	Vice President	381 Fairgrounds Place Hermosa, SD 57744	Dec. 2007
David E. Withee	Vice President, Finance	3230 Dover Street Rapid City, SD 57702-3490	Dec. 2007
Kirby D. Mellegard	Secretary	8510 Kings Road Rapid City, SD 57702-7759	Dec. 2007



2008

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

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

FILE DATE 6/30/08
RECEIPT NO. 1810706
RECEIVED
JUN 30 2008
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Registered Address:



DB009683 JUN/2007
RE/SPEC INC.
ZELLER, THOMAS J.
3824 JET DRIVE
PO BOX 725
RAPID CITY SD 57709-0725

Telephone # 605-394-6400
FAX # 605-394-6514

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

3. The names and business addresses of its directors and principal 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. Provide a brief description of the nature of the business

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

6. NUMBER OF ISSUED SHARES CLASS SERIES

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

Dated 6/23/08

Signature David E. Withee

Printed Name David E. Withee

Title Vice President Finance

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

SOS CRP 07/05

**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)

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: \$30 Make check payable to SECRETARY OF STATE

FILE DATE 7/27/09
RECEIPT NO 1932782
RECEIVED
JUL 27 2009
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DB009683 JUN/2008
RE/SPEC INC.
ZELLER, THOMAS J.
3824 JET DRIVE
PO BOX 725
RAPID CITY SD 57709-0725

Telephone # 605-394-6400
FAX # 605-394-6514
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.

3824 Jet Drive, Rapid City SD 57709-0725
Street Address City State ZIP+4
PO Box 725 Rapid City SD 57709-0725
Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent Thomas J. Zeller

3824 Jet Drive Rapid City SD 57703
Street Address (Required to be a South Dakota Address) City State ZIP+4
PO Box 725 Rapid City SD 57709
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.

- See Attached
President Street Address City State ZIP+4
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

Dated 7/19/09

David E. Withee
(Signature of an authorized officer)
David E. Withee
(Printed Name)
Vice President, Finance
(Title)

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)

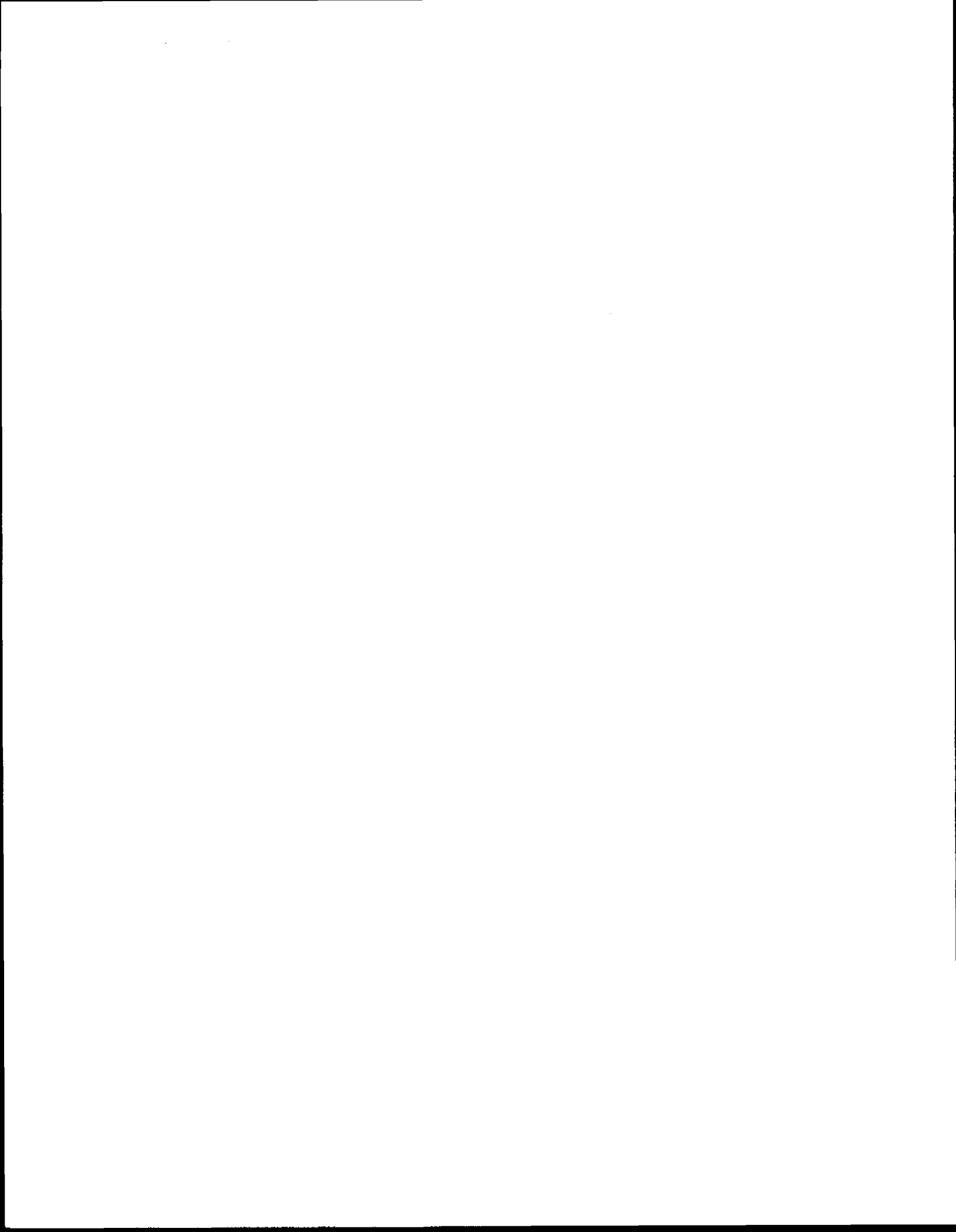
(Printed Name)

(Title)

**RESPEC
BOARD OF DIRECTORS**

June 2009

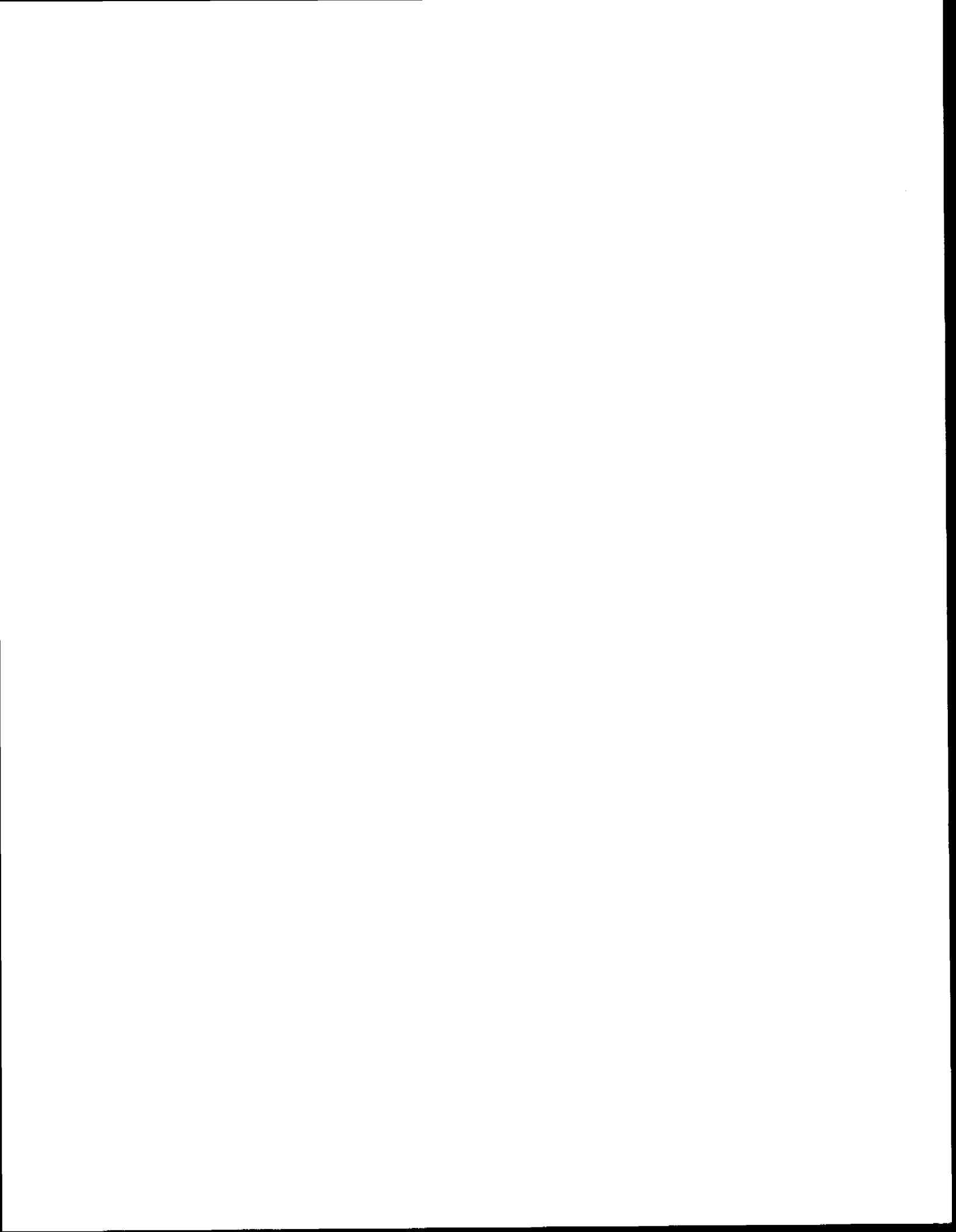
NAME	OFFICE	ADDRESS	TERM EXPIRES
Everett Bloom	Director	612 Dogwood Valley Road Kingston, TN 37763	Dec. 2009
Gary D. Callahan	Director	4715 Edgewood Rapid City, SD 57702	Dec. 2009
Paul E. Fosdick	Director	2709 Blueberry Bank Chesapeake, VA 23325	Dec. 2009
Walter D. Jones	Director	9200 East Mineral Ave. Suite 400 Englewood, CO 80112-3416	Dec. 2009
Marv Truhe	Director	P.O. Box 8112 Rapid City, SD 57709-8112	Dec. 2009
Thomas J. Zeller	Director	4523 Bellewood Drive Rapid City, SD 57702	Dec. 2009
Leo L. VanSambeek	Director	381 Fairgrounds Place Hermosa, SD 57744	Dec. 2009



**RESPEC
OFFICERS**

June 2009

NAME	OFFICE	ADDRESS	TERM EXPIRES
Thomas J. Zeller	President	4523 Bellewood Drive Rapid City, SD 57702	Dec. 2009
Gary D. Callahan	Vice President, Engineering	4715 Edgewood Rapid City, SD 57702	Dec. 2009
Samantha L. Lapin	Vice President, Information Technologies	1860 Tramway Terrace Loop NE Albuquerque, NM 87122	Dec. 2009
Jason Love	Vice President, Water and Natural Resources	4504 Jewel Court Rapid City, SD 57701	Dec. 2009
Leo L. Van Sambeek	Vice President	381 Fairgrounds Place Hermosa, SD 57744	Dec. 2009
David E. Withee	Vice President, Finance Treasurer	3230 Dover Street Rapid City, SD 57702-3490	Dec. 2009
Kirby D. Mellegard	Secretary	8510 Kings Road Rapid City, SD 57702-7759	Dec. 2009



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

ANNUAL REPORT DOMESTIC

2010

Please Type or Print Clearly in Ink

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

FILE DATE 08/02/10
RECEIPT NO 2054506
RECEIVED
AUG 02 2010
S.D. SEC. OF STATE

Telephone # (605) 394-6400
FAX # (605) 394-6514
FILING DATE: Due during the month
the Certificate of Incorporation was
issued, and delinquent after the last
day of the following month.

1. Corporate ID and Name:

DB009683

RE/SPEC Inc.
Zeller, Thomas J.
PO Box 725
Rapid City, SD 57709-0725

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.

3824 Jet Drive	Rapid City	SD	57703
Street Address	City	State	ZIP+4
PO Box 725	Rapid City	SD	57709-0725
Mailing Address (Optional)	City	State	ZIP+4

4. The name of the South Dakota Registered Agent Thomas J. Zeller

3824 Jet Drive	Rapid City	SD	57703
Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
<u>PO Box 725</u>			
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.

<input type="checkbox"/>	See Attached				
	President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	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

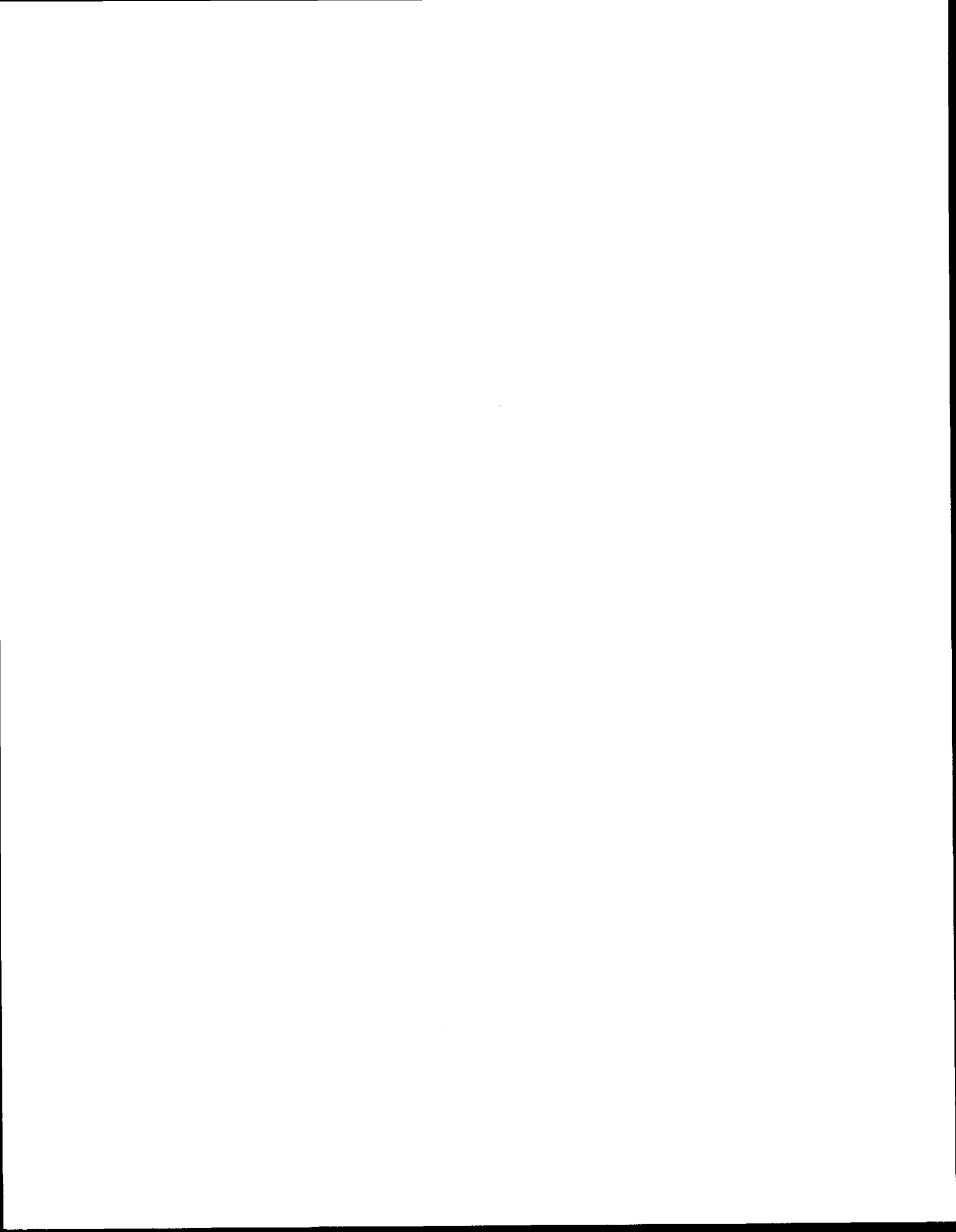
No person may execute this report knowing it is false in any material respect. Any violation is subject to a civil penalty.

Dated 07/28/2010

David E. Withee
(Signature of an Authorized Person)

David E. Withee
(Printed Name)

309 0182



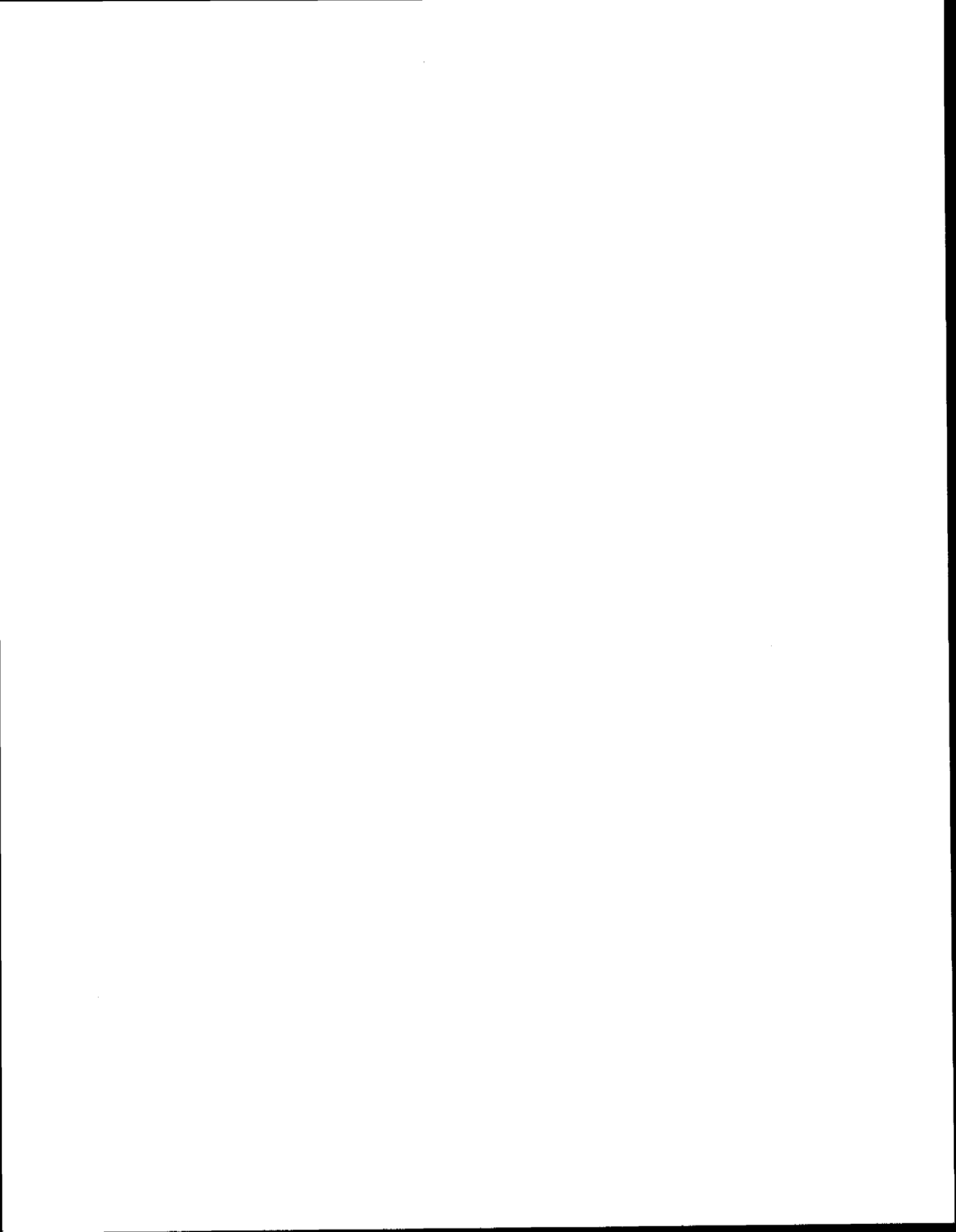
DB009683

309 0183

**RESPEC
BOARD OF DIRECTORS**

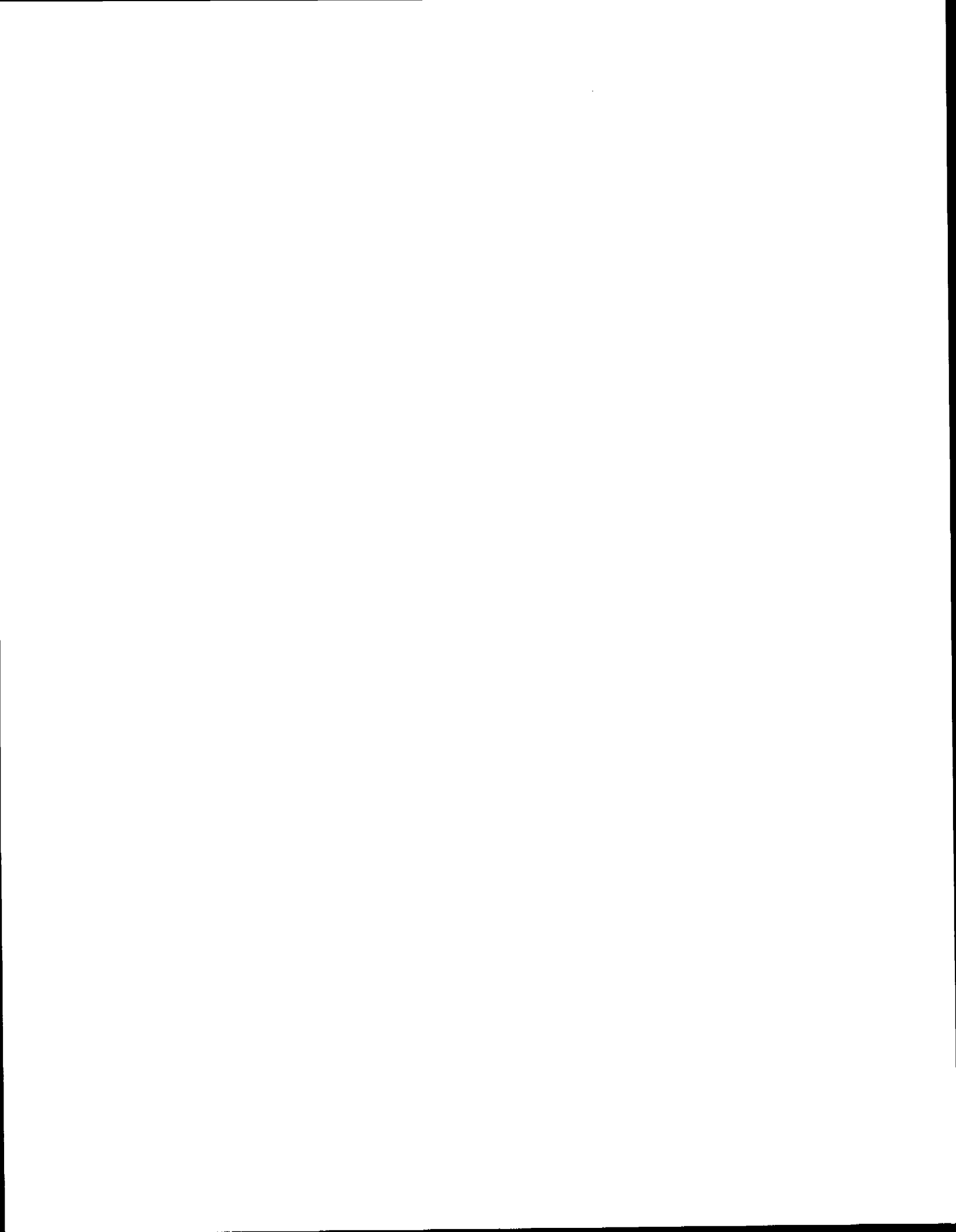
June 2010

NAME	OFFICE	ADDRESS	TERM EXPIRES
Everett Bloom	Director	612 Dogwood Valley Road Kingston, TN 37763	Dec. 2010
Gary D. Callahan	Director	4715 Edgewood Rapid City, SD 57702	Dec. 2010
Paul E. Fosdick	Director	4651 Wellington Lake Dr. Norman, OK 73026	Dec. 2010
Walter D. Jones	Director	25 Willowleaf Drive Littleton, CO 80127	Dec. 2010
Marv Truhe	Director	8505 East Alameda Avenue, Apt. 3511 Denver, CO 80230-6072	Dec. 2010
Thomas J. Zeller	Director	4523 Bellewood Drive Rapid City, SD 57702	Dec. 2010
Leo L. VanSambeek	Director	381 Fairgrounds Place Hermosa, SD 57744	Dec. 2010



**RESPEC
OFFICERS****June 2010**

NAME	OFFICE	ADDRESS	TERM EXPIRES
Thomas J. Zeller	President	4523 Bellewood Drive Rapid City, SD 57702	Dec. 2010
Gary D. Callahan	Vice President, Engineering	4715 Edgewood Rapid City, SD 57702	Dec. 2010
Samantha L. Lapin	Vice President, Information Technologies	1 Camino Alto Placitas, NM 87043	Dec. 2010
Jason Love	Vice President, Water and Natural Resources	4504 Jewel Court Rapid City, SD 57701	Dec. 2010
Leo L. Van Sambeek	Vice President	381 Fairgrounds Place Hermosa, SD 57744	Dec. 2010
David E. Withee	Vice President, Finance Treasurer	3230 Dover Street Rapid City, SD 57702-3490	Dec. 2010
Kirby D. Mellegard	Secretary	8510 Kings Road Rapid City, SD 57702-7759	Dec. 2010



2011

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
DOMESTIC

FILING FEE: \$10.00 Please Type or Print Clearly In Ink
Make check payable to SECRETARY OF STATE

FILE DATE 09/16/2011

RECEIPT NO 2109

1. Corporate ID and Name:

DB009683
RE/SPEC INC.
3824 JET DRIVE
RAPID CITY, SD57703-4757

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: THOMAS J. ZELLER

<u>3824 JET DRIVE</u>	<u>RAPID CITY</u>	<u>SD</u>	<u>57703-4757</u>
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
<u>PO BOX 725</u>	<u>RAPID CITY</u>	<u>SD</u>	<u>57709-0725</u>
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4

4. If the address has changed, its new address.

New Agent Name: TODD J KENNER

<u>3824 JET DRIVE</u>	<u>RAPID CITY</u>	<u>SD</u>	<u>57703-4757</u>
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
<u> </u>	<u> </u>	<u> </u>	<u> </u>
Mailing Address in This State, if Different from 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 09/16/2011

Signature Accepted Electronically
(Signature of an Authorized Person)

DAVID E WITHEE
(Printed Name)

2011

Enter Filing Year

ANNUAL REPORT

FILE DATE 09/16/2011

Secretary of State Office

500 E Capitol Ave

Pierre, SD 57501

(605)773-4845

DOMESTIC

FILING FEE: \$50.00 Please Type or Print Clearly In Ink
 Make check payable to SECRETARY OF STATE

RECEIPT NO 2109

1. Corporate ID and Name:

DB009683

RE/SPEC INC.

3824 JET DRIVE

RAPID CITY, SD57703-4757

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

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

3824 JET DRIVE

Street Address

RAPID CITY

City

SD

State

57703-4757

ZIP+4

PO BOX 725

Mailing Address

RAPID CITY

City

SD

State

57709-0725

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name:

TODD J KENNER

3824 JET DRIVE

Street Address or Rural Route Box Number in This State and

RAPID CITY

City

SD

State

57703-4757

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.

President

Street Address

City

State

ZIP+4

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

TODD KENNER

President

3824 JET DRIVE

Street Address

RAPID CITY

City

SD

State

57703-4757

ZIP+4

GARY CALLAHAN

Vice President

3824 JET DRIVE

Street Address

RAPID CITY

City

SD

State

57703-4757

ZIP+4

EVERETT BLOOM

Director

612 DOGWOOD VALLEY ROAD KINGSTON

Street Address

City

TN

State

37763

ZIP+4

PAUL FOSDICK

Director

4651 WELLINGTON LAKE DR

Street Address

NORMAN

City

OK

State

73026

ZIP+4

WALTER JONES

Director

25 WILLOWLEAF DRIVE

Street Address

LITTLETON

City

CO

State

80127

ZIP+4

MARV TRUHE

Director

16525 GRAYS WAY

Street Address

BROOMFIELD

City

CO

State

80023

ZIP+4

<input checked="" type="checkbox"/>	THOMAS ZELLER Director	3824 JET DRIVE Street Address	RAPID CITY City	SD State	57703-4757 ZIP+4
<input type="checkbox"/>	KIRBY MELLEARD Secretary	3824 JET DRIVE Street Address	RAPID CITY City	SD State	57703-4757 ZIP+4
<input type="checkbox"/>	LEO VANSAMBEEK Vice President	3824 JET DRIVE Street Address	RAPID CITY City	SD State	57703-4757 ZIP+4
<input type="checkbox"/>	DAVID WITHEE Treasurer	3824 JET DRIVE Street Address	RAPID CITY City	SD State	57703-4757 ZIP+4
<input type="checkbox"/>	SAMANTHA LAPIN Vice President	5971 JEFFERSON ST NE Street Address	ALBUQUERQUE City	NM State	87109 ZIP+4
<input type="checkbox"/>	JASON LOVE Vice President	3824 JET DRIVE Street Address	RAPID CITY City	SD State	57703-4757 ZIP+4
<input type="checkbox"/>	KARLA LIPP Secretary	3824 JET DRIVE Street Address	RAPID CITY City	SD State	57703-4757 ZIP+4
<input type="checkbox"/>	CHERYL CHAPMAN Vice President	3824 JET DRIVE Street Address	RAPID CITY City	SD State	57703-4757 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

Signature Accepted Electronically
(Signature of an Authorized Person)

DAVID E WITHEE
(Printed Name)

2012

Enter Filing Year

ANNUAL REPORT

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

FILE 6/28/2012

RECEIPT NO 49186

1. Corporate ID and Name:

DB009683
RE/SPEC INC.
3824 JET DRIVE
RAPID CITY, SD 57703-4757

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

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

3824 JET DRIVE	RAPID CITY	SD	57703-4757
Street Address	City	State	ZIP+4
PO BOX 725	RAPID CITY	SD	57709-0725
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: TODD J KENNER

3824 JET DRIVE	RAPID CITY	SD	57703-4757
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 type="checkbox"/>	LANCE A ROBERTS	4915 COPPERHILL COURT	RAPID CITY	SD	57702
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DOUGLAS FLUKE	701 S. OLIVE AVE., #1912	WEST PALM BEACH	FL	33401
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	AL J SERRANO	11122 WILLIAM PLAZA	OMAHA	NE	68144
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	TODD J KENNER	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	GARY D CALLAHAN	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	PAUL E FOSDICK	4651 WELLINGTON LAKE DR	NORMAN	OK	73026
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	WALTER D JONES	25 WILLOWLEAF DRIVE	LITTLETON	CO	80127
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	MARV TRUHE	16525 GRAYS WAY	BROOMFIELD	CO	80023
	Director	Street Address	City	State	ZIP+4

<input type="checkbox"/>	KIRBY D MELLEARD	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>	LEO L VANSAMBEEK	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	DAVID E WITHEE	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>	SAMANTHA L LAPIN	5971 JEFFERSON ST NE	ALBUQUERQUE	NM	87109
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JASON T LOVE	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	KARLA R LIPP	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>	CHERYL K CHAPMAN	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Vice President	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

Signature Accepted Electronically

(Signature of an Authorized Person)

DAVID E WITHEE

(Printed Name)

2012

Enter Filing Year

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH

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

DOMESTIC

Please Type or Print Clearly In Ink

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

FILE 3/7/2013

RECEIPT NO 99684

1. Corporate ID and Name:

DB009683
RE/SPEC INC.
3824 JET DRIVE
RAPID CITY, SD 57703-4757

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: TODD J KENNER

3824 JET DRIVE	RAPID CITY	SD	57703-4757
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
---	------	-------	-------

4. If the address has changed, its new address.

New Agent Name: CORPORATION SERVICE COMPANY

503 SOUTH PIERRE STREET	PIERRE	SD	57501-4522
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.

Date 03/07/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

MAUREEN CATHELL

(Printed Name)

2013

Enter Filing Year

ANNUAL REPORT

FILE 7/19/2013

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

DOMESTIC

Please Type or Print Clearly In Ink

RECEIPT NO 129811

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

1. Corporate ID and Name:

DB009683
RE/SPEC INC.
3824 JET DRIVE
RAPID CITY, SD 57703-4757

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

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

3824 JET DRIVE	RAPID CITY	SD	57703-4757
Street Address	City	State	ZIP+4
PO BOX 725	RAPID CITY	SD	57709-0725
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: CORPORATION SERVICE COMPANY

503 SOUTH PIERRE STREET	PIERRE	SD	57501-4522
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 type="checkbox"/>	LANCE A ROBERTS	3824 JET DRIVE	RAPID CITY	SD	57709
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DOUGLAS FLUKE	3824 JET DRIVE	RAPID CITY	SD	57709
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	AL J SERRANO	11122 WILLIAM PLAZA	OMAHA	NE	68144
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	TODD J KENNER	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	PAUL E FOSDICK	4651 WELLINGTON LAKE DR	NORMAN	OK	73026
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	WALTER D JONES	25 WILLOWLEAF DRIVE	LITTLETON	CO	80127
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	MARV TRUHE	16525 GRAYS WAY	BROOMFIELD	CO	80023
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	KIRBY D MELLEGARD	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Secretary	Street Address	City	State	ZIP+4

<input type="checkbox"/>	LEO L VANSAMBEEK	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	DAVID E WITHEE	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>	SAMANTHA L LAPIN	5971 JEFFERSON ST NE	ALBUQUERQUE	NM	87109
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JASON T LOVE	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	CHERYL K CHAPMAN	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Vice President	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

Signature Accepted Electronically

 (Signature of an Authorized Person)
 DAVID E WITHEE

 (Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

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

FILE DATE 6/27/2014

RECEIPT NO 212605

1. Corporate ID and Name:

DB009683
RE/SPEC INC.
3824 JET DRIVE
RAPID CITY, SD 57703-4757

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

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

3824 JET DRIVE	RAPID CITY	SD	57703-4757
Street Address	City	State	ZIP+4
PO BOX 725	RAPID CITY	SD	57709-0725
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: CORPORATION SERVICE COMPANY

503 SOUTH PIERRE STREET	PIERRE	SD	57501-4522
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 type="checkbox"/>	LANCE A ROBERTS	3824 JET DRIVE	RAPID CITY	SD	57709
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	DOUGLAS FLUKE	3824 JET DRIVE	RAPID CITY	SD	57703
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	AL J SERRANO	11122 WILLIAM PLAZA	OMAHA	NE	68144
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	TODD J KENNER	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	PAUL E FOSDICK	4651 WELLINGTON LAKE DR	NORMAN	OK	73026
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	WALTER D JONES	25 WILLOWLEAF DRIVE	LITTLETON	CO	80127
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	MARV D TRUHE	16525 GRAYS WAY	BROOMFIELD	CO	80023
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	KARLA R LIPP	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Secretary	Street Address	City	State	ZIP+4

<input type="checkbox"/>	LEO L VANSAMBEEK	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	DAVID E WITHEE	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>	SAMANTHA L LAPIN	5971 JEFFERSON ST NE	ALBUQUERQUE	NM	87109
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JASON T LOVE	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	CHERYL K CHAPMAN	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	DAVID E WITHEE	3824 JET DRIVE	RAPID CITY	SD	57703-4757
	Vice President	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

Signature Accepted Electronically

(Signature of an Authorized Person)

DAVID E WITHEE

(Printed Name)

2015

ANNUAL REPORT

FILE DATE 8/10/2015

Enter Filing Year

DOMESTIC

RECEIPT NO 326106

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:

DB009683

RE/SPEC INC.

Telephone # _____

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

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

3824 JET DRIVE	RAPID CITY	SD	57703-4757
Actual Street Address or Rural Route Box Number	City	State	ZIP+4
PO BOX 725	RAPID CITY	SD	57709-0725
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: CORPORATION SERVICE COMPANY

503 SOUTH PIERRE STREET	PIERRE	SD	57501-4522
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 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"/>	DOUGLAS FLUKE	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
	Director	Actual Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	AL J SERRANO	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
	Director	Actual Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	TODD J KENNER	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
	President	Actual Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	PAUL E FOSDICK	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
	Director	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	WALTER D JONES	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
	Director	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	MARV D TRUHE	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
	Director	Actual Street Address	City	State	ZIP+4

<input type="checkbox"/>	KARLA R LIPP	3425 KYLE STREET	RAPID CITY	SD	57701
	Secretary	Actual Street Address	City	State	ZIP+4

<input type="checkbox"/>	DAVID E WITHEE	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
	Treasurer	Actual Street Address	City	State	ZIP+4

<input type="checkbox"/>	JASON T LOVE	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
	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

Email _____
(Optional)

Signature Accepted Electronically _____

(Signature of an Authorized Person)

DAVID E WITHEE _____

(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.

8/10/2015 9:38:43 AM

2016

Enter Filing Year

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

ANNUAL REPORT

DOMESTIC CORPORATION

SDCL 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 6/22/2016

RECEIPT NO 429031

1. Corporate ID and Name:

DB009683

Enter Corporate ID

RE/SPEC INC.

Enter Corporate Name

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

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

3824 JET DRIVE	RAPID CITY	SD	57703-4757
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Actual Street Address or Rural Route Box Number	City	State	ZIP+4
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PO BOX 725	RAPID CITY	SD	57709-0725
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Mailing Address, if Different from Street Address	City	State	ZIP+4
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4. The name of the South Dakota Registered Agent

Agent Name: CORPORATION SERVICE COMPANY

503 SOUTH PIERRE STREET	PIERRE	SD	57501-4522
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Actual Street Address or Rural Route Box Number in This State	City	State	ZIP+4
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Mailing Address in This State, if Different from Street Address	City	State	ZIP+4
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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.

<input checked="" type="checkbox"/>	DOUGLAS FLUKE	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
Director		Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	AL J SERRANO	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
Director		Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	TODD J KENNER	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
President		Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	PAUL E FOSDICK	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
Director		Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	WALTER D JONES	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
Director		Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	MARV D TRUHE	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
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Director	Actual Street Address	City	State	ZIP+4
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<input type="checkbox"/>	KARLA R LIPP	3425 KYLE STREET	RAPID CITY	SD	57701
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Secretary	Actual Street Address	City	State	ZIP+4
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<input type="checkbox"/>	PHILIP A WELLING	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
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Treasurer	Actual Street Address	City	State	ZIP+4
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<input checked="" type="checkbox"/>	JASON T LOVE	3824 JET DRIVE, PO BOX 725	RAPID CITY	SD	57709
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Director	Actual 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 (SDCL 47-1A-129).

Dated

Signature Accepted Electronically

(Signature of an Authorized Person)

KARLA R LIPP

(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.

6/22/2016 2:01:37 PM