



Filed this 6<sup>th</sup> day of Jan., 2014  
*Jason Sant*  
SECRETARY OF STATE

RECEIVED  
JAN 06 2014  
S.D. SEC. OF STATE

ARTICLES OF INCORPORATION  
OF  
CHARLES K. RABENBERG & SON, INC.

I, the undersigned natural person of the age of majority, acting as incorporator of a corporation under the South Dakota Business Corporation Act, SDCL § 47-2 and SDCL § 47-9A, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is Charles K. Rabenberg & Son, Inc.

ARTICLE II

The period of existence or duration of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized, in addition to the corporate powers enumerated in the South Dakota Business Corporation Act, shall be as follows:

1. Planting, sowing, cultivating and harvesting of grains, hay, forage and all kinds of farm produce and products of the same, or other horticultural products;.
2. Breeding, raising, buying, pasturing, preparing for market, selling and dealing in livestock of all kinds.
3. Buying, selling, leasing, mortgaging and exchanging of any and all real and personal property which may be necessary, advantageous or proper in the conduct of its business.
4. To lend money and, in connection therewith, to accept notes, mortgages, pledges and other security, or to make loans without security.
5. To make contracts, to enter into, make, perform and carry out or cancel and rescind contracts for any lawful purpose pertaining to its business.
6. To borrow or raise money for any of the purposes of the corporation without limit as to amount; to execute, accept, endorse and deliver evidence of such borrowing all kinds of securities including, but not limited to, promissory notes, drafts, bonds, debentures, and other

negotiable instruments and to secure the payment in full performance of such borrowings by mortgage, pledge, conveyance or assignment of the whole or any part of the assets of the corporation.

7. The corporation may also do all and everything necessary, suitable or proper for the accomplishment of any of the above purposes.

#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be five thousand (5,000) shares, each share to have a part value of One Hundred Dollars (\$100.00) fully paid and non-assessable. Restrictions on the transfer of the stock of the corporation shall be established by the bylaws of the corporation. The total number of shares shall be divided into two classes as follows:

<u>Class</u>	<u>Number of Shares</u>
Common stock	1,000
Preferred stock	<u>4,000</u>
Total	5,000

#### ARTICLE V

The following is a description of the powers, preferences and rights and restrictions, qualifications and limitations which shall attach to the preferred stock:

1. The holders of preferred stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly non-cumulative dividend of five percent (5%) of the par value of the outstanding preferred stock payable as may be authorized by the Board of Directors before any dividends are paid in such year upon the common stock.
2. After the common stock shall have received in any year out of the surplus net profits of the corporation declared as dividends by the Board of Directors dividends of five percent (5%) of the par value of the outstanding shares, the remainder of the earning declared as dividends shall be participated in by both preferred and common shares without distinction to class.

3. If less than the full preferential dividend is paid to the holders of preferred stock in any calendar year as set forth in Paragraph 1 above, the unpaid amount shall lapse and shall not cumulate and add to the preferential dividends in any subsequent year whether or not the earnings of the corporation were sufficient to cover the preferential dividend in the year in which it was not fully paid.
4. In case of the liquidation or the dissolution of the corporation, holders of the preferred stock shall be entitled to be paid in full the par value of their shares before any amount shall be paid to the holders of the common stock.
5. The holders of preferred stock shall not be entitled to any voice in the management of the corporation or to any voting powers at any stockholders' meeting. The sole management of the corporation shall be in the hands of the holders of common stock, and they alone shall be entitled to vote for the election of directors or any other matter presented to the stockholders for a vote at any meeting of the stockholders of the corporation except as required pursuant to SDCL § 47-2-14 which requires that voting rights be granted to such nonvoting shares on certain matters.
6. The corporation shall have the right to redeem or call its preferred stock, or any number of shares thereof, issued and outstanding at the option of the Board of Directors at any time by paying to the holders thereof the sum of One Hundred and Five Dollars (\$105.00) per share as well as declared and unpaid dividends on such shares. The specific method of call or redemption, which shall include the manner of determining what stock is to be called, shall be fixed by the Board of Directors in a resolution calling for the redemption. The holder or holders shall receive thirty (30) days written notice of the call.

#### ARTICLE VI

The Board of Directors is hereby authorized to fix or alter the designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of such preferred shares including, without limitation of the generality of the foregoing, dividend rights, dividend rates, conversion rights, voting rights, rights and term

of redemption, the redemption price or prices and liquidation preferences.

ARTICLE VII

The corporation shall not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received through the issuance of shares.

ARTICLE VIII

The address of the registered office of Charles K. Rabenberg & Son, Inc. is 11154 427<sup>th</sup> Avenue, Britton, SD 57430-5733, and the name of its registered agent at such address is Charles K. Rabenberg.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of stockholders, or until his successors are elected and shall qualify, are:

<u>NAME</u>	<u>ADDRESS</u>
Charles K. Rabenberg	11154 427 <sup>th</sup> Avenue Britton, SD 57430-5733

ARTICLE X

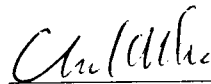
The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles K. Rabenberg	11154 427 <sup>th</sup> Avenue Britton, SD 57430-5733

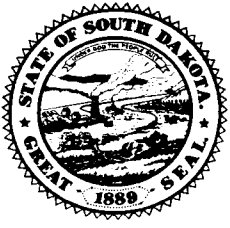
ARTICLE XI

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

Executed in duplicate this 2 day of January, 2014.

  
 \_\_\_\_\_  
 Charles K. Rabenberg





# Secretary of State

**Jason M. Gant**

State Capitol | 500 E. Capitol Ave. | Pierre, South Dakota 57501 | sdsos@state.sd.us | sdsos.gov

**Return To:** LAW OFFICE OF DANNY R SMEINS PC  
PO BOX A  
BRITTON, SD 57430

**From:** Secretary of State Jason M. Gant  
Corporations Division

**Filing Date:** 01/06/2014

**Re:** Charles K. Rabenberg, & Son, Inc. (DB058556)  
Articles of Incorporation

The documents on behalf of Charles K. Rabenberg, & Son, Inc. have been received and filed. Attached is the Certificate along with a receipt for the filing fee of \$150.00. Below is a summary of the transaction.

Remitter	Address	Amount Paid
CHARLES K OR JUNE RABENBERG	11154 427TH AVE  BRITTON, SD 57430	\$150.00
<b>Total:</b>		\$150.00

Description	Invoice Date	Qty	Receipt #	Subtotal
Articles of Incorporation	01/07/2014	1	166425	\$150.00
<b>Total:</b>				\$150.00

**Administration**

Tel: (605) 773-3537  
Fax: (605) 773-6580

**Corporations**

Tel: (605) 773-4845  
Fax: (605) 773-4550

**Uniform Commercial Code**

Tel: (605) 773-3537  
Fax: (605) 773-6580



2015

Enter Filing Year

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH

DOMESTIC

Please Type or Print Clearly In Ink

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

FILE DATE 1/16/2015

RECEIPT NO 263880

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

1. Corporate ID and Name:

DB058556
Charles K. Rabenberg, & Son, Inc.
11176 427TH AVENUE
BRITTON, SD 57430-5733

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: CHARLES K RABENBERG

11154 427TH AVENUE BRITTON SD 57430-5733
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: CHARLES K. RABENBERG

11176 427TH AVE. BRITTON SD 57430
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

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 01/16/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

CHARLES K. RABENBERG

(Printed Name)

2015 Enter Filing Year

ANNUAL REPORT

FILE DATE 1/16/2015
RECEIPT NO 263880

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

1. Corporate ID and Name:

DB058556
Charles K. Rabenberg, & Son, Inc.
11176 427TH AVENUE
BRITTON, SD 57430-5733

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

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

11176 427TH AVENUE BRITTON SD 57430-5733
Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: CHARLES K. RABENBERG

11176 427TH AVE. BRITTON SD 57430
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.

Table with 5 columns: Name, Address, City, State, ZIP+4. Rows include Charles K. Rabenberg as President, Secretary, and Treasurer, and Kirk C. Rabenberg as Vice President.

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 01/16/2015

Signature Accepted Electronically
(Charles K. Rabenberg)
CHARLES K. RABENBERG
(Printed Name)

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Amendment Domestic Business

ORGANIZATIONAL ID# DB058556

**I, Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that the Amendment to the Initial Filing of

Charles K. Rabenberg & Son, Inc.

duly signed and verified, have been received in this office and are found to conform to law.

**ACCORDINGLY**, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Amendment and attach hereto a duplicate of the Amendment to the Initial Filing.



**IN TESTIMONY WHEREOF**,  
I have hereunto set my hand and  
affixed the Great Seal of the  
State of South Dakota, at Pierre,  
the Capital, this 04/18/2014.

*Shantel Krebs*

**Shantel Krebs**  
Secretary of State

5/9/2015 9:57:20 AM  
Change ID: 1166880

RECEIVED  
APR 18 2014  
S.D. SEC. OF STATE

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
CHARLES K. RABENBERG & SON, INC.

18th day of April 2014  
James Jant  
SECRETARY OF STATE  
Pursuant to the provisions of the South Dakota Corporation Act 47-1A et seq, CLR Farms, Inc. adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Charles K. Rabenberg & Son, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the shareholder of the corporation on April 1, 2014 in the manner prescribed by the South Dakota Corporation Act.

That Article IV of the Articles of Incorporation be amended to read as follows:

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be twenty-one thousand (21,000) shares, each share to have a part value of one hundred dollars (\$100.00) fully paid and non-assessable. Restrictions on the transfer of the stock of the corporation shall be established by the bylaws of the corporation. The total number of shares shall be divided into two classes as follows:

<u>Class</u>	<u>Number of Shares</u>
Common stock	1,000
Preferred stock	<u>20,000</u>
Total	21,000

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 10 shares of common stock, and the number of shares entitled to vote thereon was 10 shares.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class was as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>
Common stock	10

FIFTH: The number of shares that voted for such amendment was 10 shares, and the number of shares that voted against such amendment was zero (0). The number of shares of each class entitled to vote thereon as a class that voted for and against such amendment respectively was:

None

SIXTH: That such amendment will not affect any exchange, reclassification or cancellation of issued shares.

Dated this 1<sup>st</sup> day of April, 2014.

CHARLES K. RABENBERG & SON, INC.

*Charles K. Rabenberg*  
By Charles K. Rabenberg,  
Its Secretary

Dated this 1<sup>st</sup> day of April, 2014

*Charles K. Rabenberg*  
By Charles K. Rabenberg,  
Its Chairman

STATE OF SOUTH DAKOTA )  
  : ss.  
COUNTY OF MARSHALL        )

Before me, a notary public in and for said County and State, personally appeared **CHARLES K. RABENBERG**, who acknowledged before me that he is the Secretary and Chairman of **CHARLES K. RABENBERG & SON, INC.** and that he signed the foregoing Articles of Amendment as his free and voluntary act and deed for the use and purposes therein set forth and that the facts contained therein are true.

In witness whereof I have hereunto set my hand and seal this 1<sup>st</sup> day of April, 2014.

(SEAL)

*Charles K. Rabenberg*  
Notary Public, South Dakota

My Commission expires: Aug 17, 2018



*South Dakota Secretary of State*  
SHANTEL KREBS

**Return To:** LAW OFFICE OF DANNY R SMEINS PC  
PO BOX A  
BRITTON, SD 57430

**From:** Secretary of State Shantel Krebs  
Corporations Division

**Filing Date:** 04/18/2014

**Re:** Charles K. Rabenberg & Son, Inc. (DB058556)  
Amendment

The documents on behalf of Charles K. Rabenberg & Son, Inc. have been received and filed. Attached is the Certificate along with a receipt for the filing fee of \$60.00. Below is a summary of the transaction.

<b>Remitter</b>	<b>Address</b>	<b>Amount Paid</b>
CHARLES K RABENBERG & SONS INC	11154 427TH AVE  BRITTON, SD 57430	\$60.00
<b>Total:</b>		<b>\$60.00</b>

<b>Description</b>	<b>Invoice Date</b>	<b>Qty</b>	<b>Receipt #</b>	<b>Subtotal</b>
Amendment	04/22/2014	1	194611	\$60.00
<b>Total:</b>				<b>\$60.00</b>

Please note, an annual report is due to be filed with the Secretary of State's office every year. The annual report will be due during the month of organization starting next year. Annual reports may be filed online or by paper and can be found at: [www.sdsos.gov/business-services](http://www.sdsos.gov/business-services), under "File an Annual Report."

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 2/8/2016

RECEIPT NO 381061

## 1. Corporate ID and Name:

DB058556

Enter Corporate ID

Charles K. Rabenberg &amp; Son, 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).

11176 427TH AVENUE	BRITTON	SD	57430-5733
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: CHARLES K. RABENBERG

11176 427TH AVE.	BRITTON	SD	57430
Actual Street Address or Rural Route Box Number in This State	City	State	ZIP+4

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

## 5. The names and business addresses of its principal officers and directors (governors). If, pursuant to SDCL 47-1A-732(1), the board of directors has been eliminated, list the names of the shareholders.

<input checked="" type="checkbox"/>	CHARLES K. RABENBERG	11176 427TH AVE.	BRITTON	SD	57430
	President	Actual Street Address	City	State	ZIP+4

<input type="checkbox"/>	KIRK C. RABENBERG	11154 427TH AVE.	BRITTON	SD	57430
	Vice President	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	CHARLES K. RABENBERG	11176 427TH AVE.	BRITTON	SD	57430
	Secretary	Actual Street Address	City	State	ZIP+4

<input checked="" type="checkbox"/>	CHARLES K. RABENBERG	11176 427TH AVE.	BRITTON	SD	57430
	Treasurer	Actual Street Address	City	State	ZIP+4

Director

Actual Street Address

City

State

ZIP+4

Director

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

Signature Accepted Electronically

(Signature of an Authorized Person)

**CHARLES K. RABENBERG**

(Printed Name)