

**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 475<sup>th</sup> 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 475<sup>th</sup> Avenue, Baltic, SD 57003.

#### 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.

#### 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

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Organization or the Operating Agreement of the limited liability company, contract or agreement, vote of Members of the limited liability company, or otherwise.

#### ARTICLE FIFTEEN

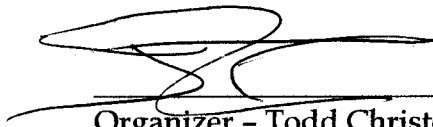
The membership interest of the limited liability company will be subject to restrictions on its transferability as set out in the Operating Agreement of the limited liability company, which Operating Agreement will be kept with the records of the limited liability company. The limited liability company will provide a copy of the Operating Agreement without charge to any record holder of a membership interest upon written request addressed to the company at its principal business office or its registered agent's address.

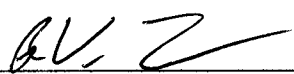
#### ARTICLE SIXTEEN

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 all of the membership interest.

Dated this 19 day of November, 2016.

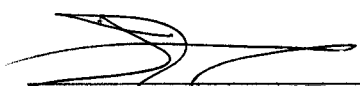


  
Organizer - Todd Christensen

  
Organizer - Ryan VanZee

STATE OF SOUTH DAKOTA)  
:SS  
COUNTY OF KINGSBURY )

We, Todd Christensen and Ryan VanZee, being first duly affirmed, depose and say that we are the organizers named in the foregoing Articles of Organization, and that we have read the contents of the same and that true statements contained in such Articles of Organization are true and correct.

  
Organizer - Todd Christensen

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  
BALTIC, SD 57003-5941

December 23, 2016

### Filing Acknowledgment

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

|                      |                                      |                    |            |
|----------------------|--------------------------------------|--------------------|------------|
| <b>Business ID :</b> | <b>DL128959</b>                      |                    |            |
| 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  
BALTIC, SD 57003

#### Principal Address:

25458 475TH AVE  
BALTIC, 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