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**ARTICLES OF ORGANIZATION
OF
SMRTGrid, LLC**

The undersigned three or more persons hereby form a limited liability company under SDCL Capt. 47-34(A), and adopt as the Articles of Organization for such company the following:

ARTICLE ONE

The name of the limited liability company is SMRTGrid, LLC.

ARTICLE TWO

The period of its duration shall be perpetual.

ARTICLE THREE

The purposes for which the Limited Liability Company is organized are:

- A. To acquire farm properties and other real estate, by purchase, lease or otherwise, to improve and develop the same, and therein to plant, sow, cultivate and harvest grain, hay, and forage of all kinds. In general to operate and conduct all farming and ranching related activities or functions.
- B. The limited liability company may also 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 Uniform Limited Liability Company Act. In general to operate and conduct all business related activities or functions.

ARTICLE FOUR

The address of the initial designated office of the limited liability company is 25458 475th Avenue, Baltic, SD 57003.

The registered agent of the limited liability company Todd Christensen and the address of the registered office and agent is 25458 475th Avenue, Baltic, SD 57003.

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ARTICLE FIVE

The total amount of property initially contributed by the organizational members is in excess of \$1,000 and will be certain real estate which will be conveyed into the company.

ARTICLE SIX

The management of the Limited Liability Company is hereby reserved to the members and the names and address of such members are as follows:

Todd Christensen
25458 475th Avenue
Baltic, South Dakota 57003

Ryan VanZee
2305 S Norton Avenue
Sioux Falls, South Dakota 57105

ARTICLE SEVEN

The initial Operating Agreement will be adopted by the Members. The powers to alter, amend, or repeal the Operating Agreement or adopt new Operating Agreement provisions is vested in the Members. The debts, obligations, and liabilities of this limited liability company, whether arising in contract, tort, or otherwise, are solely the debts, obligations, and liabilities of the company. A member is not personally liable for a debt, obligation, or liability of the company solely by reason of being or acting as a member. The failure of this limited liability company to observe the usual company formalities or requirements relating to the exercise of its company powers or management of its business is not a ground for imposing personal liability on the members for liabilities of the company.

ARTICLE EIGHT

The company may provide, or the members may provide in the Operating Agreement, that additional contributions shall be made at such times and in such amounts as stated.

ARTICLE NINE

Upon unanimous agreement of all the members and as provided in the Operating Agreement of the company, additional members may be admitted on such terms and conditions as specified.

ARTICLE TEN

Upon unanimous agreement of the remaining members of the company and as provided in the Operating Agreement of the Company, the company may continue business upon the termination of the membership of a member.

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ARTICLE ELEVEN

The limited liability company shall have those powers provided for in the South Dakota Limited Liability Company Act.

ARTICLE TWELVE

On each matter on which the membership interest is entitled to vote, a member will have one (1) vote or a fraction of one vote per one percent of membership interest or fraction of membership interest owned by the member, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the member.

ARTICLE THIRTEEN

The names and addresses of the organizers are:

Todd Christensen
25458 475th Avenue
Baltic, South Dakota 57003

Ryan VanZee
2305 S Norton Avenue
Sioux Falls, South Dakota 57105

ARTICLE FOURTEEN

To the full extent permitted by South Dakota Law, no Member of the limited liability company shall be liable to the limited liability company or its Members for monetary damages for an act or omission in such Member's capacity as a Member of the limited liability company, except that this Article does not eliminate or limit the liability of a member to the extent the member is found liable for (I) a breach of the member's duty of loyalty to the Company or its members; (II) an act or omission not in good faith that constitutes a breach of duty of the member to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (III) a transaction from which the member received an improper benefit whether or not the benefit resulted from an action taken within the scope of the member's office; or (IV) an act or omission for which the liability of a member is expressly provided by an applicable statute. Any repeal or amendment of this Article by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a manager or member of the 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 indemnify to which a Member may be entitled under any other provision of the Articles of

RVZ

Organizer - Ryan VanZee

On this 19 day of November, 2016, before me personally appeared Todd Christensen, who being duly sworn by me upon her oath, deposes and acknowledges that she read the contents of the foregoing Articles of Organization and further acknowledged that the facts alleged therein are true and correct. Witness my hand and official seal.

Tess Klith

Notary Public, South Dakota
My Commission Expires: 08.30.2022

On this 19 day of November, 2016, before me personally appeared Ryan VanZee, who being duly sworn by me upon her oath, deposes and acknowledges that she read the contents of the foregoing Articles of Organization and further acknowledged that the facts alleged therein are true and correct. Witness my hand and official seal.

Tess Klith

Notary Public, South Dakota
My Commission Expires: 08.30.2022



CONSENT OF REGISTERED AGENT

I, Todd Christensen, named as registered agent of SMRTGrid, LLC, hereby consent to appointment to that office.

Dated this 19 day of November, 2016.

Todd Christensen

Todd Christensen - Registered Agent

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

SMRTGrid, LLC

BUSINESS ID# DL128959

with an effective date of: December 19, 2016, duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company Act, 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, December 19, 2016.

Shantel Krebs

Shantel Krebs
Secretary of State

12/23/2016 10:21 AM



South Dakota Secretary of State
SHANTEL KREBS

SMRTGrid, LLC
25458 475TH AVE
BAL TIC, SD 57003-5941

December 23, 2016

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Business ID :	DL128959		
Filing Type:	Limited Liability Company - Domestic		
Filing Date:	12/19/2016		
Status:	Good Standing	Annual Report Due:	12/01/2017
Duration Term:	Perpetual		
Managed By:	Member Managed		

Registered Agent Address:
TODD CHRISTENSEN
25458 475TH AVE
BAL TIC, SD 57003

Principal Address:
25458 475TH AVE
BAL TIC, SD 57003-5941

Congratulations on the successful filing of your **Articles of Organization** for **SMRTGrid, LLC** in the State of South Dakota which is effective on the date shown above.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain an active South Dakota Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.


Shantel Krebs
Secretary of State
State of South Dakota