



DL146088

B0057-0860 03/29/2018 8:50AM Rec'd by SD SOS

ARTICLES OF ORGANIZATION

DOMESTIC LIMITED LIABILITY COMPANY
SDCL 47-34A-203, 212

South Dakota State Capitol
500 E. Capitol Ave
Pierre, SD 57501-5070
(605) 773-4845

Please Type or Print Clearly in Ink
Please submit one Original
Make payable to the SECRETARY OF STATE

Filing Fee: \$150

Total Fee: \$150

Article I

The name of the Company: **Flanery Properties, LLC**

Article II

The address of the initial designated office in or out of the State of South Dakota where the company conducts its business:

Actual Street Address

**257 27TH STREET NW
HURON, SD 57350**

Mailing Address

**257 27TH STREET NW
HURON, SD 57350**

Article III

SDCL 59-11-6

The South Dakota Registered Agent's Name:

South Dakota law permits the registered agent to be either (a) a noncommercial registered agent or (b) a commercial registered agent.

(a) The South Dakota Noncommercial Registered Agent's name

Name **Adele Flanery**

Actual Street Address in this State

**257 27TH STREET NW
HURON, SD 57350**

Mailing Address in this State

**257 27TH STREET NW
HURON, SD 57350**

Article IV

The name and address of each organizer

Name

Address

Adele Flanery

257 27th Street NW, Huron, SD 57350

Article V

The duration of the company if other than perpetual is: **Perpetual**

If the document is not to be effective upon filing by the Secretary of State, the delayed effective date is: _____



Article VI

☐ Member-Managed ☒ Manager-Managed

Name

Address

Adele Flanery

257 27th Street NW, Huron, SD 57350

Article VII

Whether one or more of the members of the company are to be liable for its debts and obligations as set forth under SDCL 47-34A-303(c).

☐ Yes ☒ No

Article VIII

Beneficial Owners (optional): A beneficial owner is a person who has or in some manner controls an equity security. Please consult an attorney for legal advice if you have any questions concerning this entry. Any question under this heading is considered a request for legal advice and the secretary of state's office is, by statute, not permitted, to provide legal advice.

Article IX

PURPOSE

The purpose for which the Limited Liability Company is organized is to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which limited liability companies may be organized under the South Dakota Limited Liability Company Act.

Article X

POWERS

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

Article XI

VOTING

There shall be one class of membership interests of the Limited Liability Company. Any matter, on which the members are otherwise entitled to vote, shall be decided by the vote of a majority of the membership interests. A member will have one vote or a fraction of one vote per one percent of membership interests or fraction of membership interests, as the case may be, owned by such member, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the member.

Article XII

LIMITED LIABILITY

To the full extent permitted by South Dakota law, no manager or member of the Limited Liability Company shall be liable to the Limited Liability Company or its members for monetary damages for an act or omission in such manager's or member's capacity as a manager or member of the Limited Liability Company, except that this Article does not eliminate or limit the liability of a manager or member to the extent the manager or member is found liable for (i) a breach of the manager's or member's duty of loyalty to the Limited Liability Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the manager or member to the Limited Liability Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager or member received an improper benefit whether or not the benefit resulted from an action taken within the scope of the manager's or member's office; or (iv) an act or omission for which the liability of a manager or member is expressly provided by an applicable statute. Any repeal or amendment of this Article by the members of the Limited Liability Company shall be prospective only and shall not adversely affect any limitation on the liability of a manager or member of the Limited Liability Company existing at the time of such repeal or amendment. The foregoing elimination of the liability to the Limited Liability Company or its members for



monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a manager or member may be entitled under any other provision of the Articles of Organization or the Operating Agreement of the Limited Liability Company, contract or agreement, or vote of the members of the Limited Liability Company, or otherwise.

Article XIII

AMENDMENTS

These Articles of Organization may be amended, modified, supplemented or restated in any manner permitted by applicable law and approved by the affirmative vote of fifty-one percent (51%) of the membership units entitled to vote thereon.

Signature/Authorization

The Articles of Organization must be executed by the organizers.

No person may execute this report knowing it is false in any material respect. Any violation may be subject to a criminal penalty (SDCL 22-39-36).

Jennifer E. Bunkers

Jennifer E. Bunkers

Attorney

03/29/2018

PRINTED NAME

SIGNATURE

TITLE

DATED

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State of South Dakota

Office of the Secretary of State

Certificate of Organization

Domestic Limited Liability Company

I, **Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that the ARTICLES OF ORGANIZATION for

Flanery Properties, LLC

BUSINESS ID# DL146088

with an effective date of: March 29, 2018, duly signed and verified, SDCL 47-34A-203, 212 has been received in this office and is found to conform to law.

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



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, March 29, 2018.

Shantel Krebs

Shantel Krebs
Secretary of State

03/29/2018 8:50 AM