

5711700

State of South Dakota



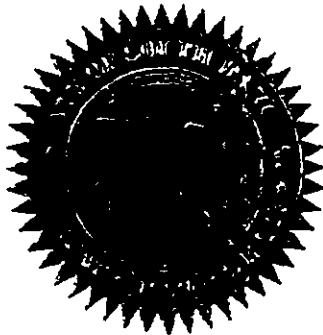
OFFICE OF THE SECRETARY OF STATE

Certificate of Organization Limited Liability Company

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of **BENNECO, LLC** duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Organization and attach hereto a duplicate of the Articles of Organization.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this May 9, 2000.



A handwritten signature of Joyce Hazeltine in cursive script.

Joyce Hazeltine
Secretary of State

0005301 0047
5/11/66
RELATION

END PAGE OF STORY

RECEIVED
MAY 09 '00
S.D. SEC. OF STATE
PL-2473

Name

Duration

Purposes

Powers

Designated Office

Registered Agent

Page 1 of 4

0005301.0047
5/11/00

ARTICLE VII
Members, Division of Income and Expenses, and Contributions

The Members agree to share in all post formation income and surplus of the Company according to their percentage of ownership. The dollar amount of the total agreed contributions by the Members is shown as reported in the First Annual Report.

ARTICLE VIII
Additional Contributions

Additional contributions shall be made at such times and in such amounts as may be agreed to by the Members as provided for in the Operating Agreement of the Company.

ARTICLE IX
Additional Members

Additional Members may be admitted only at such times and on such terms and conditions as the Member(s) may unanimously agree in accordance with law.

ARTICLE X
Continuation of Business

The remaining Member(s) of the Company may continue the business upon the termination of membership of a Member in the Company upon the agreement of the remaining Member(s), and as otherwise provided in the Operating Agreement of the Company.

ARTICLE XI
Management

The Company is to be "Member-Managed" by the Member(s) through an Operating Manager and other Officers. All officers shall be Members. The initial Operating Manager(s), the initial Secretary, and the initial Treasurer of the Company shall serve in such capacity, pursuant to the Operating Agreement of the Company, until the First Annual Meeting of the Members, or until their successors are elected and qualified. At the First Annual Meeting and each annual meeting thereafter, the Members shall elect the Operating Manager(s) and the other Officers of the Company in the manner prescribed in the Operating Agreement. They shall serve pursuant to the terms of the Operating Agreement. The authorities and duties of the Operating Manager(s) and the other Officers shall be set forth in the Operating Agreement.

ARTICLE XII
Organizer

The name and address of the Organizer of the Company is Robert J. Hollan, 1220 Mt. Rushmore Road, Suite 2, Rapid City, SD 57701.

0005301.0047
11/1/00
ARTICLE XIII
Operating Agreement

The initial Operating Agreement will be adopted by the unanimous consent of the Members. The power to alter, amend, or repeal the Operating Agreement, or adopt a new Operating Agreement, is vested in the Members by a unanimous vote of the Members.

ARTICLE XIV
Indemnification and Reimbursement

- (1) The Company shall indemnify any individual made a party to a proceeding because he or she is or was a manager, officer, employee, or agent of the Company against liability incurred in the following event:
 - (a) The individual conducted himself or herself in good faith;
 - (b) The individual reasonably believed that his or her conduct was in, or at least not opposed to, the Company's best interest; and,
 - (c) In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct was unlawful.
- (2) The Company shall pay for or reimburse the reasonable expenses incurred by a Member, manager, officer, employee, or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:
 - (a) The individual furnishes the Company with a written affirmation of the good faith belief that he or she has met the standard of conduct described herein;
 - (b) The individual furnishes the Company a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and,
 - (c) A determination is made that the facts then known to those making the determination would not preclude indemnification under South Dakota Law.
- (3) The indemnification and advance of expenses authorized herein shall not be exclusive of any other rights to which any manager, officer, employee, or agent may be entitled under the Operating Agreement, any Management Agreement, by a vote of Member(s) or disinterested managers, or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. Notwithstanding any provision to the contrary, these Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the full extent permitted by law.

ARTICLE XV
Amendment

These Articles may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 8th day of May, 2000.


ROBERT J. HOLLAN, Organizer

STATE OF SOUTH DAKOTA)
) SS.
COUNTY OF PENNINGTON)

0005301.0047
5/11/00

On this 8 day of May, 2000, before me, the undersigned officer, personally appeared, Robert J. Hollan, known to me to be the person described in the foregoing instrument, and acknowledged that he executed the same in the capacity therein stated and for the purpose therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal.

Maria Allen

Notary Public

My Commission Expires: 01-31-2005
(SEAL)

0005301.0047
5/11/00

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Robert J. Hollan, hereby give my consent to serve as registered agent for BENNECO, LLC.

Dated this 8th day of May, 2000.

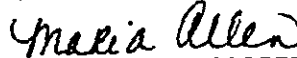


Robert J. Hollan, Organizer
BENNECO, LLC

STATE OF SOUTH DAKOTA)
) SS.
COUNTY OF PENNINGTON)

On this 8 day of May, 2000, before me, the undersigned officer, Robert J. Hollan, personally appeared, known to me to be the person described in the foregoing instrument, and acknowledged that he executed the same in the capacity therein stated and for the purpose therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal.



Notary Public

My Commission Expires: 01-31-2005
(SEAL)

0005301.0047
5/11/00
FIRST ANNUAL REPORT
OF
BENNECO, LLC

RECEIVED
MAY 07 '00
S.D. SEC. OF STATE

This First Annual Report is hereby prepared by BENNECO, LLC (the "Company"), pursuant to Section 211(c) of the South Dakota Limited Liability Company Act (the "Act"), and presented for filing with the Secretary of State of the State of South Dakota. BENNECO, LLC hereby represents and certifies the following:

Name

The name of this Company is "BENNECO, LLC", and is organized under the laws of the state of South Dakota, in the country of the United States of America.

Principal Office

The street address of the Company's principal office and principal place of business is 820 Columbus Street, Rapid City, South Dakota, 57701.

Registered Office and Registered Agent

The Company's registered office is 1220 Mt. Rushmore Road, Suite 2, Rapid City, South Dakota, 57701 and the Company's registered agent for service of process in this state is Mr. Robert J. Hollan and his street address is 1220 Mt. Rushmore Road, Suite 2, Rapid City, South Dakota, 57701.

Manager

Member-Managed

The name and address of the Operating Manager of the Company is Sam Benne, whose address is 3918 Mary Drive, Rapid City, South Dakota, 57702.

Contributions

The dollar amount of the total agreed contributions to the Company does not exceed Fifty Thousand Dollars (\$50,000.00).

WHEREFORE, the information provided in this Annual Report is current as of the date of this report, May 8, 2000, which is signed on behalf of the Company by its Organizer under authority of SDCL § 47-34A-205, and is submitted accordingly with the Articles of Organization of BENNECO, LLC and any such applicable fees under the Act.


ROBERT J. HOLLAN, Organizer

0005301.0047
5/11/00

Receipt Number: 882367
File Number DL002973

ART OF ORG

For

BENNECO, LLC

Filed at the request of:

WHITING HAGG & HAGG
ROBERT J. HOLLAN
BOX 8008
RAPID CITY SD 57709

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: Tuesday, May 09, 2000


Secretary of State

Fee Received: \$90 for contribution of \$50,000

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

0105209.0775
ANNUAL REPORT
DOMESTIC LLC
PLEASE TYPE OR USE BLACK INK

FILE DATE 5-8-01
RECEIPT NO. 950975
RECEIVED
MAY 8 '01
APR 26 '01
S.D. SEC. OF STATE
S.D. SEC. OF STATE

1. L.L.C. Name, Registered Agent and Mailing Address:

DL-002973 MAY/0000
BENNECO, LLC
HOLLAN, ROBERT J.
1220 MT RUSHMORE RD STE 2
RAPID CITY SD 57701-3665

Telephone # 605-394-9611
FAX # 605-394-9611
Federal Taxpayer ID
FILING DATE: Due during the month the
Certificate of Organization was issued, and
delinquent after the last day of the following
month.

2. The state or country under whose law it is organized is:

South Dakota

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

above #1

4. The address of its principal office is:

2335 West Main
Rapid City, SD 57702

5. The names and business addresses of any managers:

Robert K Benne - operating Manager 1709 3rd St
Sturgis, SD 57785
Sam Benne - member 3918 Mary Dr
Rapid City, SD 57702

6. The dollar amount of the total agreed contributions to the Limited Liability Company is \$0.000.

Date: 4-11-01

[Signature]
(Signature and Title)

The information must be current as of the date the annual report is signed on behalf of the limited liability company.

The annual report must be signed by a manager of a manager-managed company, or a member of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

* FILING FEE: \$50

If the report reflects additional contributions in excess of those stated in the prior report, an additional fee is due to make the total sum equal to the fee due on the below listed fee schedule.

AGREED CONTRIBUTION	FEE
Not in excess of \$50,000	\$ 90
\$50,001 to \$100,000	\$150
In excess of \$100,000	\$150 for first \$100,000 plus \$.50 for each additional \$1,000

The maximum amount charged may not exceed sixteen thousand dollars (\$16,000).

DBLLCAR.DOC

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

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

FILING FEE: \$10

011031000935
RECEIVED

OCT 1 '01

S.D. SEC. OF STATE

Pursuant to the provisions of the South Dakota 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 BENNECO, LLC *DB 002973*
2. The previous street address or a statement that there is no street address, of its registered office 1220 Mt. Rushmore Road,
Suite 2, Rapid City, South Dakota ZIP 57701
3. The street address, or a statement that there is no street address, to which the registered office is to be changed is 2335 W.
Main Street, Rapid City, South Dakota ZIP 57702
4. The name of its previous registered agent is Robert J. Hollan
5. The name of its successor registered agent is * Robert Kim Benne

* 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 public.

Date 9-27-01

Sam Benne
(Signature) Sam Benne
Operating Manager
(Title)

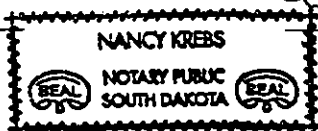
STATE OF SOUTH DAKOTA

COUNTY OF PENNINGTON

I, Nancy Krebs, a notary public, do hereby certify that on this 27 day of Sept, 2001,
personally appeared before me Sam Benne who, being by me first duly sworn, declared that he/she is the
Operating Manager of BENNECO, LLC that he/she signed the foregoing document as officer of the
corporation, and the statements therein contained are true.

My Commission Expires 4-1-2004

Notarial Seal



CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Robert Kim Benne, hereby give my consent to serve as the
(name of registered agent)

registered agent for BENNECO, LLC (corporate name)

Dated 9-27-01

Robert K Benne
(signature of registered agent)

K
0
1
1

011031000935
10/15/01

Receipt Number: 1019006
File Number DL002973

STATEMENT OF CHANGE

For

BENNECO, LLC

Filed at the request of:

FIRST AMERICAN TITLE COMPANY OF SOUTH DAKOTA
PO BOX 8181
RAPID CITY SD 57701

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: Monday, October 01, 2001


Secretary of State

Fee Received: \$10.00

2002

ANNUAL REPORT

DOMESTIC LLC.
PLEASE TYPE OR USE BLACK INK

205214.2760
5/10/02

FILE DATE

RECEIPT NO.

4-16-02
109033
RECEIVED

APR 16 02

1. LLC Name, Registered Agent and Mailing Address:



DL-002973 MAY/2001
BENNECO, LLC
BENNE, ROBERT KIM
2335 W MAIN STREET
RAPID CITY SD 57702-2419

Telephone # 605-394-9676
FAX # 605-
Federal Taxpayer ID
FILING DATE: Due during the month the Certificate of Organization was issued, and delinquent after the last day of the following month.

2. The state or country under whose law it is organized is:

South Dakota

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

Robert Kim Benne - Registered Agent
2335 W Main St.
Rapid City, SD 57702

4. The address of its principal office is:

2335 W Main St.
Rapid City, SD 57702

5. The names and business addresses of any managers:

Sam Benne, 3918 Mary Dr Rapid City, SD 57702
Robert Kim Benne, 2335 W Main St., Rapid City SD 57702

6. The dollar amount of the total agreed contributions to the Limited Liability Company is \$

50,000

Dated

4-12-02

(Signature and Title)

operating Mgr.

The information must be current as of the date the annual report is signed on behalf of the limited liability company.

The annual report must be signed by a manager of a manager-managed company, or a member of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

* FILING FEE: \$50

If the report reflects additional contributions in excess of those stated in the prior report, an additional fee is due to make the total sum equal to the fee due on the below listed fee schedule.

AGREED CONTRIBUTION	FEE
Not in excess of \$50,000	\$ 90
\$50,001 to \$100,000	\$150
In excess of \$100,000	\$150 for first \$100,000 plus \$.50 for each additional \$1,000

The maximum amount charged may not exceed sixteen thousand dollars (\$16,000.).

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845 FAX (605) 773-4550
www.state.sd.us/sos/sos.htm

DBLLCAR.DOC

2003

ANNUAL REPORT

DOMESTIC LLC.
PLEASE TYPE OR USE BLACK INK

0305220 2693
5/20/03

FILE DATE 5-1-03
RECEIPT NO. RECEIVED
1207825
APR 25 '03

1. LLC Name, Registered Agent and Mailing Address:



DL-002973 MAY/2002
BENNECO, LLC
BENNE, ROBERT KIM
2335 W MAIN STREET
RAPID CITY SD 57702-2419

Telephone # _____
FAX # _____
Federal Taxpayer ID _____
FILING DATE: Due during the month the Certificate of Organization was issued, and delinquent after the last day of the following month.

S.D. SEC. OF STATE

2. The state or country under whose law it is organized is:

South Dakota

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

Robert Kim Benne
2335 W Main Street
Rapid City, SD 57702-2419

4. The address of its principal office is:

2335 W Main Street
Rapid City, SD 57702-2419

5. The names and business addresses of any managers:

Robert Kim Benne
2335 W Main Street
Rapid City, SD 57702-2419

6. The dollar amount of the total agreed contributions to the Limited Liability Company is \$

50,000.00

Dated

4/23/03

Robert Kim Benne - Manager
(Signature and Title)

The information must be current as of the date the annual report is signed on behalf of the limited liability company.

The annual report must be signed by a manager of a manager-managed company, or a member of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

* FILING FEE: \$50

If the report reflects additional contributions in excess of those stated in the prior report, an additional fee is due to make the total sum equal to the fee due on the below listed fee schedule.

AGREED CONTRIBUTION	FEE
Not in excess of \$50,000	\$ 90
\$50,001 to \$100,000	\$150
In excess of \$100,000	\$150 for first \$100,000 plus \$ 50 for each additional \$1,000

The maximum amount charged may not exceed sixteen thousand dollars (\$16,000.).

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845 FAX (605) 773-4550
www.state.sd.us/sos/sos.htm

DBLLCAR.DOC

ANNUAL REPORT

DOMESTIC L.L.C.
PLEASE TYPE OR USE BLACK INK

1. L.L.C. Name, Registered Agent and Mailing Address:



DL002973 MAY/2003
BENNECO, LLC
BENNE, ROBERT KIM
2335 W MAIN STREET
RAPID CITY SD 57702-2419

FILE DATE 6/17/04
RECEIPT NO. 332655

RECEIVED

JUN 17 04

Telephone # 605-394-7611FAX # 605-391-6880

Federal Taxp:

FILING DATE: Due during the month the Certificate
of Organization was issued, and delinquent after the
last day of the following month.

2. The state or country under whose law it is organized is: So. Dak.

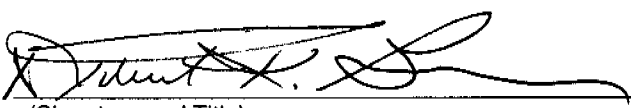
3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

Robert Kim Benne2335 W. Main St., Rapid City, SD 577024. The address of its principal office is: SAME

5. The names and business addresses of any managers:

Robert Kim Benne2335 W. Main St.Rapid City SD 577026. The dollar amount of the total agreed contributions to the Limited Liability Company is \$ 50,000

The information must be current as of the date the annual report is signed on behalf of the limited liability company. The annual report must be **signed** by a **manager** of a manager-managed company, or a **member** of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

Dated 5-31-04

(Signature and Title)
FILING FEE: \$50 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

*If the report reflects additional contributions in excess of those stated in the prior report, an additional fee is due, less the previous fee already paid on contributions, to make the cumulative fee equal to the filing fee due on the fee schedule listed below.

Total agreed contributions.....	25,000	 or less	\$100
Over \$25,000 and not exceeding	100,000	.....	125
Over \$100,000 and not exceeding	500,000	.....	200
Over \$500,000 and not exceeding	1,000,000	.....	300
Over \$1,000,000 and not exceeding	1,500,000	.....	400
Over \$1,500,000 and not exceeding	2,000,000	.....	500
Over \$2,000,000 and not exceeding	2,500,000	.....	600
Over \$2,500,000 and not exceeding	3,000,000	.....	700
Over \$3,000,000 and not exceeding	3,500,000	.....	800
Over \$3,500,000 and not exceeding	4,000,000	.....	900
Over \$4,000,000 and not exceeding	4,500,000	.....	1,000
Over \$4,500,000 and not exceeding	5,000,000	.....	1,100
For each additional \$500,000, \$250 in addition to \$1,100			

The maximum amount charged under this subsection together with any subsequent payments may not exceed sixteen thousand dollars

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

Revised 7/03
DBLLCAR.DOC

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

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

FILING FEE: \$10

The undersigned Limited Liability Company 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 limited liability company is _____
2. The previous address of its registered office _____

ZIP _____
3. The address to which the registered office is to be changed (including street address) is _____

ZIP _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is _____
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. The change was authorized by affirmative vote of a majority of the members of the limited liability company.

The statement shall be verified by one or more of its managers if manager-managed, or by any member if member-managed.

Date _____

(Signature)

(Title)

llcstchnge.doc (LLCStch)

236 1217 04/27/2005
236 1217 04/27/2005

2005

ANNUAL REPORT

DOMESTIC L.L.C.
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$50 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

L.L.C. Name, Registered Agent and Mailing Address:



DL002973
DL002973 MAY/2004
BENNECO, LLC
BENNE, ROBERT KIM
2335 W MAIN STREET
RAPID CITY SD 57702-2419

FILE DATE 05/01/05
RECEIPT NO. 1430295
RECEIVED
APR 1 2005
S.D. SOS 57607

Telephone # 605-394-2611
FAX # 605-394-0185
Federal Taxpa
FILING DATE: Due during the month the Certificate
of Organization was issued, and delinquent after the
last day of the following month.

2. The state or country under whose law it is organized is: South Dakota, USA

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

2335 West Main, Rapid City, SD 57702
Robert K. Benne registered agent

4. The address of its principal office is: 2335 West Main St.
Rapid City, SD 57702

5. The names and business addresses of any managers:

Robert Kim Benne operating Managers 2335 West Main
Sam S. Benne Member Rapid City, SD 57702

6. The dollar amount of the total agreed contributions to the Limited Liability Company is \$ 50000.00

The information must be current as of the date the annual report is signed on behalf of the limited liability company. The annual report must be signed by a manager of a manager-managed company, or a member of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

Dated 4/18/05

Robert Kim Benne
(Signature)

Operating Manager / Registered Agent
(Title)

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

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

FILING FEE: \$10

The undersigned Limited Liability Company 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 limited liability company is _____
2. The previous address of its registered office _____

ZIP _____
3. The address to which the registered office is to be changed (including street address) is _____

ZIP _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is _____
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. The change was authorized by affirmative vote of a majority of the members of the limited liability company.

The statement shall be verified by one or more of its managers if manager-managed, or by any member if member-managed.

Date _____

(Signature)

(Title)

248 3700 05/16/2006

2006

ANNUAL REPORT

DOMESTIC L.L.C.
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$50 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 05/01/06
RECEIPT NO. 1553085
RECEIVED
APR 21 '06
S.D. SEC. OF STATE

1. L.L.C. Name, Registered Agent and Mailing Address:



DL002973
DL002973 MAY/2005
BENNECO, LLC
BENNE, ROBERT KIM
2335 W MAIN STREET
RAPID CITY SD 57702-2419

Telephone # 605-394-9611
FAX # 605-394-0185

FILING DATE: Due during the month the Certificate of Organization was issued, and delinquent after the last day of the following month.

2. The state or country under whose law it is organized is:

South Dakota, USA

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

2335 West Main, Rapid City, SD 57702

Robert Kim Benne Registered Agent

4. The address of its principal office is: 2335 West Main St.

Rapid City, SD 57702

5. The names and business addresses of any managers:

Robert Kim Benne Operating Manager
Sam S. Benne Member

2335 West Main St.
Rapid City, SD 57702

The information must be current as of the date the annual report is signed on behalf of the limited liability company. The annual report must be **signed** by a **manager** of a manager-managed company, or a **member** of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

Dated

4/17/06

Signature

Printed Name

Robert K. Benne

Title

Operating Manager / Registered Agent

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

Revised 7/05 DBLLCAR.DOC

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

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

FILING FEE: \$10

The undersigned Limited Liability Company 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 limited liability company is _____
2. The previous address of its registered office _____

_____ ZIP _____
3. The address to which the registered office is to be changed (including street address) is _____

_____ ZIP _____
4. The name of its previous registered agent is _____
5. The name of its successor registered agent is _____
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. The change was authorized by affirmative vote of a majority of the members of the limited liability company.

The statement shall be verified by one or more of its managers if manager-managed, or by any member if member-managed.

Date _____

(Signature)

(Title)

261 2758
2007**ANNUAL REPORT**

DOMESTIC L.L.C.

PLEASE TYPE OR USE BLACK INK

FILING FEE: \$50 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGSFILE DATE 5/11/07
RECEIPT NO. 1672894**RECEIVED****APR 20 2007**S.D. SEC. OF STATE

1. L.L.C. Name, Registered Agent and Mailing Address:

*DL002973*
DL002973 MAY/2006
BENNECO, LLC
BENNE, ROBERT KIM
2335 W MAIN STREET
RAPID CITY SD 57702-2419Telephone # 605 394 9611
FAX # 605 394 0185

FILING DATE: Due during the month the Certificate of Organization was issued, and delinquent after the last day of the following month.

2. The state or country under whose law it is organized is:

South Dakota, U.S.A.

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

2335 W. Main Rapid City, SD 57702
Robert Benne Registered Agent4. The address of its principal office is: 2335 W. MainRapid City SD 57702

5. The names and business addresses of any managers:

Robert Benne Operating Manager
Sam S. Benne Member2335 W. Main Rapid City SD 57702The information must be current as of the date the annual report is signed on behalf of the limited liability company. The annual report must be **signed** by a **manager** of a manager-managed company, or a **member** of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

Dated

4/18/07

Signature

Printed Name

Robert K. Benne

Title

Operating Manager / Registered AgentRETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845
www.sdsos.gov

Revised 7/05 DBLLCAR.DOC

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

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

FILING FEE: \$10

The undersigned Limited Liability Company 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 limited liability company is _____
2. The previous address of its registered office _____

ZIP _____
3. The address to which the registered office is to be changed (including street address) is _____

ZIP _____
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. The change was authorized by affirmative vote of a majority of the members of the limited liability company.

The statement shall be verified by one or more of its managers if manager-managed, or by any member if member-managed.

Date _____

(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 _____

(limited liability company name)

Dated _____

(signature)

275 3765
2008**ANNUAL REPORT**

DOMESTIC L.L.C.

PLEASE TYPE OR USE BLACK INK

FILING FEE: \$50 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGSFILE DATE 05/01/08RECEIPT NO. 1191221**RECEIVED****APR 28 2008****S.D. SEC. OF STATE**

1. L.L.C. Name, Registered Agent and Mailing Address:



DL002973 MAY/2007

BENNECO, LLC

BENNE, ROBERT KIM

2335 W MAIN STREET

RAPID CITY SD 57702-2419

Telephone # 605-394-9611FAX # 605-394-0185

FILING DATE: Due during the month the Certificate of Organization was issued, and delinquent after the last day of the following month.

2. The state or country under whose law it is organized is: South Dakota, USA

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

2335 West Main St. Rapid City, SD 57702Robert Benne Registered Agent4. The address of its principal office is: 2335 West Main St.Rapid City SD 57702

5. The names and business addresses of any managers:

Robert Benne Operating Manager 2335 West Main St.
Rapid City, SD 57702Sam Benne Member.

The information must be current as of the date the annual report is signed on behalf of the limited liability company. The annual report must be **signed** by a **manager** of a manager-managed company, or a **member** of a member-managed company. It must state adjacent to the signature the name and capacity of the signer.

Dated 4/25/08
SignatureRobert K. Benne
Printed NameOperating Manager / Registered Agent
Title

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077

PHONE: 605-773-4845

www.sdsos.gov

Revised 7/05 DBLLCAR.DOC

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

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

FILING FEE: \$10

The undersigned Limited Liability Company 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 limited liability company is _____
2. The previous address of its registered office _____

ZIP _____
3. The address to which the registered office is to be changed (including street address) is _____

ZIP _____
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. The change was authorized by affirmative vote of a majority of the members of the limited liability company.

The statement shall be verified by one or more of its managers if manager-managed, or by any member if member-managed.

Date _____

(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 _____
(limited liability company name)

Dated _____

(signature)

2009

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

ANNUAL REPORT DOMESTIC L.L.C.

Please Type or Print Clearly in Ink

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

1. L.L.C. Name, Registered Agent Name and Address:



DL002973 MAY/2008
BENNECO, LLC
BENNE, ROBERT KIM
2335 W MAIN STREET
RAPID CITY SD 57702-2419

FILE DATE 05/01/09
RECEIPT NO 1909063

RECEIVED

APR 28 2009

S.D. SEC. OF STATE

Telephone # 605-394-9611
FAX # 605-394-0185

FILING DATE: Due during the month the Certificate of Organization 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.

2335 West Main St. Rapid City SD 57702-2419
Street Address City State ZIP+4

Same
Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent Robert Benne

2335 West Main St. Rapid City SD 57702-2419
Street Address (Required to be a South Dakota Address) City State ZIP+4

Same
Mailing Address (Optional - Required to be a South Dakota Address) City State ZIP+4

4. The names and business addresses of its managers. If the L.L.C. is member-managed the names and addresses of the members need not be set forth.

Robert Benne 2335 West Main St. Rapid City SD 57702-2419
Manager Street Address City State ZIP+4

Manager Street Address City State ZIP+4

Manager Street Address City State ZIP+4

Dated 4/27/09

Robert K. Benne
(Signature of an Authorized Manager or Member)

Robert K. Benne
(Printed Name)

Operating Mgr. / Registered Agent
(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)

2010

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

ANNUAL REPORT DOMESTIC L.L.C.

Please Type or Print Clearly in Ink

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

FILE DATE 05/01/10
RECEIPT NO 20233609
RECEIVED
APR 20 2010
S.D. SEC. OF STATE

1. L.L.C. Name, Registered Agent Name and Address:



DL002973 MAY/2009
BENNECO, LLC
BENNE, ROBERT KIM
2335 W MAIN STREET
RAPID CITY SD 57702-2419

Telephone # _____
FAX # _____
FILING DATE: Due during the month
the Certificate of Organization 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.

2335 West Main St Rapid City SD 57702-2419
Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent Robert K. Benne

2335 West Main St. Rapid City SD 57702-2419
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

4. The names and business addresses of its managers. If the L.L.C. is member-managed the names and addresses of the members need not be set forth.

Robert Benne 2335 West Main St. Rapid City SD 57702-2419
Manager Street Address City State ZIP+4

Manager Street Address City State ZIP+4

Manager Street Address City State ZIP+4

Dated 4/19/10

Robert K. Benne
(Signature of an Authorized Manager or Member)

Robert K. Benne
(Printed Name)

Operating Mgr. / Registered Agent
(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)

2011

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

ANNUAL REPORT DOMESTIC L.L.C.

Please Type or Print Clearly in Ink

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

1. L.L.C. Name, Registered Agent Name and Address:



DL002973 MAY/2010
BENNECO, LLC
BENNE, ROBERT KIM
2335 W MAIN STREET
RAPID CITY SD 57702-2419

FILE DATE	04-19-2011
RECEIPT NO	2142723
RECEIVED	
APR 19 2011	
S.D. SEC. OF STATE	

Telephone # 605-394-9611

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.

2335 W. Main St. Rapid City SD 57702-2419
Street Address City State ZIP+4

Mailing Address City State ZIP+4

Email Address

4. The name of the South Dakota Registered Agent Robert K. Benne

2335 W. Main St. Rapid City SD 57702-2419
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

Email Address

5. If member-managed, do not complete. If manager-managed, please complete.

Robert Benne 2335 W. Main St. Rapid City SD 57702-2419
Manager Street Address City State ZIP+4

Manager Street Address City State ZIP+4

Manager Street Address City State ZIP+4

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

Dated 4-17-11

(Signature of an Authorized Person)

Robert K. Benne
(Printed Name)

Email

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 _____
(Old Registered Agent)

The name of the successor registered agent _____
(New 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 (Old Registered Agent Address)

Street Address (Required)	City	State	ZIP+4
---------------------------	------	-------	-------

Mailing Address	City	State	ZIP+4
-----------------	------	-------	-------

5. If the address has changed, list the new registered agent address

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

Email Address			
---------------	--	--	--

6. The address of its registered office and the address of the business office of its registered agent, as changed, must be identical.

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

Dated _____

(Signature of an Authorized Person)

Email _____

(Printed Name)

2012

Enter Filing Year

ANNUAL REPORT

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

DOMESTIC LLC

Please Type or Print Clearly In Ink

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

FILE 4/30/2012

RECEIPT NO 39062

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

DL002973
BENNECO, LLC
2335 WEST MAIN ST
RAPID CITY, SD 57702-2419

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

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

2335 WEST MAIN ST RAPID CITY SD 57702-2419

Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: ROBERT KIM BENNE

2335 W MAIN STREET RAPID CITY SD 57702-2419

Street Address or Rural Route Box Number in This State and City State ZIP+4

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

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐	ROBERT KIM BENNE	2335 WEST MAIN ST.	RAPID CITY	SD	57702
	Manager	Street Address	City	State	ZIP+4
☐					
	Manager	Street Address	City	State	ZIP+4
☐					
	Manager	Street Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Date 04/30/2012

Signature Accepted Electronically

(Signature of an Authorized Person)

ROBERT K BENNE

(Printed Name)

2012

Enter Filing Year

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

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT OR BOTH

DOMESTIC LLC

Please Type or Print Clearly In Ink

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

FILE 1/15/2013

RECEIPT NO 87976

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

DL002973
BENNECO, LLC
2335 WEST MAIN ST
RAPID CITY, SD 57702-2419

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: ROBERT KIM BENNE

2335 W MAIN STREET	RAPID CITY	SD	57702-2419
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: MATT BENNE

2335 W MAIN ST	RAPID CITY	SD	57702
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
PO BOX 8181	RAPID CITY	SD	57709
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.

Date 01/15/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

MATT BENNE

(Printed Name)

2013

Enter Filing Year

ANNUAL REPORT

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

DOMESTIC LLC

Please Type or Print Clearly In Ink

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

FILE 3/12/2013

RECEIPT NO 100934

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

DL002973
BENNECO, LLC
2335 WEST MAIN ST
RAPID CITY, SD 57702-2419

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

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

2335 WEST MAIN ST	RAPID CITY	SD	57702-2419
Street Address	City	State	ZIP+4

Mailing Address	City	State	ZIP+4
-----------------	------	-------	-------

4. The name of the South Dakota Registered Agent

Agent Name: MATT BENNE

2335 W MAIN ST	RAPID CITY	SD	57702
----------------	------------	----	-------

Street Address or Rural Route Box Number in This State and PO BOX 8181	City RAPID CITY	State SD	ZIP+4 57709
---	--------------------	-------------	----------------

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

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐

Manager	Street Address	City	State	ZIP+4
---------	----------------	------	-------	-------

☐

Manager	Street Address	City	State	ZIP+4
---------	----------------	------	-------	-------

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 03/12/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

MATT C BENNE

(Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

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

DOMESTIC LLC

Please Type or Print Clearly In Ink

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

FILE 3/19/2014

RECEIPT NO 185838

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

DL002973
BENNECO, LLC
801 MT RUSHMORE RD #100
RAPID CITY, SD 57701

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

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

801 MT RUSHMORE RD #100 RAPID CITY SD 57701

Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: MATT BENNE

2335 W MAIN ST RAPID CITY SD 57702

Street Address or Rural Route Box Number in This State and City State ZIP+4

PO BOX 8181 RAPID CITY SD 57709

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

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐

Manager Street Address City State ZIP+4

☐

Manager Street Address City State ZIP+4

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 03/19/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

MATT C BENNE

(Printed Name)

2016

Enter Filing Year

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

ANNUAL REPORT

DOMESTIC LLC

SDCL 47-34A-211; 59-11-24, 24.1

Please Type or Print Clearly In Ink

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

FILE DATE 3/9/2016

RECEIPT NO 391850

1. LLC ID and Name:

DL002973

Enter LLC ID

BENNECO, LLC

Enter LLC Name

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

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

801 MT RUSHMORE RD #100

RAPID CITY

SD

57701

Actual Street Address or Rural Route Box Number

City

State

ZIP+4

Mailing Address, if Different from Street Address

City

State

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name:

MATT BENNE

2335 W MAIN ST

RAPID CITY

SD

57702

Actual Street Address or Rural Route Box Number in This State

City

State

ZIP+4

PO BOX 8181

RAPID CITY

SD

57709

Mailing Address in This State, if Different from Street Address

City

State

ZIP+4

5. The names and business addresses of its principal officers and directors (governors). If, pursuant to SDCL 59-11-24, the board of directors has been eliminated, list the names of the shareholders.

☐

Manager

Actual Street Address

City

State

ZIP+4

☐

Manager

Actual Street Address

City

State

ZIP+4

6. Beneficial Interest (optional)

Owner	Description of Ownership	Percentage/Value
-------	--------------------------	------------------

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 03/09/2016

Signature Accepted Electronically

(Signature of an Authorized Person)

MATT C BENNE

(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.

3/9/2016 1:45:05 PM