

1994

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

9 5 0 1 1 7 3 2 7 0 2
ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 12-12-94
RECEIPT NO. 430619
FILED

DEC 13 1994

1. Corporate Name, Registered Agent and Registered Address:

DB-019294 DEC/93
THOMPSON DITCH COMPANY
THOMPSON, WESLEY W.
RR 1 BOX 198A
THOMPSON RANCH
SPEARFISH, SD 57783-8900

Telephone # 605-642-5495

FAX # _____

Federal Taxpayer ID _____

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

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota _____

3. The names and addresses of its directors and officers: (Both officers and directors must be listed in the spaces provided).

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
_____	Director	_____	_____	_____	_____
_____	Director	_____	_____	_____	_____
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
_____	_____	_____	_____

5. NUMBER OF SHARES ISSUED _____ CLASS _____ SERIES _____

6. The amount of its stated capital is \$ _____

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated _____ 19 _____

By John E Swanson
(Signature)
Its Sec/Treas
(Title)

STATE OF South Dakota
COUNTY OF Lawrence SS

I, Joan Aaker a notary public, do hereby certify that on this 9th day of Dec, 1994

personally appeared before me John E Swanson who, being by me first duly sworn, declared that he/she is the
Sec/Treas of Thompson Ditch Co.

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires JAN 11 1995
Notary Public
The Commission Expires December 30, 1994

Joan Aaker
Notary Public

(Notarial Seal)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

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

File Date: _____

Receipt No.: _____

FILING FEE: \$5 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, 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 _____

2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The street address, or a statement that there is no street address, to which the registered office is to be changed is _____
_____ ZIP + 4 _____
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. This change has been authorized by resolution duly adopted by the board of directors.

The statement must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ ss-

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19_____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____ 19 _____

(signature)

1995

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 12-11-95
RECEIPT NO. 506237
RECEIVED
DEC 11 1995
S.D. SECRET. STATE

1. Corporate Name, Registered Agent and Registered Address:

DB-019294 DEC/94
THOMPSON DITCH COMPANY
THOMPSON, WESLEY W.
RR 1 BOX 198A
THOMPSON RANCH
SPEARFISH, SD 57723-8300

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

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota _____

3. The names and addresses of its directors and officers: (Both officers and directors must be listed in the spaces provided).

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP - 4
_____	Director	_____	_____	_____	_____
_____	Director	_____	_____	_____	_____
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
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5. NUMBER OF SHARES ISSUED _____ CLASS _____ SERIES _____

6. The amount of its stated capital is \$ _____

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 12-8-1995 By John E. Swenson
(Signature)
its Sec. Treas.
(Title)

STATE OF South Dakota
COUNTY OF Lawrence

I, Josua Aaker, a notary public, do hereby certify that on this 8th day of Dec 1995, personally appeared before me John E. Swenson who, being by me first duly sworn, declared that he/she is the Sec/Treas of Thompson Ditch Co. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires _____ Notary Public Josua Aaker

(Notarial Seal)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

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

File Date: _____
Receipt No.: _____

FILING FEE: \$5 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, 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 _____

2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The street address, or a statement that there is no street address, to which the registered office is to be changed is _____
_____ ZIP + 4 _____
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. This change has been authorized by resolution duly adopted by the board of directors.

The statement must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19 _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____ 19 _____

(signature)

1996

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILE DATE 12-4-96
RECEIPT NO. 59312

FILING FEE. \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

1. Corporate Name, Registered Agent and Registered Address.

DR-019294 DEC/96
THOMPSON DITCH COMPANY
THOMPSON, WESLEY W.
RR 1 BOX 198A
THOMPSON RANCH
SPEARFISH, SD 57783 8900

Telephone # 605 642 5495

FAX # _____

Federal Taxpayer ID _____

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

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2 The character of the business in which it is actually engaged in South Dakota _____

3 The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP - 4
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

SD law requires at least one director.

Do the above listed officers serve also as directors? YES ___ NO ___ If no, list directors below.

Director _____
Director _____

4 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class

NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

6 The amount of its stated capital is \$_____ (Money received for issued shares)

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated Dec 4 1996

By John E Swanson
(Signature)

Its his name
(Title)

STATE OF South Dakota
COUNTY OF Butte SS

I, John E Swanson, a notary public, do hereby certify that on this 4 day of December 1996 personally appeared before me John E Swanson who, being by me first duly sworn, declared that he/she is the

John E Swanson of Thompson Ditch Company

that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true

My Commission Expires December 12, 1999

John E Swanson
Notary Public

(Notarial Seal)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

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

File Date: _____
Receipt No.: _____

FILING FEE: \$5 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, 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 _____

2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
_____ ZIP + 4 _____
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. This change has been authorized by resolution duly adopted by the board of directors.

The statement must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19_____.

(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19_____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires _____

Notary Public

(Notarial Seal)

<u>CONSENT OF APPOINTMENT BY THE REGISTERED AGENT</u>	
I, _____, hereby give my consent to serve as the	
(name of registered agent)	
registered agent for _____	
(corporate name)	
Dated _____ 19_____	_____
	(signature)

2025 RELEASE UNDER E.O. 14176

1997

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 12/22/97
RECEIPT NO. 16344
RECEIVED
DEC 22 1997

1. Corporate Name, Registered Agent and Registered Address

DB019294 THOMPSON DITCH COMPANY 12/97
THOMPSON, WESLEY W
RR 1 BOX 198A
THOMPSON RANCH
SPEARFISH SD 57783-8900

Telephone # _____ S.D. SEC. OF STATE

FAX # _____

Federal Taxpayer IC _____

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

*** * * * ATTENTION - FILING INSTRUCTIONS * * * ***

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT

2. The character of the business in which it is actually engaged in South Dakota _____

3. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP - 4
_____	President:	_____	_____	_____	_____
_____	Vice President:	_____	_____	_____	_____
_____	Secretary:	_____	_____	_____	_____
_____	Treasurer:	_____	_____	_____	_____

SD law requires at least one director

Do the above listed officers serve also as directors? YES ___ NO ___ If no, list directors below.

Director _____
Director _____

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class

NUMBER OF SHARES CAN ISSUE AUTHORIZED CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

6. The amount of its stated capital is \$ _____ (Money received for issued shares)

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public

Dated Dec 19 1997

By John E Swanson
Signature
Its Sec
Title

STATE OF South Dakota
COUNTY OF Lawrence ss

I, Joann Baker, a notary public do hereby certify that on this 19th day of Dec 1997, personally appeared before me John E Swanson who being by me first duly sworn, declared that he/she is the Sec/Treas of Thompson Ditch Co.

that he/she signed the foregoing documents as officer of the corporation, and the statements therein contained are true.
My Commission Expires December 31, 2003
Joann Baker
Notary Public

(Notarial Seal)

SOS CRP 6-97

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

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

File Date: _____
Receipt No.: _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, 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 _____

2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP - 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
_____ ZIP - 4 _____
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. This change has been authorized by resolution duly adopted by the board of directors.

The statement must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19____, _____
(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires _____
Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____ 19____, _____
(signature)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5070
605-773-4845

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

File Date: _____
Receipt No.: _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, 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 _____

2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
_____ ZIP + 4 _____
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. This change has been authorized by resolution duly adopted by the board of directors.

The statement must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date _____ 19 _____

(signature)

(title)

STATE OF _____
COUNTY OF _____ ss

I, _____, a notary public, do hereby certify that on this _____ day of _____ 19 _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____ that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____ 19 _____

(signature)

1999

RETURN TO
SECRETARY OF STATE
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

0002200.4484

FILE DATE 12-16-99
RECEIPT NO. 849362

RECEIVED

DEC 16 1999

S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

DB-019294
THOMPSON DITCH COMPANY
THOMPSON, WESLEY W.
RR 1 BOX 198A
THOMPSON RANCH
SPEARFISH SD 57783-8900

DEC/98

Telephone # 605-642-5495

FAX # _____
Federal Taxpayer ID _____

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

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota _____

3. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

SD law requires at least one director.

Do the above listed officers serve also as directors? YES ___ NO ___ If no, list directors below.

Director _____
Director _____

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

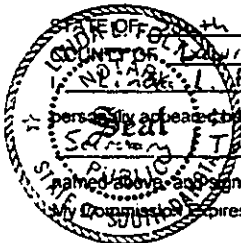
6. The amount of its stated capital is \$ _____ (Money received for issued shares)

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated _____ 19 ____

By John E. Swanson
(Signature)

Its Treasurer
(Title)



ss

I, _____, a notary public, do hereby certify that on this 8th day of December 1999,
personally appeared before me John E. Swanson who, being by me first duly sworn, declared that he/she is the
Treasurer of Thompson Ditch Company the corporation
named above and signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires April 2, 2003

Arinda A. Jolly
Notary Public

(Notarial Seal)

SOS CRP 6/98

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4843

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

File Date _____
Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, 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 _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
_____ ZIP + 4 _____
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. 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 of public.

Dated _____ 19 _____

(Signature)

(Title)

STATE OF _____ ss
COUNTY OF _____

I, _____, a notary public, do hereby certify that on this _____ day
of _____ 19 _____, personally appeared before me _____
who, being by me first duly sworn, declared that he/she is the _____ of _____
_____ that he/she signed the foregoing document as officer of
the corporation, and the statements therein contained are true.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____ 19 _____

(signature)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4846

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

File Date _____
Receipt No. _____

FILING FEE: \$10 in addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, 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 _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
_____ ZIP + 4 _____
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. 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 of public.

Dated _____

(Signature)

(Title)

STATE OF _____ ss
COUNTY OF _____

On this the ____ day of _____, 20____, before me, _____
personally appeared _____, known to me, or proved to me,
to be the _____ of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____

(signature)

2001

RETURN TO SECRETARY OF STATE 500 E. CAPITOL PIERRE, S.D. 57501-5077 605-773-4845 FAX (605) 773-4550

ANNUAL REPORT DOMESTIC PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 1-9-02 RECEIVED NO. 1029950 JAN 9 2002 RECEIVED S.D. SEC. OF STATE 10 '01

1. Corporate Name, Registered Agent and Registered Address:

DB-019294 DEC/2000 THOMPSON DITCH COMPANY THOMPSON, WESLEY W. RR 1 BOX 198A THOMPSON RANCH SPEARFISH SD 57783-8900

S.D. SEC. OF STATE Telephone # 605-642-5495 FAX # Federal Taxpayer II FILING DATE: Due during the month the Certificate of Incorporation was issued, and delinquent after the last day of the following month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

[X] ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota

3. The names and addresses of its directors and officers:

Table with columns: NAME, OFFICE, STREET ADDRESS, CITY, STATE, ZIP+4. Rows for President, Vice President, Secretary, Treasurer.

SD law requires at least one director.

Do the above listed officers serve also as directors? YES ___ NO ___ If no, list directors below.

Director Director

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

6. The amount of its stated capital is \$ (Money received for issued shares)

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 1-7-02

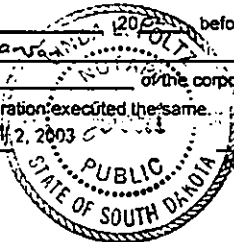
By John E. Swanson (Signature) Its Pres (Title)

STATE OF South Dakota COUNTY OF Lawrence ss

On this 7th day of January before me, Linda L. Folz personally appeared John E. Swanson, known to me, or proved to me, to be the Secretary / Treasurer of the corporation that is described in and that executed the within

instrument and acknowledged to me that such corporation executed the same. My Commission Expires My Commission Expires April 2, 2003 Linda L. Folz Notary Public

(Notarial Seal)



SOS CRP 11/00

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

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

File Date _____
Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, 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 _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
ZIP + 4 _____
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. 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 of public.

Dated Dec 5 2001

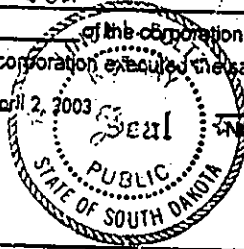
John E. Swanson
(Signature)
Sec/Treas
(Title)

STATE OF South Dakota ss
COUNTY OF Lawrence

On this the 5th day of December, 2001, before me, Linda L. Foltz, personally appeared John E. Swanson, known to me, or proved to me, to be the Secretary/Treasurer of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same.

My Commission Expires My Commission Expires April 2, 2003
Linda L. Foltz
Notary Public

(Notarial Seal)



CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)
Dated _____
(signature)

09001-001-0510

2002

ANNUAL REPORT


0301218.1890
1/30/03

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 12/6/02
RECEIPT NO. 1162480
RECEIVED
DEC 06 02

1. Corporate Name, Registered Agent and Registered Address:


DB-019294 DEC/2001
THOMPSON DITCH COMPANY
THOMPSON, WESLEY W.
RR 1 BOX 198A
THOMPSON RANCH
SPEARFISH SD 57783-8900

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

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. To report a change in the registered agent and/or office, both sides of this form must be fully completed. Any change requires full completion of the front side of this form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The character of the business in which it is actually engaged in South Dakota _____

3. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

SD law requires at least one director.
Do the above listed officers serve also as directors? YES ___ NO ___ If no, list directors below.
Director _____
Director _____

4. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE (authorized)	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
---	-------	--------	---

5. NUMBER OF SHARES ACTUALLY ISSUED CLASS SERIES

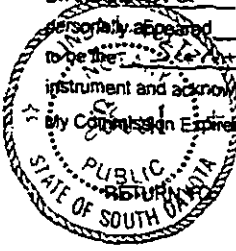
6. The amount of its stated capital is \$ _____ (Money received for issued shares)

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 12/3/02
By John E Swanson (Signature)
Its Sec / Pres (Title)

STATE OF South Dakota SS
COUNTY OF Lawrence

On this the 3rd day of December, 2002, before me, Linda L. Folte, known to me, or proved to me, to be the Secretary / Treasurer of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same.



(Notarial Seal)
Linda L. Folte
Notary Public

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

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

File Date _____
Receipt No. _____

FILING FEE: \$10 in addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, 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 _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
ZIP + 4 _____
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. 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 of public.

Dated _____

(Signature)

(Title)

STATE OF _____ SS
COUNTY OF _____

On this the _____ day of _____, 20____, before me, _____, personally appeared _____, known to me, or proved to me, to be the _____ of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same.

My Commission Expires _____

Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____

(signature)

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

File Date _____
Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, 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 _____
2. The previous street address, or a statement that there is no street address, of its registered office _____
_____ ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____
_____ ZIP + 4 _____
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. 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 of public.

Dated _____

(Signature)

(Title)

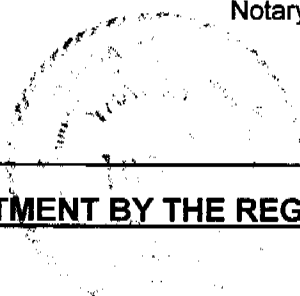
STATE OF _____ ss
COUNTY OF _____

On this the ____ day of _____, 20____, before me, _____
personally appeared _____, known to me, or proved to me,
to be the _____ of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.

My Commission Expires _____

Notary Public

(Notarial Seal)



CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____

(signature)

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

File Date _____
Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, 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 _____
2. The previous street address, or a statement that there is no street address, of its registered office _____

ZIP + 4 _____
3. The current address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address if street addresses have not been assigned, or the RR address, must also be included. _____

ZIP + 4 _____
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. 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 any other officer.

Dated _____

(Signature)

(Title)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

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

registered agent for _____
(corporate name)

Dated _____

(signature)

2005

ANNUAL REPORT

DOMESTIC
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$30 MAKE CHECK PAYABLE TO SECRETARY OF STATE

RECEIVED
DEC 20 05
S.D. SEC. OF STATE

FILE DATE 12/27/05
RECEIVED 12/10/05
DEC 12 05
DEC 27 05
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Registered Address:

DB019294
THOMPSON DITCH COMPANY
THOMPSON, WESLEY W.
10216 UPPER REDWATER RD
SPEARFISH SD 57783

DECEMBER 2005

Telephone # 605-642-5493
FAX #

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

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information, including the registered agent and address listed in number one is identical as set forth in the prior report, you may check the box below and sign the report. To report a change in the registered agent and/or office, a statement of change must be filed. **Any change requires full completion of the front side of this form.**

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. The address of the principal office, THOMPSON DITCH CO. THOMPSON, WESLEY
10216 UPPER REDWATER RD. SPEARFISH SD 57783

3. The names and business addresses of its directors and principal officers:
NAME OFFICE STREET ADDRESS CITY STATE ZIP+4
WESLEY THOMPSON President 10216 UPPER REDWATER RD SPEARFISH SD 57783
None Vice President
JOHN E. SWANSON Secretary 10459 UPPER REDWATER RD. SPEARFISH SD 57783
Treasurer

4. Provide a brief description of the nature of the business. OWN, MAINTAIN, AND OPERATE IRRIGATION DITCH

SD law requires at least one director.
Do the above listed officers serve also as directors? YES NO If no, list directors below.

Director _____
Director _____

5. The total number of authorized shares, itemized by class and series, if any, within each class:

NUMBER OF AUTHORIZED SHARES CLASS SERIES
5000 COMMON

6. NUMBER OF ISSUED AND OUTSTANDING SHARES CLASS SERIES
588 COMMON

The statement may be signed by any authorized officer of the Corporation.

Dated 12/19/05

John E Swanson
Signature

JOHN E SWANSON
Printed Name

SEC / TREAS
Title

MEMORANDUM

FOR THE RECORD

DATE: 10/1/54

244 1530 01/12/2006

911... Change

no change

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

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

File Date _____
Receipt No. _____

RECEIVED

DEC 20 05

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Business Corporation Act, the undersigned corporation hereby certifies the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

- The name of the corporation is THOMPSON DITCH COMPANY
- The street address, or a statement that there is no street address, of its current registered office _____
_____ ZIP + 4 _____
- The new address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address, if street addresses have not been assigned, or the RR address, must also be included. THOMPSON DITCH COMPANY
THOMPSON WESLEY 10216 UPPER REDWATER RD SPEARFISH SD ZIP + 4 57783
- The name of its current registered agent is _____
- The name of its new 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.

The statement may be signed by any authorized officer of the corporation.

Dated 12/18/05

John E Swanson
Signature

JOHN E SWANSON
Printed Name

SEC/TREAS
Title

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

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

registered agent for _____
(corporate name)

Dated _____ (signature)

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

File Date _____
Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Business 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 _____
2. The street address, or a statement that there is no street address, of its current registered office _____

ZIP + 4 _____
3. The new address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address, if street addresses have not been assigned, or the RR address, must also be included. _____

ZIP + 4 _____
4. The name of its current registered agent is _____
5. The name of its new 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.

The statement may be signed by any authorized officer of the corporation.

Dated _____

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 _____
(corporate name)

Dated _____

(signature)

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

File Date _____
Receipt No. _____

FILING FEE: \$10 In addition to annual report fee

Pursuant to the provisions of the South Dakota Business 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 _____
2. The street address, or a statement that there is no street address, of its current registered office _____
_____ ZIP + 4 _____
3. The new address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address, if street addresses have not been assigned, or the RR address, must also be included. _____
_____ ZIP + 4 _____
4. The name of its current registered agent is _____
5. The name of its new 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.

The statement may be signed by any authorized officer of the corporation.

Dated _____

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 _____
(corporate name)

Dated _____

(signature)

284 2399 01/07/2009

2008

ANNUAL REPORT DOMESTIC

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

Please Type or Print Clearly in Ink

FILING FEE: \$30 Make check payable to SECRETARY OF STATE

RECEIVED stamp with FILE DATE 12/23/08, RECEIPT NO 1464920, NOV 20 2008, S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DB019294 DEC/2007
THOMPSON DITCH COMPANY
THOMPSON, WESLEY W.
10216 UPPER REDWATER RD
SPEARFISH SD 57783-8900

RECEIVED
DEC 23 2008
S.D. SEC. OF STATE

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

10216 UPPER REDWATER RD SPEARFISH SD 57783
Street Address City State ZIP+4
Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent WESLEY THOMPSON

10216 UPPER REDWATER RD SPEARFISH SD 57783
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 principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

- WESLEY THOMPSON 10216 UPPER REDWATER RD SPEARFISH SD 57783
JOHN E SWANSON 10459 UPPER REDWATER RD SPEARFISH SD 57783
JOHN E SWANSON

Dated 11/18/08

Signature of an authorized officer: JOHN E SWANSON
(Printed Name)
SEC/TREAS.
(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 THOMPSON DITCH Co.

2. The name of the registered agent on file WESLEY THOMPSON

The name of the successor registered agent JOHN E SWANSON

3. If listing a Commercial Registered Agent, please state their identification number: _____

4. The address of the agent currently on file for this entity

<u>10216 UPPER REDWATER RD</u>	<u>SPEARFISH</u>	<u>SD</u>	<u>57783</u>
Street Address (Required)	City	State	ZIP+4
<u>//</u>	<u>//</u>	<u>//</u>	<u>//</u>
Mailing Address (Optional)	City	State	ZIP+4

5. If the address has changed, its new address

<u>10459 UPPER REDWATER RD</u>	<u>SPEARFISH</u>	<u>SD</u>	<u>57783</u>
Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
<u>// // // //</u>	<u>//</u>	<u>//</u>	<u>//</u>
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 11/13/08

John E Swanson
(Signature of an authorized officer)

JOHN E SWANSON
(Printed Name)

SEC/TREAS
(Title)

2009

ANNUAL REPORT DOMESTIC

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

Please Type or Print Clearly in Ink

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

FILE DATE 12/1/09
RECEIVED 1973231
NOV 24 2009
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:



DB019294 DEC/2008
THOMPSON DITCH COMPANY
SWANSON, JOHN E.
10459 UPPER REDWATER RD
SPEARFISH SD 57783-4118

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

10459 UPPER REDWATER RD SPEARFISH SD 57783-4118
Street Address City State ZIP+4
Mailing Address (Optional) City State ZIP+4

3. The name of the South Dakota Registered Agent JOHN E. SWANSON

10459 UPPER REDWATER RD SPEARFISH SD 57783-4118
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 principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

- WES THOMPSON 10459 UPPER REDWATER RD SPEARFISH SD 57783-4118
JOHN E SWANSON 10459 UPPER REDWATER RD SPEARFISH SD 57783-4118
JOHN E SWANSON

Dated

John E Swanson
JOHN E SWANSON
SEC/TREAS

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)

314 1865 12/29/2010

2010

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

ANNUAL REPORT
DOMESTIC

Please Type or Print Clearly in Ink

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

1. Corporate Name, Registered Agent Name and Address:



DB019294
DB019294 DEC/2009
THOMPSON DITCH COMPANY
SWANSON, JOHN E.
10459 UPPER REDWATER RD
SPEARFISH SD 57783-4118

RECEIVED
DEC 20 2010
S.D. SEC. OF STATE

FILE DATE 12/20/10
RECEIPT NO 2097763
RECEIVED
DEC 09 2010
S.D. SEC. OF STATE

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

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.

10459 UPPER REDWATER RD SPEARFISH SD 57783
Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

4. The name of the South Dakota Registered Agent JOHN E SWANSON

10459 UPPER REDWATER RD SPEARFISH SD 57783
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

5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director. South Dakota Law requires at least one director.

- AARON THOMPSON 10326 UPPER REDWATER RD SPEARFISH SD 57783
President Street Address City State ZIP+4
- DON BRADY 19397 BRADY LN SPEARFISH SD 57783
~~Vice President~~ DIRECTOR Street Address City State ZIP+4
- JOHN E SWANSON 10459 UPPER REDWATER RD SPEARFISH SD 57783
Secretary / TREAS Street Address City State ZIP+4
- ROBERT FERRELL 10233 UPPER REDWATER RD SPEARFISH SD 57783
~~Treasurer~~ DIRECTOR Street Address City State ZIP+4
- JOHN LAUSSER 226 WASHINGTON ST SPEARFISH SD 57783
Director Street Address City State ZIP+4
- JAMES MAC DOUGALL 386 DB 128th ST AERDEN SD 57783
Director 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 12/13/10

John E Swanson
(Signature of an Authorized Person)
JOHN E SWANSON
(Printed Name)

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.

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)

(Printed Name)

2011

Enter Filing Year

ANNUAL REPORT

FILE DATE 12/15/2011

Secretary of State Office

500 E Capitol Ave

Pierre, SD 57501

(605)773-4845

DOMESTIC

FILING FEE: \$50.00 Please Type or Print Clearly In Ink
 Make check payable to SECRETARY OF STATE

RECEIPT NO 11472

1. Corporate ID and Name:

DB019294

THOMPSON DITCH COMPANY

10459 UPPER REDWATER RD

SPEARFISH, SD57783-4118

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

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

10459 UPPER REDWATER RD

Street Address

SPEARFISH

City

SD

State

57783-4118

ZIP+4

Mailing Address

City

State

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: JOHN E. SWANSON

10459 UPPER REDWATER RD

Street Address or Rural Route Box Number in This State and

SPEARFISH

City

SD

State

57783-4118

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.

<input type="checkbox"/>	AARON THOMPSON	10326 UPPER REDWATER RD	SPEARFISH	SD	57783
	President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JOHN E SWANSON	10459 UPPER REDWATER RD	SPEARFISH	SD	57783
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JOHN E SWANSON	10459 UPPER REDWATER RD	SPEARFISH	SD	57783
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>	DON BRADY	19337 BRADY LANE	SPEARFISH	SD	57783
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	ROBERT FERRELL	10233 UPPER REDWATER RD	SPEARFISH	SD	57783
	Director	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 12/15/2011

Signature Accepted Electronically

(Signature of an Authorized Person)

JOHN E SWANSON

(Printed Name)

2012

Enter Filing Year

ANNUAL REPORT

FILE 2/8/2013

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

DOMESTIC

Please Type or Print Clearly In Ink

RECEIPT NO 93938

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

1. Corporate ID and Name:

DB019294
THOMPSON DITCH COMPANY
10459 UPPER REDWATER RD
SPEARFISH, SD 57783-4118

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

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

10459 UPPER REDWATER RD	SPEARFISH	SD	57783-4118
Street Address	City	State	ZIP+4

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

4. The name of the South Dakota Registered Agent

Agent Name: JOHN E. SWANSON

10459 UPPER REDWATER RD	SPEARFISH	SD	57783-4118
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.

<input type="checkbox"/>	AARON THOMPSON	10326 UPPER REDWATER RD	SPEARFISH	SD	57783
	President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JOHN E SWANSON	10459 UPPER REDWATER RD	SPEARFISH	SD	57783
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JOHN E SWANSON	10459 UPPER REDWATER RD	SPEARFISH	SD	57783
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>	DON BRADY	19337 BRADY LANE	SPEARFISH	SD	57783
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	ROBERT FERRELL	10233 UPPER REDWATER RD	SPEARFISH	SD	57783
	Director	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 02/08/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

JOHN E SWANSON

(Printed Name)

2013

Enter Filing Year

ANNUAL REPORT

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

FILE 12/9/2013

RECEIPT NO 155672

1. Corporate ID and Name:

DB019294
THOMPSON DITCH COMPANY
10459 UPPER REDWATER RD
SPEARFISH, SD 57783-4118

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

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

10459 UPPER REDWATER RD	SPEARFISH	SD	57783-4118
Street Address	City	State	ZIP+4

Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: JOHN E. SWANSON

10459 UPPER REDWATER RD	SPEARFISH	SD	57783-4118
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.

<input type="checkbox"/>	AARON THOMPSON	10326 UPPER REDWATER RD	SPEARFISH	SD	57783
	President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JOHN E SWANSON	10459 UPPER REDWATER RD	SPEARFISH	SD	57783
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JOHN E SWANSON	10459 UPPER REDWATER RD	SPEARFISH	SD	57783
	Treasurer	Street Address	City	State	ZIP+4
<input type="checkbox"/>	DON BRADY	19337 BRADY LANE	SPEARFISH	SD	57783
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	ROBERT FERRELL	10233 UPPER REDWATER RD	SPEARFISH	SD	57783
	Director	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 12/09/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

JOHN E SWANSON

(Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

FILE DATE 12/30/2014

RECEIPT NO 258179

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:

DB019294
THOMPSON DITCH COMPANY
10459 UPPER REDWATER RD
SPEARFISH, SD 57783-4118

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

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

10459 UPPER REDWATER RD	SPEARFISH	SD	57783-4118
Street Address	City	State	ZIP+4

Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: JOHN E. SWANSON

10459 UPPER REDWATER RD	SPEARFISH	SD	57783-4118
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.

<input checked="" type="checkbox"/>	AARON THOMPSON	10326 UPPER REDWATER RD	SPEARFISH	SD	57783
	President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Vice President	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JOHN E SWANSON	10459 UPPER REDWATER RD	SPEARFISH	SD	57783
	Secretary	Street Address	City	State	ZIP+4
<input type="checkbox"/>	JOHN E SWANSON	10459 UPPER REDWATER RD	SPEARFISH	SD	57783
	Treasurer	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 12/30/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

JOHN E SWANSON

(Printed Name)

2015

ANNUAL REPORT

FILE DATE 1/6/2016

Enter Filing Year

DOMESTIC CORPORATION

RECEIPT NO 366954

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

SDCL 59-11-24, 24.1

Please Type or Print Clearly In Ink

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

1. Corporate ID and Name:

DB019294

Enter Corporate ID

THOMPSON DITCH COMPANY

Enter Corporate Name

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

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

10459 UPPER REDWATER RD SPEARFISH SD 57783-4118
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: JOHN E. SWANSON

10459 UPPER REDWATER RD SPEARFISH SD 57783-4118
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.

[X] AARON THOMPSON 10326 UPPER REDWATER RD SPEARFISH SD 57783
President Actual Street Address City State ZIP+4

[] Vice President Actual Street Address City State ZIP+4

[] JOHN E SWANSON 10459 UPPER REDWATER RD SPEARFISH SD 57783
Secretary Actual Street Address City State ZIP+4

[] JOHN E SWANSON 10459 UPPER REDWATER RD SPEARFISH SD 57783
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)

JOHN E SWANSON

(Printed Name)