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

ANNUAL REPORT

DOMESTIC COOPERTIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE. $5 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $50 APPLIES TO ALL LATE FILINGS

FILE DATE 3-18-94
RECEIPT NO. [illegible]

MAR 18 1994
Secretary of State

1 Corporate Name, Registered Agent and Registered Address

CO-000021 MAR/93
FARMERS UNION COOPERATIVE ASSOCIAT
OKRINA, DONALD
604 VANDER HORCK AVE.
BRITTON, SD 57430

Federal Taxpayer II

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form

2 The names and addresses of its directors and officers

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
David Nesta		RR1 Box 10	Hecla	S.D	57446
[illegible]	Director	RR2 Box 130	Veblen	SD	57270
[illegible]		RR2 Box 135	Britton	S.D.	57430
[illegible]	Director	RR2 Box 157	Britton	SD	57430
[illegible]		RR1 Box 122	Houghton	S.D	57449
[illegible]	Director	RR1 Box [illegible]	Claremont	SD	57432
[illegible]	President/Director	RR2 Box 116	Britton	S.D	57430
[illegible]	Vice President/Director	RR2 Box 170	Britton	S.D	57430
[illegible]	Secretary	RR1 Box 110	Claremont	S.D	57432
	Treasurer				
Donald Okrina	General Manager	Box 126	Britton	S.D	57430

3 A statement by class and par value of the amount of stock it has authority to issue

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE	
	Common or Preferred	$40	549375
	Preferred "A"	40	625

4 NUMBER OF SHARES ISSUED

	CLASS	PAR VALUE	
	Common or Preferred	40	117943
	Preferred "A"	-	—

5 The general type of business engaged in during the year Cooperative retail & grain mktg

The information herein contained shall be given as the date of the execution of the report and signed by a principal officer or the general manager

Dated 3/8/1994

By Donald Okrina
(Signature)

Its Gen. mgr.
(Title)

STATE OF South Dakota
COUNTY OF Marshall ss

I, Warren E. Nelson, a notary public, do hereby certify that on this 8th day of March 1994, personally appeared before me Donald Okrina who, being by me first duly sworn, declared that he/she is the General Manager of Farmers Union Cooperative Assn. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true

My Commission Expires November 2, 199[illegible]

[illegible]
Notary Public

(Notarial Seal)

SOS CRP 410 1/93

[redacted]

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, SD 57501
605-773-4845

File date ____________

Receipt No ____________

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

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 current street address, or a statement that there is no street address, of its registered office ____________
____

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. 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 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

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 of registered agent)

9503176 ·3183

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

ANNUAL REPORT

DOMESTIC COOPERTIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE. $5 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $50 APPLIES TO ALL LATE FILINGS

FILE DATE 3-9-95
RECEIPT NO. 450657

RECEIVED
MAR 09 1995
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

CO-000071 MAR 94
FARMERS UNION COOPERATIVE ASSOCIATION OF
OKRINA, DONALD
804 VANDER HORCK AVE.
BRITTON, SD 57430

Federal Taxpayer ID

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
Curtis Foster	Director	RR 2 Box 126	Britton	SD	57430
[illegible]	Director	RR 2 Box [illegible]	Britton	SD	57430
Neil Bein	Director	RR 2 Box 39	[illegible]	SD	57270
[illegible]	President/Director	RR 2 Box [illegible]	Britton	SD	57430
[illegible]	Vice President/Director	[illegible]	Claremont	SD	57432
Rollin Christensen	Secretary/Treasurer	RR 1 Box 11C	Claremont	SD	57432
Donald Okrina	General Manager	[illegible]	Britton	SD	57430

3. A statement by class and par value of the amount of stock it has authority to issue.

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
599 375	Common or Preferred	$20
225	[illegible]	$40

4. NUMBER OF SHARES ISSUED

NUMBER OF SHARES ISSUED	CLASS	PAR VALUE
122 795	Common or Preferred	40

5. The general type of business engaged in during the year: cooperative farm supply + grain marketing Coop

The information herein contained shall be given as the date of the execution of the report and signed by a principal officer or the general manager.

Dated 3 19 [illegible]

By [signature] (Signature)

Its General Manager (Title)

STATE OF South Dakota
COUNTY OF Marshall ss

I, [illegible], a notary public, do hereby certify that on this 8th day of March 1995, personally appeared before me Donald Okrina who, being by me first duly sworn, declared that he/she is the General Manager of Farmers Union Coop Assn of [illegible] that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 11-2-95

[signature]
Notary Public

(Notarial Seal)

SOS CRP 410 1/93

[redacted]

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, SD 57501
606-773-4845

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 current street address, or a statement that there is no street address, of its registered office ____________

____

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. 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 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.

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 of registered agent)

K/9512273.167

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

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

FILING FEE: $5

RECEIVED DEC 05 1995 S.D. SEC. OF STATE

RECEIVED DEC 06 1995

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 FARMERS UNION COOP ASS'N OF MARSHALL COUNTY CO 00021
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 DON OKRINA
5. The name of its successor registered agent is * DAVID A. ANDRESEN

* 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.

Date November 29 19 95

Rollin Christenson
(Signature)

Sec-Treas
(Title)

STATE OF SOUTH DAKOTA
COUNTY OF MARSHALL ss

I, Sharon Sherburn, a notary public, do hereby certify that on this 29th day of November 1995, personally appeared before me Rollin Christenson who, being by me first duly sworn, declared that he/she is the Secretary of Farmers Union Coop Association of Marshall County that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires Sharon Sherburn - Notary Public S Dak. My Commission Expires Apr 15, 1997

Sharon Sherburn
Notary Public

(Notarial Seal) SHARON SHERBURN NOTARY SEAL PUBLIC SOUTH DAKOTA

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, DAVID A. ANDRESEN, hereby give my consent to serve as the
(name of registered agent)

registered agent for FARMERS UNION COOP ASS'N OF MARSHALL COUNTY
(corporate name)

Dated 12-7 19 95

David A. Andresen
(signature of registered agent)

*K/9512227

95122730167
12/20/95

Receipt Number: 504402

File Number: C0000021

STATEMENT OF CHANGE
For
FARMERS UNION COOPERATIVE ASSOCIATION FO MARSHALL COUNTY, SOUTH DAKOTA

File at the request of:
FARMERS UNION COOP ASSOCIATION BRITTON
BOX 148
BRITTON SD 57430-0148

STATE OF SOUTH DAKOTA

OFFICE OF THE SECRETARY OF STATE   SS.

Filed in the office of Secretary of State on

December 8, 1995

Joyce Hazeltine
Secretary of State

Fee Recieved $5.00

SOS CRP 491 10/93

9608182 - 1667

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

ANNUAL REPORT

DOMESTIC COOPERTIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE $5 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $50 APPLIES TO ALL LATE FILINGS

FILE DATE 32596
RECEIPT NO. 532652

1 Corporate Name, Registered Agent and Registered Address

FARMERS UNION COOPERATIVE ASSOCIATION O
ANDRESEN, DAVID A
604 VANDER HORCK AVE.
BRITTON, SD 57430

Federal Taxpayer ID

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form

2 The names and addresses of its directors and officers

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
A. M. Mitchell	Director	RR 1 Box 122	Houghton	SD	57449
Clark Moeckly	Director	RR 2 Box 157	Britton	SD	57430
David Vietor	Director	RR 2 Box 138	Britton	SD	57430
Owen Jones	President/Director	RR 2 Box 116	Britton	SD	57430
Lorin Fliehs	Vice President/Director	RR Box 10A	Claremont	SD	57432
Rollin Christenson	Secretary	RR 1 Box 110	Claremont	SD	57432
Randy Knecht	Director Treasurer	40193 112 St	Houghton	SD	57449
Curtis Foster	Director	RR 2 Box 126	Britton	SD	57430
David Andresen	General Manager	PO Box 188	Britton	SD	57430

3 A statement by class and par value of the amount of stock it has authority to issue

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
600,000 — 625 prf A / 599,375 CM pref	A	40.00

4 NUMBER OF SHARES ISSUED

NUMBER OF SHARES ISSUED	CLASS	PAR VALUE
143,340	A	40.00

5 The general type of business engaged in during the year Fertilizers, chemicals, grains, feed, seed, ag services, petrolium products, hardware

The information herein contained shall be given as the date of the execution of the report and signed by a principal officer or the general manager

Dated Feb 26, 19 96

By David A Andresen (Signature)

Its GENERAL MANAGER (Title)

STATE OF South Dakota
COUNTY OF Marshall ss

I, Tamra J Satrang a notary public, do hereby certify that on this 26 day of February 19 96 personally appeared before me David Andresen who, being by me first duly sworn, declared that he/she is the General Mgr of Farmers Union that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true

My Commission Expires May 10, 2003

Tamra J Satrang
Notary Public

TAMRA J. SATRANG
NOTARY PUBLIC
SOUTH DAKOTA
SEAL SEAL
(Notarial Seal)

SOS CRP 410 1/93

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, SD 57501
605-773-4845

File date ____________

Receipt No. ____________

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

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 current street address, or a statement that there is no street address, of its registered office ____________

____

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. 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 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.

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 of registered agent)

9703186-4375

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

ANNUAL REPORT

DOMESTIC COOPERTIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE: $5 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $50 APPLIES TO ALL LATE FILINGS

FILE DATE 2-28-97
RECEIPT NO. [illegible]

1. Corporate Name, Registered Agent and Registered Address:

CO-000021 MAR/96
FARMERS UNION COOPERATIVE ASSOCIATI
ANDRESEN, DAVID A
604 VANDER HORCK AVE.
BRITTON, SD 57430

Federal Taxpayer IC

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form

2. The names and addresses of its directors and officers

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
Neil Bien	Director	RR 2 Box 139	Veblen	SD	57272
Curtis Foster	Director	RR 2 Box 126	Britton	SD	57430
Randy Knecht	Director	40193 112 St.	Houghton	SD	57449
Owen Jones	President/Director	RR 2 Box 116	Britton	SD	57430
Lorin Fliehs	Vice President/Director	RR Box 10A	Claremont	SD	57432
Rollin Christenson	Secretary	RR 1 Box 110	Claremont	SD	57432
	Treasurer				
David Andresen	General Manager	PO Box 148	Britton	SD	57430

3. A statement by class and par value of the amount of stock it has authority to issue

NUMBER OF SHARES CAN ISSUE: 600,000 CLASS: A PAR VALUE: $40.00

4. NUMBER OF SHARES ISSUED: 143,340 CLASS: A PAR VALUE: $40.00

5. The general type of business engaged in during the year: Farm Cooperative - FERTILIZER, CHEMICALS, GRAIN, FEED, SEED, AG SERVICES, PETROLEUM PRODUCTS, HARDWARE, C-STORE

The information herein contained shall be given as the date of the execution of the report and signed by a principal officer or the general manager

Dated 2-18 19 97

By David A Andresen
(Signature)

Its GENERAL MANAGER
(Title)

STATE OF South Dakota
COUNTY OF Marshall ss

I, Tamra J Sotany, a notary public, do hereby certify that on this 18 day of February 19 97 personally appeared before me David A Andresen who, being by me first duly sworn, declared that he/she is the General Manager of Farmers Union that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires May 10, 2003

Tamra J Sotany
Notary Public

(Notary Seal)

SOS CRP 410 1/93

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, SD 57501
605-773-4845

File date: ____________

Receipt No. ____________

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

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 current street address, or a statement that there is no street address, of its registered office ____________

   ____

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. 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 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.

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 of registered agent)

*K/978316

Additional Directors

Jeff Forsting	RR 1 Box 32	Columbia	SD	57433
Lynn Eberhart	RR 1 Box 125	Britton	SD	57430
Michael Buisker	RR 1 Box 133	Britton	SD	57430

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

ANNUAL REPORT

DOMESTIC COOPERTIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE: $5 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $50 APPLIES TO ALL LATE FILINGS

Penalty

FILE DATE 10-2-98
RECEIPT NO. ~~[illegible]~~ 60131
RECEIVED
OCT 2 1998
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address

C0000021 3/98
FARMERS UNION COOPERATIVE ASSOCIATION OF
MARSHALL COUNTY, SOUTH DAKOTA
ANDRESEN, DAVID A
604 VANDER HORCK AVE
~~BRITTON SD 57430~~

Federal Taxpayer ID [redacted]

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form

2. The names and addresses of its directors and officers.

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
Neil Bien	Director	RR 2 Box 139	Veblen	SD	57270
Curtis Foster	Director	RR 2 Box 126	Britton	SD	57430
Randy Knecht	Director	40193 112 St.	Houghton	SD	57449
Owen Jones	President/Director	RR 2 Box 116	Britton	SD	57430
Lorin Fliehs	Vice President/Director	RR Box 10A	Claremont	SD	57432
Lynn Eberhart	Secretary	RR 1 Box 125	Britton	SD	57430
Rollin Christenson	Director ~~Treasurer~~	RR 1 Box 110	Claremont	SD	57432
Dave Andresen	General Manager	PO Box 186	Britton	SD	57430

CONTINUED ON ATTACHED SHEET

3. A statement by class and par value of the amount of stock it has authority to issue

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
599,375	COMMON STOCK	40.00

4. NUMBER OF SHARES ISSUED	CLASS	PAR VALUE
625	Preferred A	40.00

5. The general type of business engaged in during the year Farm Supplier of fertilizers, chemicals, seed, feed Fuel/Gasoline, LP, twine, tires & tubes, automotive supplies

The information herein contained shall be given as the date of the execution of the report and signed by a principal officer or the general manager.

Dated 10-1 19 98

By David A Andresen
(Signature)

Its GENERAL MANAGER
(Title)

STATE OF South Dakota
COUNTY OF Marshall ss

I, Tamra J Satrang a notary public, do hereby certify that on this 1 day of October 19 98, personally appeared before me David A Andresen who, being by me first duly sworn, declared that he/she is the General Manager of Farmers Union that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true

My Commission Expires [illegible]

TAMRA J. SATRANG
SEAL NOTARY PUBLIC SOUTH DAKOTA SEAL

Tamra J Satrang
Notary Public

SOS CRP 410 6/97

*K/981

[illegible]
1/10/98

Jeff Forsting	RR 1 BOx 32	Oclumbia	SD	57433
Michael Buisker	RR 1 Box 133	Britton	SD	57430

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

ANNUAL REPORT

DOMESTIC COOPERTIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE: $5 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $50 APPLIES TO ALL LATE FILINGS

FILE DATE 6/1/99
RECEIPT NO. 199193

RECEIVED
JUN 1 1999
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address

CO-000021 MAR/99
FARMERS UNION COOPERATIVE ASSOCIATION OF
ANDRESEN, DAVID A
604 VANDER HORCK AVE.
BRITTON, SD 57430

Federal Taxpayer ID

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form

2. The names and addresses of its directors and officers

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
Jim Luitjens	Director	4125 117 st	Claremont	SD	57432
Curtis Foster	Director	RR 2 Box 126	Britton	SD	57430
Randy Knecht	Director	40193 112 st	Houghton	SD	57449
Owen Jones	President/Director	RR 2 Box 116	Britton	SD	57430
Neil Bien	Vice President/Director	RR 2 Box 139	Veblen	SD	57270
Lynn Eberhart	Secretary/Treasurer	RR 1 Box 125	Britton	SD	57430
Roger Christenson	Director	11209 409th ST	Claremont	SD	57432
Dave Andresen	General Manager	PO Box 188	Britton	SD	57430

Continued on attached sheet

3. A statement by class and par value of the amount of stock it has authority to issue

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
599,375	Common Stock	40.00

4. NUMBER OF SHARES ISSUED

NUMBER OF SHARES ISSUED	CLASS	PAR VALUE
625	Preferred A	40.00

5. The general type of business engaged in during the year Farm Supplier of Fertilizer, Chemicals, seed, Feed, Fuel/Gasoline, LP, Twine, Tubes, Automotive supplies

The information herein contained shall be given as the date of the execution of the report and signed by a principal officer or the general manager

Dated 5/28/ 1999

By David A Andresen
(Signature)

Its General Manager
(Title)

STATE OF South Dakota
COUNTY OF Marshall ss

I, Tamra J Strong, a notary public, do hereby certify that on this 28 day of May 1999 personally appeared before me David A Andresen who, being by me first duly sworn, declared that he/she is the General Mgr of Farmers Union Coop that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true

My Commission Expires May 10, 2003

Tamra J Strong
Notary Public

TAMRA J. STRONG
NOTARY PUBLIC
SOUTH DAKOTA
(Notarial Seal)

SOS CRP 410 6/97

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, SD 57501
605-773-4845

File date: ____________

Receipt No.: ____________

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

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 current street address, or a statement that there is no street address, of its registered office ____________

____

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. 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 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.

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 of registered agent)

9906197.1707

[redacted]

Jeff Forsting	RR 1 Box 32	Columbia	SD	57433
Michael Buisker	RR 1 Box 133	Britton	SD	57430

0003201.3307

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

ANNUAL REPORT

DOMESTIC COOPERTIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE: $5 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $50 APPLIES TO ALL LATE FILINGS

FILE DATE 3-1-00
RECEIPT NO. 366585

RECEIVED
FEB 23 2000
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

CO-000021 MAR/1999
FARMERS UNION COOPERATIVE ASSOCIATION OF
ANDRESEN, DAVID A
604 VANDER HORCK AVE.
BRITTON SD 57430

Federal Taxpayer ID # ______________

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form.

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
Mike Buisker	Director	42202 101st St.	Britton	SD	57430
Curtis Foster	Director	42430 116th St.	Britton	SD	57430
Randy Knecht	Director	40193 112th St.	Houghton	SD	57449
Owen Jones	President/Director	11520 425th Ave.	Britton	SD	57430
Neil Bien	Vice President/Director	10770 436th Ave	Veblen	SD	57270
Lynn Eberhart	Secretary	42333 103rd St.	Britton	SD	57430
Jeff Forsting	(Director) ~~Treasurer~~	28251 113th St.	Columbia	SD	57433
Dave Andresen	General Manager	1102 7th St.	Britton	SD	57430
James Luitjens	Director	41255 117th St.	Claremont	SD	57432

3. A statement by class and par value of the amount of stock it has authority to issue.

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
599,375	Common	40.00
625	Preferred	40.00

NUMBER OF SHARES ISSUED	CLASS	PAR VALUE
599,375	Common	40.00
625	Preferred	40.00

The information herein contained shall be given as of the date of the execution of the report and signed by a principal officer or the general manager.

Dated 2-22-00

By David A Andresen
(Signature)

Its GENERAL MANAGER
(Title)

STATE OF South Dakota
COUNTY OF Marshall
ss

On this the 23 day of February, 2000, before me, Tamra J. Satrang personally appeared Annual Manager Dave Andresen, known to me, or proved to me, to be the General Manager of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same.

TAMRA J. SATRANG
NOTARY PUBLIC SEAL
SOUTH DAKOTA SEAL
My Commission Expires May 10, 2003
(Notarial Seal)

Tamra J Satrang
Notary Public

SOS CRP 410 11/99

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 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 may be signed by the chairman of the board of directors, by its president, or by another of its officer.

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

Dated ____________

____
(signature)

State of South Dakota

OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **FARMERS UNION COOPERATIVE ASSOCIATION OF MARSHALL COUNTY, SOUTH DAKOTA changing its name to 4 SEASONS COOPERATIVE** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 22, 2001.

Joyce Hazeltine

Joyce Hazeltine
Secretary of State

AmendCertificate Merge doc

*K/0102307*281

*K/010

01230700281
2/5/01

Filed this 22nd day of Jan, 2001
Joyce Hazeltine
SECRETARY OF STATE

RECEIVED
JAN 22 '01
S.D. SEC. OF STATE

CERTIFICATE

We, the undersigned, President and Secretary respectively of the FARMERS UNION COOPERATIVE ASSOCIATION OF MARSHALL COUNTY, SOUTH DAKOTA, a cooperative association, organized and existing under the laws of the State of South Dakota, hereby certify as follows:

1. That on or about the 28th day of August, 2000, the Board of Directors of the Farmers Union Cooperative Association of Marshall County, South Dakota, at a regularly called meeting held at the office of the association at Britton, South Dakota, unanimously approved a certain proposed amendment to the Articles of Incorporation of said cooperative association, and recommended its adoption by the stockholders, which proposed amendment is attached hereto and incorporated herein as if fully set out and designated Exhibit "A";

2. That on December 1, 2000, a Notice of Stockholders Regular Annual Meeting and a statement referring to the proposed amendment to said Articles of Incorporation (Exhibit "A") was mailed to each and ever stockholder of said Farmers Union Cooperative Association of Marshall County, South Dakota, as reflected by the records of said cooperative association on said date; that said Notice was timely mailed prior to said annual meeting and designated the time and place of said meeting; that a copy of said Notice of Stockholders Regular Annual Meeting is attached hereto and incorporated herein as if fully set out and designated Exhibit "B";

3. That the regular annual meeting of the stockholders of the Farmers Union Cooperative Association of Marshall County, South Dakota, was held at the Britton Community Center, Britton, South Dakota, on December 11, 2000, beginning at 7:30 P.m. for the purpose of considering the Resolution Amending the Articles of Incorporation; that 34 stockholders of the cooperative association attended said meeting (in person) and such number of stockholders constitutes a quorum under the By-laws of the association and the laws of the State of South Dakota; that at said meeting a vote was taken pertaining to the above mentioned resolution and the results were as follows:

Pertaining to whether or not the Resolution Amending Section 1 Article I of the Articles of Incorporation should be adopted?

	YES	NO
Persons present	34	0
Total	34	0

C000021

01230700281
2/5/01

That the votes in favor of adopting the Resolution Amending Section 1 Article I of the Articles of Incorporation constituted more than a majority vote of those present and said Amendment was therefore declared adopted.

IN WITNESS WHEREOF, we have hereunto signed this Certificate as President and Secretary, respectively, of the said Farmers Union Cooperative Association of Marshall County, South Dakota, and caused the seal of said cooperative association to be attached thereto.

Owen Jones
President

(Corporate Seal)

Lynn E. Eberhart
Secretary

STATE OF SOUTH DAKOTA)
)SS
COUNTY OF MARSHALL)

BE IT REMEMBERED that on this 18 day of January, 2001, before me Tania J. Satrang, a Notary Public in and for said County and State personally came Owen Jones and Lynn E. Eberhart, known to me to be the persons described in and who signed the foregoing Certificate as to the correctness of the foregoing amendment to the Articles of Incorporation of the Farmers Union Cooperative Association of Marshall County, South Dakota, and personally known to me to be the President and Secretary of said Farmers Union Cooperative Association of Marshall County, South Dakota, and they acknowledged the execution and signing of the same to be their free act and deed for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

(SEAL) TANIA J. SATRANG
SEAL NOTARY PUBLIC SOUTH DAKOTA SEAL

Tania J. Satrang
Notary Public, Marshall County, South Dakota

My Commission Expires: May 10, 2003

010230

010230700281
2/5/01

EXHIBIT "A"

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

Section 1. The name of this corporation shall be 4 SEASONS COOPERATIVE.

0102307002812/9/01

Exhibit "B"

NOTICE OF STOCKHOLDERS REGULAR ANNUAL MEETING
of
Farmers Union Co-op Ass'n of Marshall County, Britton SD

Notice is hereby given that the Regular Annual Meeting of the Stockholders of the Farmers Union Co-op Ass'n of Marshall County, Britton, SD will be held in the Britton Community Center, Britton SD on Monday December 11th, 2000 starting at 7:30 P.M. for the following purposes:

Review Annual Audit

To consider a resolution to amend Section 1 of Article I of the articles of Incorporation to read as follows

ARTICLE I. NAME AND PRINCIPLE PLACE OF BUSINESS.

The name of this corporation shall be 4 SEASONS COOPERATIVE OR GLACIAL LAKES COOPERATIVE

Election of 3 Directors

Any other Business to Come Before the Meeting

This is a very important meeting. Everyone is urged to attend. This will be a Business Meeting, with a light lunch served after the meeting.

Lynn E. Eberhart, Secretary

0102307002812/9/01

Receipt Number: 948048

File Number CO000021

AMENDMENT

For

FARMERS UNION COOPERATIVE ASSOCIATION OF MARSHALL COUNTY, SOUTH DAKOTA changing its name to 4 SEASONS COOPERATIVE

Filed at the request of:

RICHARDS & OLIVER
CARLYLE E RICHARDS,
PO BOX 114
ABERDEEN SD 57402

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **Monday, January 22, 2001**

Joyce Hazeltine
Secretary of State

Fee Received. $20

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

0103208 0314

ANNUAL REPORT

DOMESTIC COOPERTIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE $5 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $50 APPLIES TO ALL LATE FILINGS

FILE DATE 2-13-01
RECEIPT NO [illegible]

RECEIVED
FEB 1 [illegible] 01
S.D. SEC. OF STATE

1 Corporate Name, Registered Agent and Registered Address

CO-000021 MAR 2000
FARMERS UNION COOPERATIVE ASSOCIATION OF
ANDRESEN, DAVID A
604 VANDER HORCK AVE.

BRITTON SD 57430

Federal Taxpayer ID

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form.

2 The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
MIKE BUSKER	Director	42202 101ST ST.	BRITTON	SD	57430
CURTIS FOSTER	Director	42430 116th ST.	BRITTON	SD	57430
ROGER CHRISTENSON	Director	11209 409TH AVE	CLAREMONT	SD	57432
NEIL AJEN	President/Director	10770 436TH AVE	VEBLEN	SD	57270
RANDY KNECHT	Vice President/Director	40193 112TH ST	HOUGHTON	SD	57449
LYNN E. EBERHART	Secretary/TREASURER	42333 103RD ST.	BRITTON	SD	57430
JEFF FORSTING	DIRECTOR	28251 113TH ST.	COLUMBIA	SD	57433
DAVE ANDRESEN	General Manager	1101 1ST ST.	BRITTON	SD	57430
JIM LUITJENS	DIRECTOR	4125 117TH ST.	CLAREMONT	SD	57432

3. A statement by class and par value of the amount of stock it has authority to issue.

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
599,375	COMMON	40.00
625	PREFERRED	40.00

NUMBER OF SHARES ISSUED	CLASS	PAR VALUE
599,375	COMMON	40.00
625	PREFERRED	40.00

The information herein contained shall be given as of the date of the execution of the report and signed by a principal officer or the general manager.

Dated 2-8-01

By David A Andresen
(Signature)

its GENERAL MANAGER
(Title)

STATE OF South Dakota
COUNTY OF Marshall ss

On this the 8 day of Feb, 20[illegible], before me, [illegible]
personally appeared [illegible], known to me, or proved to me,
to be the [illegible] 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 [illegible]

(Notarial Seal)

Notary Public

SOS CRP 410 11/99

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)

*K/020421303146

2002 ANNUAL REPORT

DOMESTIC COOPERATIVE 020421 303146
PLEASE TYPE OR USE BLACK INK 4/5/02

FILE DATE 4-3-02
RECEIPT NO. 1084470
RECEIVED
APR 3 '02

FILING FEE: $5 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:

CO-000021
CO-000021 MAR/2001
4 SEASONS COOPERATIVE
ANDRESEN, DAVID A
604 VANDER HORCK AVE.
BRITTON SD 57430

Federal Taxpayer I[

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form.

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
Curtis Foster	Director	42430 116th St	Britton	SD	57430
Michael Buisker	Director	42202 101st St.	Britton	SD	57430
Jim Luitjens	Director	41255 117th St.	Claremont	SD	57432
Neil Bien	President/Director	10770 436th Ave.	Veblen	SD	57270
Randy Knebht	Vice President/Director	40193 112th St.	Houghton	SD	57449
Lynn Eberhart	Secretary	42333 103rd St.	Britton	SD	57430
Roger Christenson	~~Treasurer~~ Director	11209 409th Ave	Claremont	SD	57432
Dave Andresen	General Manager	PO Box 188	Britton	SD	57430
~~Jeff Forsting~~	~~Director~~	~~28251 113th St.~~	~~Columbia~~	~~SD~~	~~57433~~

3. A statement by class and par value of the amount of stock it has authority to issue.

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
399,375	common	40.00
625	PREFERRED	40.00

4. NUMBER OF SHARES ISSUED CLASS PAR VALUE

5. The general type of business engaged in during the year: AG BUSINESS, GRAIN, PETROLEUM + AGRONOMY

The information herein contained shall be given as of the date of the execution of the report and signed by a principal officer or the general manager.

Dated 3-21-02

By David A Andresen
(Signature)

Its GENERAL MANAGER
(Title)

STATE OF South Dakota
COUNTY OF Marshall ss

On this the 21 day of March, 2001, before me, David A Andresen personally appeared ________, known to me, or proved to me, to be the General Manager 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 May ...

(Notarial Seal) SEAL NOTARY ... SOUTH DAKOTA

Tamra J Artiang
Notary Public

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

SOS CRP 410 11/99

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

File Date ____________

Receipt No. ____________

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

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 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 may be signed by the chairman of the board of directors, by its president, or by another of its officer.

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)

020421303146
4/5/02

CO-000021

Scott Bush	Director	41780 109th St.	Britton	SD	57430

0303219.1775

2003 ANNUAL REPORT

RECEIVED
0303219.1775
3/20/03
FEB 27 '03
S.D. SEC. of STATE

FILE DATE 3-11-03
RECEIPT NO. 119312(

RECEIVED
MAR 11 '03

DOMESTIC COOPERATIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE: $5 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:

CO-000021
CO-000021 MAR/2002
4 SEASONS COOPERATIVE
ANDRESEN, DAVID A
604 VANDER HORCK AVE.
BRITTON SD 57430

Federal Taxpayer II

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form.

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
MIKE BUSKER	Director	42202 101st st.	BRITTON	SD	57430
JIM LUTTZENS	Director	41255 117th ST	CLAREMONT	SD	57432
NEIL BIEN	Director	10770 436th AVE	VEBLEN,	SD	57270
CURTIS FOSTER	President/Director	42430 116th ST.	BRITTON,	SD	57430
RANDY KNECHT	Vice President/Director	40193 112th st	HOUGHTON,	SD	57449
LYNN EBERHART	Secretary	42333 103RD st	BRITTON,	SD	57430
ROGER CHRISTENSON	~~Treasurer~~ DIRECTOR	11209 409th AVE	CLAREMONT,	SD	57432
DAVE ANDRESEN	General Manager	1101 1st st.	BRITTON,	SD	57430
JEFF FORSTING	DIRECTOR	28251 113th ST	HOUGHTON,	SD	57433

3. A statement by class and par value of the amount of stock it has authority to issue.

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
599,375	COMMON	40.00
625	PREFERRED	40.00

4. NUMBER OF SHARES ISSUED

NUMBER OF SHARES ISSUED	CLASS	PAR VALUE
599,375	COMMON	40.00
625	PREFERRED	40.00

5. The general type of business engaged in during the year: AG BUSINESS, GRAIN, PETROLEUM AGRONOMY

The information herein contained shall be given as of the date of the execution of the report and signed by a principal officer or the general manager.

Dated 2-24-03

By David A Andresen
(Signature)

Its GENERAL MANAGER
(Title)

STATE OF South Dakota
COUNTY OF Marshall ss

On this the 24 day of February, 20 03, before me, Tamra J Satrang personally appeared David A. Andresen, known to me, or proved to me, to be the General Manager 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 May 10, 2003

TAMRA J. SATRANG
NOTARY PUBLIC
(Notarial Seal)

Tamra J Satrang
Notary Public

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845 FAX (605) 773-4550
www.state.sd.us/sos/sos.htm

SOS CRP 410 11/99

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)

329 3795

Receipt Number: 1287316

File Number CO000021

CO000021

ARTICLES OF AMENDMENT

ARTICLES_OF_AMENDMENT

For

4 SEASONS COOPERATIVE

Filed at the request of:

RICHARDS & OLIVERS
CARLYLE E RICHARDS
PO BOX 114
ABERDEEN SD 57402

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **February 04, 2004**

Chris Nelson

Secretary of State

Fee Received: $50

State of South Dakota

OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment

ORGANIZATIONAL ID #: CO000021

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **4 SEASONS COOPERATIVE** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this February 4, 2004.

Chris Nelson

Chris Nelson
Secretary of State

Filed this 4th day of Feb. 2004
Chris Nelson
SECRETARY OF STATE

329 3797

RECEIVED
FEB 04 '04
S.D. SEC. of STATE

CERTIFICATE

We, the undersigned, President and Secretary respectively of the 4 SEASONS COOPERATIVE, a cooperative association, organized and existing under the laws of the State of South Dakota, hereby certify as follows:

1. That on or about the 27th day of October, 2003, the Board of Directors of the 4 Seasons Cooperative, at a regularly called meeting held at the office of the association at Britton, South Dakota, unanimously approved certain proposed amendments to the Articles of Incorporation of said cooperative association, and recommended their adoption by the stockholders, which proposed amendments are attached hereto and incorporated herein as if fully set out and designated Exhibit "A";

2. That on December 5, 2003, a Notice of Annual Stockholders Meeting and a statement referring to the proposed amendments to said Articles of Incorporation (Exhibit "A") was mailed to each and ever stockholder of said 4 Seasons Cooperative, as reflected by the records of said cooperative association on said date; that said Notice was timely mailed prior to said annual meeting and designated the time and place of said meeting; that a copy of said Notice of Annual Stockholders Meeting is attached hereto and incorporated herein as if fully set out and designated Exhibit "B";

3. That, on the 26th day of November, 2003, and on the 3rd and 10th days of December, 2003, a notice of the said stockholders annual meeting was published in the Britton (South Dakota) Journal, the newspaper located nearest the association's principal office; that said notice stated the object of the meeting and that amendments to the association's Articles of Incorporation would be proposed; that a true and correct copy of said notice is attached hereto and incorporated herein as if fully set out and designated Exhibit "C";

4. That the regular annual meeting of the stockholders of the 4 Seasons Cooperative, was held at the Hecla Community Center, Hecla, South Dakota, on December 15, 2003, beginning at 7:30 p.m.. for the purpose of considering the Resolution Amending the Articles of Incorporation; that 32 stockholders of the cooperative association attended said meeting (in person) and such number of stockholders constitutes a quorum under the By-laws of the association and the laws of the State of South Dakota; that at said meeting votes were taken pertaining to the above mentioned resolution and the results were as follows:

Pertaining to whether or not the Resolution Amending Section 2 of Article I of the Articles of Incorporation should be adopted?

	YES	NO
Persons present	32	0
Total	32	0

C0000021

The Chair declared the Resolution passed and Section 2 of Article I duly amended.

Pertaining to whether or not the Resolution Amending Article III of the Articles of Incorporation should be adopted?

	YES	NO
Persons present	32	0
Total	32	0

The Chair declared the Resolution passed and Article III duly amended.

Pertaining to whether or not the Resolution Amending Article IV of the Articles of Incorporation should be adopted?

	YES	NO
Persons present	30	2
Total	30	2

The Chair declared the Resolution passed and Article IV duly amended.

Pertaining to whether or not the Resolution Amending Article VIII of the Article of Incorporation should be adopted?

	YES	NO
Persons present	31	1
Total	31	1

The Chair declared the Resolution passed and Article VIII duly amended.

IN WITNESS WHEREOF, we have hereunto signed this Certificate as President and Secretary, respectively, of the said 4 Seasons Cooperative, and caused the seal of said cooperative association to be attached thereto.

(Seal)

Curtis Foster
President

Lynn E. Eberhart
Secretary

329 3799

STATE OF SOUTH DAKOTA)
)SS
COUNTY OF MARSHALL)

BE IT REMEMBERED that on this 15 day of December, 2003, before me, Tamra J Satrang, a Notary Public in and for said County and State personally came Curtis Foster and Lynn E. Eberhart, known to me to be the persons described in and who signed the foregoing Certificate as to the correctness of the foregoing amendment to the Articles of Incorporation of the 4 Seasons Cooperative, and personally known to me to be the President and Secretary of said 4 Seasons Cooperative, and they acknowledged the execution and signing of the same to be their free act and deed for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

(SEAL)
TAMRA J. SATRANG
NOTARY PUBLIC
SEAL SOUTH DAKOTA SEAL

Tamra J Satrang
Notary Public, Marshall County,
South Dakota

My Commission Expires: May 10, 2009

329 3800

RECEIVED
FEB 04 '04
S.D. SEC. of STATE

Exhibit "A"

AMENDED ARTICLES OF INCORPORATION OF 4 SEASONS COOPERATIVE

ARTICLE I - Name and Place

Section 1. The name of this cooperative association shall be 4 SEASONS COOPERATIVE.

Section 2. The principal and registered office of the cooperative association shall be 520 Vander Horck Avenue, Britton, SD 57430, and its registered agent at that address is David A. Andresen (I consent to being appointed as registered agent for the cooperative association. (Signed) David A Andresen, January 26th, 2004).

ARTICLE II - Period of Existence

The period of existence of this cooperative association shall be perpetual.

ARTICLE III - Purposes

This cooperative association is organized for the purpose of carrying on a grain and agricultural supplies business, as a cooperative association, engaging in any activity or service in connection with the handling and marketing of grain, the sale of crop inputs, energy and agricultural supplies. This cooperative association may engage in any activity within the purposes for which cooperative associations may be organized.

ARTICLE IV - Organized Without Capital Stock

This cooperative association is a membership cooperative association organized without capital stock.

ARTICLE V - Dissolution

Upon the dissolution of this cooperative association, the assets shall be distributed in the following manner:

(1) To pay the costs incurred in connection with the dissolution;
(2) To pay all the debts and liabilities of the cooperative association;
(3) To pay and retire all patronage and other credits if possible; if insufficient assets remain to pay all patronage and other credits,

such assets as remain shall be distributed to patrons and members of the cooperative association on a pro-rated basis; and

(4) Any remaining property and assets of the cooperative association shall be distributed among the members in the proportion that the aggregate patronage of each member bears to the total patronage of all members.

ARTICLE VI - Board of Directors

Section 1. The management of this cooperative association shall be vested in a board of directors who shall be elected at the annual meeting of the members in such number and for such terms of office as shall be provided in the bylaws.

Section 2. To the fullest extent permitted by the South Dakota Codified Laws, as the same now exist or may be hereafter amended, a director of this cooperative association shall not be personally liable to the cooperative association, its members or stockholders for monetary damages for breach of his or her fiduciary duty as a director.

ARTICLE VII - Incorporators

The names and addresses of the original incorporators and the first board of directors of the cooperative association are:

Henry H. Wallace	Britton, South Dakota
William J. Stokes	Britton, South Dakota
George L. Quarve	Britton, South Dakota
Fred A. Bundrock	Britton, South Dakota
A. G. Koeppen	Britton, South Dakota

ARTICLE VIII - Amendments

This cooperative association may amend any of its articles of incorporation by a majority of any quorum of members voting in favor thereof at any members meeting provided that a statement of the proposed amendment was contained in the notice of the meeting.

Exhibit "B"

NOTICE OF ANNUAL STOCKHOLDERS MEETING OF 4 SEASONS COOPERATIVE

Notice is hereby given that the annual meeting of the stockholders of 4 Seasons Cooperative shall be held at the Hecla Community Center, Hecla, South Dakota, on December 15, 2003, commencing at 7:30 o'clock P.M. for the following purposes:

1. To consider and vote upon amendments to the Association's Articles of Incorporation which would
   a. confirm the cooperative's name as 4 Seasons Cooperative;
   b. further specify the registered office and registered agent of the Association as required by the Secretary of State;
   c. to shorten and refine the purposes section (Article III) so as to qualify the cooperative to undertake any activity allowed by law;
   d. to change the cooperative from a stock cooperative to a nonstock cooperative (Article IV) where every patron shall have credits instead of stock;
   e. to streamline the amendment process so that Articles of Incorporation may be adopted at any member meeting where a statement of the proposed amendment is set out in the notice of the meeting.

2. To elect three directors to the Board of Directors.

3. To consider any other business which may come before the meeting.

PLEASE NOTE: THE FORMAL BUSINESS MEETING WILL BE FOLLOWED BY A LIGHT LUNCH.

ALSO: A COPY OF THE PROPOSED ARTICLES OF INCORPORATION MAY BE EXAMINED AT THE BRITTON OFFICE DURING BUSINESS HOURS.

/s/ Lynn E. Eberhart
Secretary

Exhibit "C"

NOTICE OF REGULAR ANNUAL STOCKHOLDERS MEETING
of
4 Seasons Cooperative

Notice is hereby given that the regular Annual Meeting of the Stockholders of 4 Seasons Cooperative, Britton, SD will be held in Hecla at the Community Center on December 15, 2003 starting at 7:30 p.m. for the following purposes:

- Review Annual Audit
- Election of 3 Directors
- Possible vote on bylaw and article changes
- Any other Business to come before the meeting

This is a very important meeting. Everyone is urged to attend. A light lunch will be served after the meeting.

Lynn E. Eberhart, Secretary

226 1168 03/10/2004

2004 ANNUAL REPORT

DOMESTIC COOPERATIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE: $30 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $50 APPLIES TO ALL LATE FILINGS

FILE DATE 3/1/04
RECEIPT NO. 1296669
RECEIVED
FEB 26 '04
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

C0000021
C0000021 MAR/2003
4 SEASONS COOPERATIVE
ANDRESEN, DAVID A
604 VANDER HORCK AVE.
BRITTON SD 57430

Telephone # (605) 448-2231

Federal Taxpa

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form.

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
Mike Buisker	Director	42202 101st St.	Britton	SD	57430
Jim Luitjens	Director	41255 117th St.	Claremont	SD	57432
Neil Bien	Director	10770 436th Ave	Veblen	SD	57270
Randy Knecht	President/Director	40193 112th St	Houghton	SD	57449
Roger Christenson	Vice President/Director	11209 409th Ave	Claremont	SD	57432
Lynn Eberhart	Secretary	42333 103rd St	Britton	SD	57430
Curtis Foster	Director	42430 116th St	Britton	SD	57430
David A. Andresen	General Manager	1101 1st St	Britton	SD	57430
Jeff Forsting	Director	28251 113th St	Houghton	SD	57433

3. A statement by class and par value of the amount of stock it has authority to issue.

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
599,375	Common	40.00
625	Preferred	40.00

4. NUMBER OF SHARES ISSUED CLASS PAR VALUE

5. The general type of business engaged in during the year: Ag Business, Grain, Petroleum, Agronomy

The information herein contained shall be given as of the date of the execution of the report and signed by a principal officer or the general manager.

Dated 2-25-04

By David A Andresen
(Signature)

Its General Manager
(Title)

STATE OF South Dakota
COUNTY OF Marshall ss

On this the 25 day of February, 20 04, before me, Tamra J Satrang personally appeared David A. Andresen, known to me, or proved to me, to be the General Manager 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 May 10, 2009

Tamra J Satrang
Notary Public

(Notarial Seal)

TAMRA J. SATRANG
SEAL NOTARY PUBLIC SOUTH DAKOTA SEAL

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077
PHONE: 605-773-4845
www.sdsos.gov

SOS CRP 410 7/03

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)

2005 ANNUAL REPORT

DOMESTIC COOPERATIVE
PLEASE TYPE OR USE BLACK INK

ok Day

FILING FEE: $30 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $50 APPLIES TO ALL LATE FILINGS

FILE DATE 03/01/05
RECEIPT NO. 141035
RECEIVED
FEB 17 05
S.D. SEC. of STATE

233 4544

1. Corporate Name, Registered Agent and Registered Address:

C0000021
C0000021 MAR/2004
4 SEASONS COOPERATIVE
ANDRESEN, DAVID A
520 VANDER HORCK AVE.
BRITTON SD 57430

Telephone # 605-448-2231
Federal Taxpa

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

~~To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form.~~

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
MIKE BUSKER	Director	42202 101st. St.	BRITTON	SD	57430
JIM LUTTJENS	Director	41255 117th St.	CLAREMONT	SD	57432
WEIL BIEN	Director	10770 436th AVE	VEBLEN	SD	57270
RANDY KNECHT	President/Director	40193 112th St.	HOUGHTON	SD	57449
ROGER CHRISTENSON	Vice President/Director	11209 409th AVE	CLAREMONT	SD	57432
LYNN EBERHART	Secretary	42323 103rd St.	BRITTON	SD	57430
CURTIS FOSTER	Director	42430 116th St	BRITTON	SD	57430
JEFF FORSTING	~~Treasurer~~	28251 113th St	HOUGHTON	SD	57433
DAVID ANDRESEN	General Manager	1101 1st St.	BRITTON	SD	57430

3. A statement by class and par value of the amount of stock it has authority to issue.

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
599,375	COMMON	40.00
625	PREFERRED	4.00

4. NUMBER OF SHARES ISSUED — CLASS — PAR VALUE

5. The general type of business engaged in during the year: AG BUSINESS - GRAIN, PETROLEUM, AGRONOMY

The information herein contained shall be given as of the date of the execution of the report and signed by a principal officer or the general manager.

Dated 2-12-05 PL

David A Andresen
(Signature)

FEB 15 2005

GENERAL MANAGER
(Title)

915500 -99 30.00

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077 PHONE: 605-773-4845
www.sdsos.gov

SOS CRP 410 7/04

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 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)

Revised 07/04

338 4811

Receipt Number: 142842

File Number CO000021

C000021

ARTICLES OF MERGER

ARTICLES_OF_MERGER

For

FARMERS UNION OIL COMPANY OF REDFIELD AND DOLAND, a South Dakota Cooperative merging into 4 SEASONS COOPERATIVE, a South Dakota Cooperative and a survivor

Filed at the request of:

RICHARDS & OLIVER
CARLYLE E RICHARDS
PO BOX 114
ABERDEEN SD 57402

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **April 18, 2005**

Chris Nelson

Secretary of State

Fee Received: $50

State of South Dakota

OFFICE OF THE SECRETARY OF STATE

Certificate of Merger

ORGANIZATIONAL ID #: CO000021

I, Chris Nelson, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Merger **FARMERS UNION OIL COMPANY OF REDFIELD AND DOLAND, a South Dakota Cooperative merging into 4 SEASONS COOPERATIVE, a South Dakota Cooperative and a survivor** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger and attach hereto a duplicate of the Articles of Merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this April 18, 2005.

Chris Nelson

Chris Nelson
Secretary of State

Cert of Merger Merge.Doc

338 4813

Filed this 18th day of April 2005
Chris Nelson
SECRETARY OF STATE

RECEIVED
APR 18 '05
S.D. SEC. OF STATE

C000021 (S)

C000814

CERTIFICATE OF MERGER

We, the undersigned, President and Secretary respectively of 4 SEASONS COOPERATIVE, Britton, South Dakota, and FARMERS UNION OIL COMPANY OF REDFIELD AND DOLAND, Redfield, South Dakota, both of which are cooperative associations organized and existing under the laws of the State of South Dakota, hereby certify as follows:

1. That, on Oct 23rd, 2004, the Board of Directors of 4 Seasons Cooperative and the Board of Directors of Farmers Union Oil Company of Redfield and Doland, approved a certain Unification Agreement and plan for merger, a copy of which is attached hereto, designated Exhibit "A", and incorporated by reference herein the same as if set out in full;

2. That, on October 29, 2004, a Notice of Special Meeting and a statement referring to and explaining the Unification Agreement and plan for merger was mailed to each and every member and stockholder of said Farmers Union Oil Company of Redfield and Doland, as reflected by the records of said cooperative association on said date; that said Notice was mailed at least ten days and less than thirty days prior to said special meeting and designated the time and place of said meeting; that a copy of said Notice of Special Meeting is attached hereto and incorporated herein as if fully set out and designated Exhibit "B";

3. That, on November 17th, 2004, a Notice of Annual Members Meeting and a statement referring to and explaining the Unification Agreement and plan for merger was mailed to each and every member and stockholder of 4 Seasons Cooperative, as reflected by the records of said cooperative association on said date; that said Notice was mailed at least ten days and less than thirty days prior to said annual meeting and designated the time and place of said meeting; that a copy of said Notice of Annual Meeting is attached hereto and incorporated herein as if fully set out and designated Exhibit "C";

4. That the special meeting of the stockholders of Farmers Union Oil Company of Redfield and Doland was held in the Frankfort Community Center, Frankfort, South Dakota, on November 22, 2004, beginning at 7:00 P.M. for the purpose of considering the Unification Agreement and plan for merger; that 30 member/stockholders of the association attended said meeting (in person) and such number of member/stockholders constitutes a quorum under the By-laws of the association and the laws of the State of South Dakota; that at said meeting a vote was taken pertaining to the mentioned resolution and the results were as follows:

Pertaining to whether or not the Resolution approving the Unification Agreement and plan for merger should be adopted?

	YES	NO
In person	30	0
Total	30	0

That the vote in favor of adopting the Resolution Approving the Unification Agreement and plan for merger constituted more than a majority vote of those present and said Resolution was therefore declared adopted, pursuant to SDCL 47-18-1, as amended.

5. That the annual meeting of the stockholders of 4 Seasons Cooperative was held at the Community Center, Britton, South Dakota, on December 6, 2004, beginning at 7:30 P.M. for the purpose of considering the Unification Agreement and plan for merger; that 48 members of the association attended (in person); that such number of members constitutes a quorum under the By-laws of the association and the State of South Dakota; that, at said meeting a vote was taken pertaining to the said resolution and the results were as follows:

a. Pertaining to whether or not the Resolution approving the Unification Agreement and plan for merger should be adopted?

	YES	NO
In person	48	0
Total	48	0

That the vote in favor of adopting the Resolution Approving the Unification Agreement and plan for merger constituted more than a majority vote of those present and said Resolution was therefore declared adopted, pursuant to SDCL 47-18-1, as amended.

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Merger as President and Secretary, respectively, of the said 4 Seasons Cooperative and Farmers Union Oil Company of Redfield and Doland and caused the seal of said cooperative associations to be attached hereto.

4 SEASONS COOPERATIVE

By Randy Knecht
Its President

(SEAL)

By Lynn E. Eberhart
Its Secretary

FARMERS UNION OIL COMPANY OF
REDFIELD AND DOLAND

(SEAL)

By David Van Scharrel
Its President

By Brent Mason
Its Secretary

STATE OF SOUTH DAKOTA)
)SS
COUNTY OF MARSHALL)

BE IT REMEMBERED that on this 28 day of March, 2005, before me the undersigned Notary Public, personally came Randy Knecht and Lynn E. Eberhart, known to me to be the persons described in and who signed the foregoing Certificate of Merger as to the correctness of the same, and personally known to me to be the President and Secretary of said 4 Seasons Cooperative, and they acknowledged the execution and signing of the same to be their free act and deed for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

(SEAL)
TAMMIE J. SATRANG
NOTARY PUBLIC
SOUTH DAKOTA

Tammie J Satrang
Notary Public, South Dakota

My Commission Expires: May 10, 2009

STATE OF SOUTH DAKOTA)
)SS
COUNTY OF SPINK)

BE IT REMEMBERED, That on this 28 day of March, 2005, before me the undersigned Notary Public, personally came David Van Scharrel and Brent Mason, known to me to be the persons described in and who signed the foregoing Certificate of Merger as to the correctness of the same, and personally known to me to be the President and Secretary of said Farmers Union Oil Company of Redfield and Doland, and they acknowledged the execution and signing of the same to be their free act and deed for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

TAMRA J. SATRANG (SEAL)
SEAL NOTARY PUBLIC SOUTH DAKOTA SEAL

Tamra J Satrang
Notary Public, South Dakota

My Commission Expires: May 10, 2009.

EXHIBIT "A"

UNIFICATION AGREEMENT

In consideration of the mutual promises contained herein, it is promised and agreed by and between 4 SEASONS COOPERATIVE, Britton, South Dakota, hereinafter designated as "Britton", and FARMERS UNION OIL COMPANY OF REDFIELD AND DOLAND, Redfield, South Dakota, hereinafter designated as "Redfield", as follows:

1. Redfield agrees to transfer and convey, and Britton agrees to accept, all of Redfield's business and property, including but not limited to real estate, personal property, leased real or personal property, tangible property, intangible property, rights, privileges, franchises, accounts, funds or equities owned by Redfield or in which it may have an interest on the effective date of this Agreement.

2. The transfer of the assets and property described in Paragraph 1, above, shall be undertaken pursuant to Sections 47-18-1 through 47-18-7, both inclusive, of South Dakota Codified Laws, as amended, and shall be subject to all claims, accounts, debts, liabilities, and obligations owed by Redfield as of the effective date of this Agreement which Britton will assume and pay according to the terms thereof. In this connection, each party covenants and warrants as follows:

a. That there are no claims, accounts, debts, liabilities or obligations except such as are reflected by its books of account and records that shall be made available for inspection and audit under the terms of this Agreement.

b. That there is no action, suit or other legal proceeding pending or, to either party's knowledge, threatened against or affecting either party in any Court or before any government board or commission which might result in any material adverse change in the business, operations, properties or financial condition of either party.

3. In the event the merger of the parties is consummated as agreed herein, Britton shall amend its present By-laws as hereafter provided. Therefore, in order to utilize Britton's Articles of Incorporation and By-laws, Britton is designated the surviving cooperative.

4. That, as consideration for the transfer of the assets and business of Redfield, Britton will:

a. be responsible for, and pay according to the terms thereof, all the current obligations and liabilities of Redfield, including, but not limited to any outstanding current drafts drawn against any account of Redfield and issued after January 1, 2004, and any open account, patrons note, obligation, or claim owed any vendor or patron, or any obligation due any governmental taxing authority, including Internal Revenue Service.

b. issue patronage credits to the patrons of Redfield on a dollar for dollar basis. In other words, the holder of any capital stock or patronage issued by Redfield shall be entitled to patronage credits of the same dollar value to be issued by Britton, it being agreed that Britton shall remain a membership cooperative association after the effective date of this merger.

5. The parties acknowledge and agree that all of the patronage and equities issued by Britton prior to December 31, 1979, have been retired and paid out to Britton's patrons. Therefore, to bring Redfield's patronage retirement payout to the same level as Britton's, Redfield will, prior to the effective date, pay and distribute all equities and patronage allocated to Redfield's patrons prior to December 31, 1979. In addition, any distributions due by reason of a Redfield patron or member's death shall be paid and distributed prior to the effective date. All such payments and distributions

shall be funded by Redfield's unallocated reserve provided that Redfield's unallocated reserve must be maintained in the sum of at least $300,000 prior to the effective date. If the above patronage and equity payments cannot be paid without diminishing Redfield's unallocated reserve to less than $300,000, then such payouts and distributions shall be funded by writing down Redfield's assets and/or local equities. As stated, Redfield's unallocated reserve may never be less than $300,000.

6. That, as and for additional consideration herein, Redfield will transfer and convey to Britton all the following described property:

a. All buildings, equipment, fixtures, office furniture, vehicles, inventory and merchandise presently owned by Redfield;

b. All accounts receivable owned by Redfield including any such accounts paid to Redfield subsequent to the date of this Agreement and prior to the effective date of merger; provided that all accounts receivable by Redfield which are over six months old on January 1, 2005, shall be written off;

c. All leasehold interests presently owned or held by Redfield, if any;

d. Any real estate or rights in real estate, subject to leases, any easements of record, or restrictions or zoning ordinances relating to the use or occupation of the premises;

e Any unemployment insurance or other account maintained in Redfield's name by any governmental commission or body;

f. Any checking or savings accounts or money market or savings certificates in Redfield's name, wherever located.

g. All of Redfield's right, title and interest in and to Petroleum Partners, LLC and Cooperative Agronomy Services.

Both parties further agree that David A. Andresen shall serve as manager after the effective date of this Agreement. In addition, if the effective date is accelerated as provided below, Mr. Andresen will serve as interim manager from the new effective date until January 31, 2005. All accrued vacation and personal leave time of Redfield's employees shall be given full recognition by Britton.

7. The parties agree that all regional patronage (such as Cenex Harvest States or Cenex Finance) owned or due Redfield on the effective date shall be kept separate from Redfield's local patronage and transferred to Britton, as Trustee, for the benefit of Redfield's members and patrons only. Britton shall collect all distributions and payments of such regional patronage and keep such receipts separate from all other funds. Britton shall periodically, and at least once each five years, distribute such regional patronage to the known Redfield patrons or their heirs. Britton, as such Trustee, shall also prepare any tax returns or reports required by reason of such distributions and may also proceed to forfeit the interest or patronage of any Redfield patron whose whereabouts is unknown, in the manner provided by law. At such time as all regional patronage has been received, Britton, as Trustee, shall pay all final costs of administration, and prorate the remaining regional patronage among the remaining Redfield patrons, and terminate this trust. Britton shall be entitled to payment of all out-of-pocket costs and a reasonable fee for acting as such Trustee.

8. Both parties agree not to engage in any transaction or undertaking, or incur any liabilities or obligations outside the ordinary course of business, or enter into any long-term contracts, subsequent to the date of this Agreement without the prior approval of the Board of Directors of both parties. All transactions engaged in by either

association subsequent to the date of this Agreement shall be reflected in full on its books and records.

9. Transfer of personal property shall be by Bill of Sale, and transfer of real estate shall be by Warranty Deed, subject to any encumbrances to be assumed as agreed by the parties herein. Britton shall be entitled to title insurance showing good and merchantable title to the real estate, one-half the cost of which should be allocated equally between the parties.

10. The effective date of this Agreement shall be January 31, 2005, unless the Boards of both parties agree to an earlier date which in no case will be prior to January 1, 2005, and provided that the Agreement has been approved by the stockholders and members of both parties. The transfer of assets from Redfield to Britton shall be effected as soon thereafter as reasonably possible. An audit and inventory of Redfield's assets shall be conducted for accounting purposes by representatives of both parties prior to the effective date.

11. The parties agree that this Agreement will not be effective, or obligate either party, until or unless, Britton's membership approves an amendment to Britton's bylaws that requires the reconstitution of Britton's Board of Directors as follows:

a. For the first fiscal year following the adoption of this Agreement, Britton's Board of Directors shall be composed of 15 persons, 9 from the present Britton Board and 6 from the present Redfield Board.

b. At the first membership meeting following the consummation of this Agreement between the parties, the Board of Directors shall be decreased by two seats both of which will be "South" seats or directors residing south of 133rd Street in Day County as extended east and west. The directors residing south of said 133rd Street shall determine which directorships will be terminated.

c. At the second membership meeting following the consummation of this Agreement between the parties the Board of Directors shall be further decreased by four additional seats, three of which will be "North" seats or seats held by directors living north of said 133rd Street, Day County, South Dakota, as extended east and west, and one of which will be a "South" seat. The then elected directors on either side of 133rd Street shall determine which seat or seats shall be eliminated at the end of the second year after the consummation of this Agreement.

A true and correct copy of said proposed bylaw amendment is attached hereto, denominated Exhibit "A", and incorporated by reference herein the same as if set out in full.

12. Notwithstanding the provisions of this Agreement and the approval of said agreement by the Board of Directors of Redfield and Britton, the respective Board of Directors of both parties shall each have the right, prior to the stockholder or membership meeting of either association called to consider this Agreement, in its uncontrolled discretion, to abandon and refrain from making effective the merger herein provided for if it appears to them that the consummation of this Agreement and the plan for merger is not practical, feasible, or otherwise in the best interests of said parties, written notice thereof shall be given to the other party, and thereupon this Agreement shall become void and of no effect, and there shall be no liability on the part of either party, or their respective Board of Directors or members or stockholders, as a result of this Agreement, or the abandonment thereof, each party bearing any expenses incurred by it and sharing equally any legal or consulting fees. After the first membership meeting held to consider the Agreement, neither party's Board of Directors may abandon this Agreement without the consent of the other party or rejection of the Agreement by the membership of either party.

13. This Agreement shall be submitted to the members of both parties as required by Section 47-18-1 of South Dakota Codified Laws and for the purpose of complying with Chapter 47-18 of South Dakota Codified Laws, this plan, if and when consummated, shall constitute a merger.

14. The directors of both associations acknowledge that they have had ample opportunity to inspect and examine all real and personal property and other assets of the other association and agree to accept the same in its present state and condition of repair.

15. Until the effective date of this Agreement, neither party shall, except with the other's consent, dispose of or encumber any assets or property owned by it except in connection with those transactions occurring in the ordinary course of business. Each party shall use its best efforts to preserve its business and good will. Each party will permit the other, its agents and representatives, full access to its property and records prior to the effective date during normal business hours and will supply all information concerning its property and affairs as may be reasonably demanded.

16. The parties agree that certain costs and expenses, including professional fees, will be incurred in connection with the formulation of a plan of unification, or merger agreement, and the presentation of the same to the membership or stockholders of both parties. Therefore, it is agreed and stipulated that all such costs, expenses, and fees shall be divided as follows between Redfield and Britton, regardless of the members and stockholders decisions regarding this merger: Redfield shall pay 25 per cent thereof and Britton shall pay 75 per cent thereof.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by their duly authorized officers on the 23rd day of October, 2004.

4 SEASONS COOPERATIVE

By____________________
Its President

By____________________
Its Secretary

ATTEST:

Director

Director

Director

Director

Director

Director

Director

Director

Director

FARMERS UNION OIL COMPANY OF REDFIELD AND DOLAND

By____________________
Its President

By____________________
Its Secretary

ATTEST:

Director

Director

Director

Director

Director

Director

EXHIBIT "A"

Proposed Amendment to Article II - Board of Directors

<u>Section 1.</u> The government of this cooperative association and management of its affairs shall be vested in a board of directors who shall be elected at the annual meeting of members and hold office for three years.

a. From the time of the 2004 annual meeting until the 2005 annual meeting, the board of directors shall be composed of 15 directors. Nine directorships shall be held by the members of the present Britton board or their duly elected successors and six directorships shall be held by the members of the present Redfield board or their duly elected successors.

Should be 142nd St. [illegible] 11/30/05

b. At the 2005 annual meeting of the association, the number of directorships shall be reduced to 13. Nine directorships shall be held by members of the association residing north of 133rd Street in Day County extended east and west. These directors shall be known as the "North directors." Four directorships shall be held by members of the association residing south of said 133rd Street extended east and west. These directors shall be known as the "South directors." The present members of the Redfield board or their duly elected successors shall determine which of the original Redfield directors' seats shall be eliminated to reduce the total board membership to 13.

c. At the 2006 annual meeting of the association, the number of directorships shall be reduced to, and remain at, 9 directors. Commencing at the 2006 annual meeting, and thereafter, six directorships shall be held by "North directors." The nine North directors serving at the time of the 2006 annual meeting shall determine which three of the North directors' seats shall be eliminated. Commencing at the 2006 annual meeting, and thereafter, three directorships shall be held by "South directors." The four South directors serving at the time of the 2006 annual meeting shall determine which one of the South directors' seats shall be eliminated.

Thereafter the board of directors shall be composed of six North directors and three South directors.

At each annual meeting directors shall be elected to fill each vacancy on the board of directors. All directors shall hold office until their successors are elected and qualified. Any vacancy on the board of directors, other than by expiration of a director's term, shall be filled for the remainder of the term of such director by a majority of the remaining directors. If the vacated term extends beyond the next annual membership meeting, the members shall elect, at the next annual meeting, a director to serve the remainder of such term.

338 4826 04/19/2005

Exhibit "B"

NOTICE OF SPECIAL MEETING

This is your notice of a special meeting of the Farmers Union Oil Company of Redfield & Doland, SD.

The purpose of this special meeting will be for the patrons to vote on the proposed unification plan between Farmers Union Oil Company of Redfield & Doland and the 4 Seasons Cooperative.

The meeting will take place at the Frankfort Community Center on Monday, November 22, 2004 at 7:00 p.m.

Respectfully submitted,

David Van Scharrel

David Van Scharrel
Chairman of the Board of Directors of Farmers Union Oil Company of Redfield & Doland

338 4827 04/19/2005

NOTICE OF STOCKHOLDERS REGULAR ANNUAL MEETING
of
4 Seasons Cooperative

Notice is hereby given that the Regular Annual Meeting of the Stockholders of 4 Seasons Cooperative, Britton, SD will be held in Britton at the Community Center on Dec. 6, 2004, starting at 7:30 p.m. for the following purposes:

- Review Annual Audit
- Election of 3 Directors
- Bylaw vote on change in director territory

This is a very important meeting. Everyone is urged to attend. A light lunch will be served after the meeting.

Lynn E. Eberhart, Secretary

EXHIBIT "C"

341 7190 10/05/2005

Receipt Number: 1480205

File Number CO000021

CO000021

ARTICLES OF MERGER

ARTICLES_OF_MERGER

For

FARMERS UNION OIL COMPANY OF PIERPONT AND BRISTOL, SOUTH DAKOTA, a South Dakota Cooperative merging into 4 SEASONS COOPERATIVE, a South Dakota Cooperative

Filed at the request of:

RICHARDS & OLIVER
CARLYLE E RICHARDS
PO BOX 114
ABERDEEN SD 57402

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **October 04, 2005**

Chris Nelson

Secretary of State

Fee Received: $50

State of South Dakota

OFFICE OF THE SECRETARY OF STATE

Certificate of Merger

ORGANIZATIONAL ID #: CO000021

I, Chris Nelson, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Merger **FARMERS UNION OIL COMPANY OF PIERPONT AND BRISTOL, SOUTH DAKOTA, a South Dakota Cooperative merging into 4 SEASONS COOPERATIVE, a South Dakota Cooperative** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger and attach hereto a duplicate of the Articles of Merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this October 4, 2005.

Chris Nelson

Chris Nelson
Secretary of State

CERTIFICATE OF MERGER

We, the undersigned, President and Secretary respectively of 4 SEASONS COOPERATIVE, Britton, South Dakota, and FARMERS UNION OIL COMPANY OF PIERPONT AND BRISTOL, SOUTH DAKOTA, both of which are cooperative associations organized and existing under the laws of the State of South Dakota, hereby certify as follows:

1. That, on June 27, 2005, the Board of Directors of 4 Seasons Cooperative and the Board of Directors of Farmers Union Oil Company of Pierpont and Bristol, South Dakota, approved a certain Unification Agreement and plan for merger, a copy of which is attached hereto, designated Exhibit "A", and incorporated by reference herein the same as if set out in full;

2. That, on July 19, 2005, a Notice of Special Stockholders Meeting and a statement referring to and explaining the Unification Agreement and plan for merger was mailed to each and every member and stockholder of said Farmers Union Oil Company of Pierpont and Bristol, South Dakota, as reflected by the records of said cooperative association on said date; that said Notice was mailed at least ten days and less than thirty days prior to said special meeting and designated the time and place of said meeting; that a copy of said Notice of Special Stockholders Meeting is attached hereto and incorporated herein as if fully set out and designated Exhibit "B";

3. That, on August 10, 2005, a Notice of special members meeting and a statement of the purpose of said special membership meeting was mailed to each and every member and stockholder of 4 Seasons Cooperative, as reflected by the records of said cooperative association on said date; that said Notice was mailed at least ten days and less than thirty days prior to said special meeting and designated the time and place of said meeting; that a copy of said Notice of special members meeting is attached hereto and incorporated herein as if fully set out and designated Exhibit "C";

4. That the special meeting of the stockholders of Farmers Union Oil Company of Pierpont and Bristol, South Dakota, was held in the Community Building, Pierpont, South Dakota, on August 3, 2005, beginning at 7:30 P.M. for the purpose of considering the Unification Agreement and plan for merger; that 46 member/stockholders of the association attended said meeting (in person) and such number of member/stockholders constitutes a quorum under the By-laws of the association and the laws of the State of South Dakota; that at said meeting a vote was taken pertaining to the mentioned resolution and the results were as follows:

> Pertaining to whether or not the Resolution approving the Unification Agreement and plan for merger should be adopted?

	YES	NO
In person	38	8
Total	38	8

That the vote in favor of adopting the Resolution Approving the Unification Agreement and plan for merger constituted more than a majority vote of those present and said Resolution was therefore declared adopted, pursuant to SDCL 47-18-1, as amended.

5. That the special meeting of the members and stockholders of 4 Seasons Cooperative was held at the Britton Community building, Britton, South Dakota, on August 22, 2005, beginning at 8:00 P.M. for the purpose of considering the Unification Agreement and plan for merger; that 32 members of the association attended (in person); that such number of members constitutes a quorum under the By-laws of the association and the State of South Dakota; that, at said meeting a vote was taken pertaining to the said resolution and the results were as follows:

a. Pertaining to whether or not the Resolution amending Section 1 of Article II of the Association's Bylaws so as to effectuate the Unification Agreement and plan for merger should be adopted?

	YES	NO
In person	28	4
Total	28	4

That the vote in favor of adopting the Resolution Amending the bylaws and effectuating the Unification Agreement and plan for merger constituted more than a majority vote of those present and said Resolution was therefore declared adopted, pursuant to SDCL 47-18-1, as amended.

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Merger as President and Secretary, respectively, of the said 4 Seasons Cooperative and Farmers Union Oil Company of Pierpont and Bristol, South Dakota, and caused the seal of said cooperative associations to be attached hereto.

(SEAL)

4 SEASONS COOPERATIVE

By Randy Knecht
Its President

By Lynne E. Eberhart
Its Secretary

(SEAL)

FARMERS UNION OIL COMPANY OF
PIERPONT AND BRISTOL, SOUTH DAKOTA

By Kent O Holler
Its President

By Mark Brandlee
Its Secretary

STATE OF SOUTH DAKOTA)
)SS
COUNTY OF MARSHALL)

BE IT REMEMBERED that on this 29 day of September, 2005, before me the undersigned Notary Public, personally came Randy Knecht and Lynn E. Eberhart, known to me to be the persons described in and who signed the foregoing Certificate of Merger as to the correctness of the same, and personally known to me to be the President and Secretary of said 4 Seasons Cooperative, and they acknowledged the execution and signing of the same to be their free act and deed for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

(SEAL) TAMARA J. SATRANG
NOTARY PUBLIC
SOUTH DAKOTA

Tamara J Satrang
Notary Public, South Dakota

My Commission Expires: May 10, 2009

STATE OF SOUTH DAKOTA)
)SS
COUNTY OF DAY)

BE IT REMEMBERED, That on this 29 day of September, 2005, before me the undersigned Notary Public, personally came Kent Holler and Mark Brandlee, known to me to be the persons described in and who signed the foregoing Certificate of Merger as to the correctness of the same, and personally known to me to be the President and Secretary of said Farmers Union Oil Company of Pierpont and Bristol, South Dakota, and they acknowledged the execution and signing of the same to be their free act and deed for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

TAMRA J. SATRANG
NOTARY PUBLIC
SOUTH DAKOTA
(SEAL)

Tamra J Satrang
Notary Public, South Dakota

My Commission Expires: May 10, 2009

341 7196

EXHIBIT "A"

UNIFICATION AGREEMENT

In consideration of the mutual promises contained herein, it is promised and agreed by and between 4 SEASONS COOPERATIVE, Britton, South Dakota, hereinafter designated as "4 Seasons Cooperative", and FARMERS UNION OIL COMPANY OF PIERPONT AND BRISTOL, SOUTH DAKOTA, hereinafter designated as "Pierpont/Bristol", as follows:

1. Pierpont/Bristol agrees to transfer and convey, and 4 Seasons Cooperative agrees to accept, all of Pierpont/Bristol's business and property, including but not limited to real estate, personal property, leased real or personal property, tangible property, intangible property, rights, privileges, franchises, accounts, funds or equities owned by Pierpont/Bristol or in which it may have an interest on the effective date of this Agreement.

2. The transfer of the assets and property described in Paragraph 1, above, shall be undertaken pursuant to Sections 47-18-1 through 47-18-7, both inclusive, of South Dakota Codified Laws, as amended, and shall be subject to all claims, accounts, debts, liabilities, and obligations owed by Pierpont/Bristol as of the effective date of this Agreement which 4 Seasons Cooperative will assume and pay according to the terms thereof. In this connection, each party covenants and warrants as follows:

a. That there are no claims, accounts, debts, liabilities or obligations except such as are reflected by its books of account and records that shall be made available for inspection and audit under the terms of this Agreement.

b. That there is no action, suit or other legal proceeding pending or, to either party's knowledge, threatened against or affecting either party in any Court or before any government board or commission which might result in any material adverse change in the business, operations, properties or financial condition of either party.

3. In the event the merger by acquisition of the parties is consummated as agreed herein, 4 Seasons Cooperative shall amend its present By-laws as hereafter provided. Therefore, in order to utilize 4 Seasons Cooperative's Articles of Incorporation and By-laws, 4 Seasons Cooperative is designated the surviving cooperative.

4. That, as consideration for the transfer of the assets and business of Pierpont/Bristol, 4 Seasons Cooperative will:

a. be responsible for, and pay according to the terms thereof, all the current obligations and liabilities of Pierpont/Bristol, including, but not limited to any outstanding current drafts drawn against any account of Pierpont/Bristol and issued after January 1, 2005, and any open account, patrons note, obligation, or claim owed any vendor or patron, or any obligation due any governmental taxing authority, including Internal Revenue Service.

b. issue patronage credits to the patrons of Pierpont/Bristol on a dollar for dollar basis. In other words, the holder of any capital stock or patronage issued by Pierpont/Bristol shall be entitled to patronage credits of the same dollar value to be issued by 4 Seasons Cooperative, it being agreed that 4 Seasons Cooperative shall remain a membership cooperative association after the effective date of this merger.

5. The parties acknowledge and agree that all of the patronage and equities issued by 4 Seasons Cooperative prior to December 31, 1979, have been retired and paid out to 4 Seasons Cooperative's patrons. Therefore, to bring Pierpont/Bristol's patronage retirement payout to the same level as 4 Seasons Cooperative's, Pierpont/Bristol will, prior to the effective date, pay and distribute all equities and patronage allocated to Pierpont/Bristol's patrons prior to December 31, 1979. In addition, any distributions due by reason of a Pierpont/Bristol patron or member's death shall be paid and distributed prior to the effective date. All such payments and distributions shall be funded by Pierpont/Bristol's unallocated reserve provided that Pierpont/Bristol's unallocated reserve must be maintained in the sum of at least

$164,000 prior to the effective date. If the above patronage and equity payments cannot be paid without diminishing Pierpont/Bristol's unallocated reserve to less than $164,000, then such payouts and distributions shall be funded by applying payments to Pierpont/Bristol by the regional cooperatives' periodic payments to Pierpont/Bristol. Such deferred payments shall accrue no interest. As stated, Pierpont/Bristol's unallocated reserve may never be less than $164,000.

6. That, as and for additional consideration herein, Pierpont/Bristol will transfer and convey to 4 Seasons Cooperative all the following described property:

a. All buildings, equipment, fixtures, office furniture, vehicles, inventory and merchandise presently owned by Pierpont/Bristol;

b. All accounts receivable owned by Pierpont/Bristol including any such accounts paid to Pierpont/Bristol subsequent to the date of this Agreement and prior to the effective date of merger; provided that all accounts receivable by Pierpont/Bristol which are over six months old on January 1, 2005, shall be written off;

c. All leasehold interests presently owned or held by Pierpont/Bristol, if any;

d. Any real estate or rights in real estate, subject to leases, any easements of record, or restrictions or zoning ordinances relating to the use or occupation of the premises;

e Any unemployment insurance or other account maintained in Pierpont/Bristol's name by any governmental commission or body;

f. Any checking or savings accounts or money market or savings certificates in Pierpont/Bristol's name, wherever located.

g. All of Pierpont/Bristol's right, title and interest in and to Petroleum Partners, LLC and Cooperative Agronomy Services.

Both parties further agree that David A. Andresen shall serve as manager after the effective date of this Agreement. All accrued vacation and personal leave time of Pierpont/Bristol's employees shall be given full recognition by 4 Seasons Cooperative.

7. The parties agree that all regional patronage (such as Cenex Harvest States or Cenex Finance) owned or due Pierpont/Bristol on the effective date shall be kept separate from Pierpont/Bristol's local patronage and transferred to 4 Seasons Cooperative, as Trustee, for the benefit of Pierpont/Bristol's members and patrons only. 4 Seasons Cooperative shall collect all distributions and payments of such regional patronage and keep such receipts separate from all other funds. 4 Seasons Cooperative shall periodically, and at least once each five years, distribute such regional patronage to the known Pierpont/Bristol patrons or their heirs. 4 Seasons Cooperative, as such Trustee, shall also prepare any tax returns or reports required by reason of such distributions and may also proceed to forfeit the interest or patronage of any Pierpont/Bristol patron whose whereabouts is unknown, in the manner provided by law. At such time as all regional patronage has been received, 4 Seasons Cooperative, as Trustee, shall pay all final costs of administration, and prorate the remaining regional patronage among the remaining Pierpont/Bristol patrons, and terminate this trust. 4 Seasons Cooperative shall be entitled to payment of all out-of-pocket costs and a reasonable fee for acting as such Trustee.

8. Both parties agree not to engage in any transaction or undertaking, or incur any liabilities or obligations outside the ordinary course of business, or enter into any long-term contracts, subsequent to the date of this Agreement without the prior approval of the Board of Directors of both parties. All transactions engaged in by either association subsequent to the date of this Agreement shall be reflected in full on its books and records.

9. Transfer of personal property shall be by Bill of Sale, and transfer of real estate shall be by Warranty Deed, subject to any encumbrances to be assumed as agreed by the parties herein. 4 Seasons Cooperative shall be entitled to title insurance showing good and merchantable title to the real estate, one-half the cost of which should be allocated equally between the parties.

10. The effective date of this Agreement shall be September 1, 2005, provided that this Agreement has been approved by the board of directors of both companies and the stockholders and members of Pierpont/Bristol. The transfer of assets from Pierpont/Bristol to 4 Seasons Cooperative shall be effected as soon thereafter as reasonably possible. An audit and inventory of Pierpont/Bristol's assets shall be conducted for accounting purposes by representatives of both parties prior to the effective date.

11. The parties agree that this Agreement will not be effective, or obligate either party, until or unless, 4 Seasons Cooperative's membership approves an amendment to 4 Seasons Cooperative's bylaws that requires the reconstitution of 4 Seasons Cooperative's Board of Directors as follows:

a. For the remainder of 4 Seasons Cooperative's fiscal year following the effective date of this Unification Agreement and until 4 Seasons Cooperative's annual meeting in December, 2005, 4 Seasons Cooperative's Board of Directors shall be composed of 19 directors: 9 from the present 4 Seasons Cooperative Board; 6 from the former Board of Farmers Union Oil Company of Redfield and Doland; and 4 from the present Pierpont/Bristol Board.

b. At 4 Seasons Cooperative's annual meeting in December, 2005, 4 Seasons Cooperative's Board of Directors shall be decreased to 16 directors: 12 directors shall reside north of 152nd Street extended east and west and shall be know as "North directors." Four directors shall reside south of 152nd Street extended east and west and shall be known as "South directors." The present members of the Pierpont/Bristol board shall determine which one of the original directorships shall be eliminated.

c. At 4 Seasons Cooperative's annual meeting in December, 2006, 4 Seasons Cooperative's Board of Directors shall be further decreased to 11 members: 8 directors shall reside north of 152nd Street extended east and west and shall be known as "North directors"; 3 directors shall reside south of 152nd Street extended east and west and shall be known as "South directors." The three North directors formerly serving Pierpont/Bristol shall determine which one of their directors' seats shall be eliminated. The board of directors shall draw lots to determine which of the seat will be one year, two year, and three year terms. Thereafter all directors terms shall be for three years on a staggered basis.

A true and correct copy of said proposed bylaw amendment is attached hereto, denominated Exhibit "A", and incorporated by reference herein the same as if set out in full.

12. As soon as this Unification Agreement has been approved and signed by both parties' Boards of Directors:

a. Pierpont/Bristol will forthwith make every reasonable effort to sell the station and facilities located at 225 Main Street South in Bristol. The parties agree that said Bristol facilities will be sold or closed prior to September 1, 2005; and

b. Pierpont/Bristol will also forthwith make every reasonable effort to sell the station and facilities located at 210 West Main Street in Pierpont/Bristol. If sale of the Pierpont/Bristol station cannot be achieved, 4 Seasons Cooperative shall have the right and option of closing the facility after the effective date of the Unification Agreement and moving the business to the present location of the agronomy plant adjacent to and west of Highway No. 27 west of Pierpont/Bristol.

13. Notwithstanding the provisions of this Agreement and the approval of said agreement by the Board of Directors of Pierpont/Bristol and 4 Seasons Cooperative, the respective Boards of Directors of both parties shall each have the right, prior to the stockholder or membership meeting of either association called to consider this Agreement, in its uncontrolled discretion, to abandon and refrain from making effective the merger herein provided for if it appears to them that the consummation of this Agreement and the plan for merger is not practical, feasible, or otherwise in the best interests of said parties, written notice thereof shall be given to the other party, and thereupon this Agreement shall become void and of no effect, and there shall be no liability on the part of either party, or their respective Board of Directors or members or stockholders, as a result of this Agreement, or the abandonment thereof, each party bearing any expenses incurred by it and sharing equally any legal or consulting fees.

After the first membership or stockholders' meeting held to consider the Agreement, neither party's Board of Directors may abandon this Agreement without the consent of the other party or rejection of the Agreement by the membership of either party.

14. This Agreement shall be submitted to the members of both parties as required by Section 47-18-1 of South Dakota Codified Laws and for the purpose of complying with Chapter 47-18 of South Dakota Codified Laws, this plan, if and when consummated, shall constitute a merger by acquisition.

15. The directors of both associations acknowledge that they have had ample opportunity to inspect and examine all real and personal property and other assets of the other association and agree to accept the same in its present state and condition of repair.

16. Until the effective date of this Agreement, neither party shall, except with the other's consent, dispose of or encumber any assets or property owned by it except in connection with those transactions occurring in the ordinary course of business. Each party shall use its best efforts to preserve its business and good will. Each party will permit the other, its agents and representatives, full access to its property and records prior to the effective date during normal business hours and will supply all information concerning its property and affairs as may be reasonably demanded.

17. The parties agree that certain costs and expenses, including professional fees, will be incurred in connection with the formulation of a plan of unification, or merger agreement, and the presentation of the same to the membership or stockholders of both parties. Therefore, it is agreed and stipulated that all such costs, expenses, and fees shall be divided as follows between Pierpont/Bristol and 4 Seasons Cooperative, regardless of the members and stockholders decisions regarding this merger: Pierpont/Bristol shall pay 25 per cent thereof and 4 Seasons Cooperative shall pay 75 per cent thereof.

341 7203 10/05/2005

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by their duly authorized officers on the 27 day of June, 2005.

4 SEASONS COOPERATIVE

ATTEST:

Randy Knecht
Director

By Randy Knecht
Its President

Director

By Lynn E. Eberhart
Its Secretary

Director

Director

Director

Roger Christenson
Director

Director

Director

Director

Director

Lynn E. Eberhart
Director

Director

Director

Brent Mason
Director

Director

FARMERS UNION OIL COMPANY OF
PIERPONT AND BRISTOL

ATTEST:

Kent O Holler
Director

Dana Seppel
Director

Douglas Lesher
Director

[illegible]
Director

[illegible]
Director

Mark Brandlee
Director

[illegible]
Director

By Kent O Holler
Its President

By Mark Brandlee
Its Secretary

EXHIBIT "A"

Proposed Amendment to Article II – Board of Directors

Section 1. The government of this cooperative association and management of its affairs shall be vested in a board of directors who shall be elected at the annual meeting of members and hold office for three years.

a. Until 4 Seasons Cooperative's annual meeting in December, 2005, 4 Seasons Cooperative's Board of Directors shall be composed of 19 directors: 9 from the present 4 Seasons Cooperative Board; 6 from the former Board of Farmers Union Oil Company of Redfield and Doland; and 4 from the present Pierpont/Bristol Board.

b. At 4 Seasons Cooperative's annual meeting in December, 2005, 4 Seasons Cooperative's Board of Directors shall be decreased to 16 directors: 12 directors shall reside north of 152nd Street extended east and west and shall be know as "North directors." Four directors shall reside south of 152nd Street extended east and west and shall be known as "South directors." The present members of the Pierpont/Bristol board shall determine which one of the original directorships shall be eliminated.

c. At 4 Seasons Cooperative's annual meeting in December, 2006, 4 Seasons Cooperative's Board of Directors shall be further decreased to 11 members: 8 directors shall reside north of 152nd Street extended east and west and shall be known as "North directors"; 3 directors shall reside south of 152nd Street extended east and west and shall be known as "South directors." The three North directors formerly serving Pierpont/Bristol shall determine which one of their directors' seats shall be eliminated. The board of directors shall draw lots to determine which of the seat will be one year, two year, and three year terms. Thereafter all directors terms shall be for three years on a staggered basis.

Thereafter the board of directors shall be composed of eight North directors and three South directors.

At each annual meeting directors shall be elected to fill each vacancy on the board of directors. All directors shall hold office until their successors are elected and qualified. Any vacancy on the board of directors, other than by expiration of a director's term, shall be filled for the remainder of the term of such director by a majority of the remaining directors. If the vacated term extends beyond the next annual membership meeting, the members shall elect, at the next annual meeting, a director to serve the remainder of such term.

341 7206

EXHIBIT "B"

NOTICE OF SPECIAL STOCKHOLDERS MEETING

Notice is hereby given that a special meeting of the stockholders of the Farmers Union Oil Company of Pierpont and Bristol will be held on the 3rd day of August, 2005, commencing at 7:30 o'clock P.M. in the Community Building in Pierpont, South Dakota, for the sole purpose of deciding whether or not the assets of the association should be unified with, and acquired by, 4 Seasons Cooperative of Britton, South Dakota, pursuant to the terms of the Unification Agreement signed by the Directors of both associations.

This is an important meeting. Please plan to attend.

Dated July 19, 2005.

Mark Brandlee - Secretary

341 7207

EXHIBIT "C"

4 Seasons Cooperative
520 Vander Horck Ave.
Britton, SD 57430
Phone (800) 927-2131
Fax (605) 448-2561

Dear Patrons:

This is official notice that there will be a special meeting to be held August 22, 2005 at the Britton Community building at 909 S. Main Street in Britton, South Dakota beginning at 8:00 pm. The purpose of this meeting is to vote on a possible bylaw amendment that will change the director districts as part of the unification agreement recently signed between 4 Seasons Cooperative and Farmers Union Oil Co. of Pierpont/Bristol. A true and correct copy of said proposed bylaw amendment is listed below, denominated Exhibit "A".

EXHIBIT "A"

Proposed Amendment to Article II - Board of Directors

Section 1. The government of this cooperative association and management of its affairs shall be vested in a board of directors who shall be elected at the annual meeting of members and hold office for three years.

a. Until 4 Seasons Cooperative's annual meeting in December, 2005. 4 Seasons Cooperative's Board of Directors shall be composed of 19 directors: 9 from the present 4 Seasons Cooperative Board; 6 from the former Board of Farmers Union Oil Company of Redfield/Doland ; and 4 from the present Pierpont/Bristol Board.

b. At 4 Seasons Cooperative's annual meeting in December, 2005, 4 Seasons Cooperative's Board of Directors shall be decreased to 16 directors; 12 directors shall reside north of 152nd Street extended east and west and shall be known as "North directors." Four directors shall reside south of 152nd Street extended east and west and shall be known as "South directors." The present members of the Pierpont'Bristol board shall determine which one of the original directorships shall be eliminated.

c. At 4 Seasons Cooperative's annual meeting in December, 2006, 4 Seasons Cooperative's Board of Directors shall be further decreased to 11 members: 8 directors shall reside north of 152nd Street extended east and west and shall be known as "North directors"; 3 directors shall reside south of 152nd Street extended east and west and shall be known as "South directors." The three North directors formerly serving Pierpont/Bristol shall determine which one of their directors' seats shall be eliminated. The board of directors shall draw lots to determine which of the seats will be one year, two year, and three year terms. Thereafter all directors terms shall be for three years on a staggered basis.

Thereafter the board of directors shall be composed of eight North directors and three South directors.

At each annual meeting directors shall be elected to fill each vacancy on the board of directors. All directors shall hold office until their successors are elected and qualified. Any vacancy on the board of directors, other than by expiration of a director's term, shall be filled for the remainder of the term of such director by a majority of the remaining directors. If the vacated term extends beyond the next annual membership meeting, the members shall elect, at the next annual meeting, a director to serve the remainder of such term.

Your attendance is very important, please plan on attending this special meeting.

Sincerely,

Lynn Eberhart
Board Secretary 4 Seasons Cooperative

246 1111 03/03/2006

2006 ANNUAL REPORT

DOMESTIC COOPERATIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE: $30 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF $50 APPLIES TO ALL LATE FILINGS

FILE DATE 03/01/06
RECEIPT NO. 537464
RECEIVED
FEB 13 '06
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent and Registered Address:

C0000021
C0000021 MAR/2005
4 SEASONS COOPERATIVE
ANDRESEN, DAVID A
520 VANDER HORCK AVE.
BRITTON SD 57430

Telephone # 605-448-2231
Federal Taxpa

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form.

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
MIKE BUISKER	Director	42202 110th St.	BRITTON	SD	57430
JIM LUITJENS	Director	41255 117th St	CLAREMONT	SD	57432
NEIL BIEN	Director	10770 436th AVE	VEBLEN	SD	57270
RANDY KNECHT	President/Director	40193 112th St.	HOUGHTON	SD	57449
ROGER CHRISTENSON	Vice President/Director	11209 409th AVE	CLAREMONT	SD	57432
LYNNE EBERHART	Secretary	42333 103rd St	BRITTON	SD	57430
CURTIS FOSTER	DIRECTOR ~~Treasurer~~	42430 116th St.	BRITTON	SD	57430
DAVID ANDRESEN	General Manager	1101 1st St	BRITTON	SD	57430

3. A statement by class and par value of the amount of stock it has authority to issue.

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
599,375	COMMON	40.00
625	PREFERRED	40.00

4. NUMBER OF SHARES ISSUED   CLASS   PAR VALUE

5. The general type of business engaged in during the year: AG BUSINESS - GRAIN - PETROLEUM AGRONOMY

The information herein contained shall be given as of the date of the execution of the report and signed by a principal officer or the general manager.

Dated 2-6-06

David A Andresen
(Signature)

CEO
(Title)

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077 PHONE: 605-773-4845
www.sdsos.gov

SOS CRP 410 7/04

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, <u>or</u> 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, <u>must also be included</u>. ______________________________

   ______________________________ 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 <u>must</u> 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)

<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 ______________________ ______________________________
(signature)

259 3014 03/16/2007

2007 ANNUAL REPORT

FILE DATE 03/07/07
RECEIPT NO. 1651964

RECEIVED
FEB 28 2007
S.D. SEC. OF STATE

DOMESTIC COOPERATIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE: $30 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:

C0000021
C0000021 MAR/2006
4 SEASONS COOPERATIVE
ANDRESEN, DAVID A
520 VANDER HORCK AVE.
BRITTON SD 57430

Telephone # 605-448-2231
Federal Tax)

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form.

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
Michael Buisker	Director	42202 101st	Britton	SD	57430
Roger Christenson	Director	11209 409th Ave	Claremont	SD	57432
Jeff Forsting	Director	28251 113th St.	Houghton	SD	57433
Randy Knecht	President/Director	40193 112th St.	Houghton,	SD	57449
Dave Van Scharrel	Vice President/Director	501 Maple Ave	Hitchcock,	SD	57438
Lynn Eberhart	Secretary	42333 103rd,	Britton,	SD	57430
Scott Bush	Director ~~Treasurer~~	41780 109th St.	Britton,	SD	57430
Dave Andresen	General Manager	PO Box 188	Britton	SD	57430

Additional Directors Attached

3. A statement by class and par value of the amount of stock it has authority to issue.

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
	Membership	

4. NUMBER OF SHARES ISSUED | CLASS | PAR VALUE

5. The general type of business engaged in during the year: Farm Supply & Marketing Grain, Agronomy & Petroleum sales

The information herein contained shall be given as of the date of the execution of the report and signed by a principal officer or the general manager.

Dated 2-23-07

David A Andresen
(Signature)

General Manager
(Title)

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077 PHONE: 605-773-4845
www.sdsos.gov

SOS CRP 410 7/04

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 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)

Directors:

Brent Mason	17640 Hwy 37,	Frankfort, SD	57440
Miles Mendel	17444 403rd Ave.	Doland, SD	57436
Dean Townsend	13041 415th Ave.	Andover, SD	57422
Kelly Johnson	12922 423rd Ave.	Pierpont, SD	57468

2008 ANNUAL REPORT

FILE DATE 03/20/08
RECEIPT NO. 1769819

RECEIVED
FEB 20 2008
S.D. SEC. OF STATE

274 0358

DOMESTIC COOPERATIVE
PLEASE TYPE OR USE BLACK INK

FILING FEE: $30 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:

C0000021
C0000021 MAR/2007
4 SEASONS COOPERATIVE
ANDRESEN, DAVID A
520 VANDER HORCK AVE.
BRITTON SD 57430

Telephone # 605-448-2231
Federal Taxpa

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

To report a change in the registered agent and/or office, complete the Statement of Change on the reverse side of this form.

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

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
Scott Bush	Director	41780 109th St.	Britton	SD	57430
Randy Knecht	Director	40193 112th St.	Houghton	SD	57449
Jeff Forsting	Director	28251 113th st	Columbia	SD	5
David Van Scharrel	President/Director	501 Maple Ave	Hitchcock,	SD	57438
Michael Buisker	Vice President/Director	42202 101st St.	Britton	SD	57430
Lynn Eberhart	Secretary	42333 104th St.	Britton,	SD	57430
Roger Christenson	Director ~~Treasurer~~	11209 409th Ave.	Claremont,	SD	57432
David A. Andresen	General Manager	1101 1st St.	Britton	SD	57430

3. A statement by class and par value of the amount of stock it has authority to issue.

NUMBER OF SHARES CAN ISSUE	CLASS	PAR VALUE
Membership Cooperative		

4. NUMBER OF SHARES ISSUED — CLASS — PAR VALUE

5. The general type of business engaged in during the year: Farm Supply, Grain Elevators

The information herein contained shall be given as of the date of the execution of the report and signed by a principal officer or the general manager.

Dated 2-18-08

David A Andresen
(Signature)

General Manager
(Title)

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077 PHONE: 605-773-4845
www.sdsos.gov

SOS CRP 410 7/04

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 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)

Revised 07/04

274 0359 03/25/2008

C0000021

Additional 4 Seasons Cooperative Directors:

Brent Mason	17640 Hwy 37	Frankfort, SD	57440
Miles Mendel	17911 406th Ave.	Doland, SD	57436
Kelly Johnson	12922 423rd Ave.	Pierpont, SD	57468
Dean Townsend	13041 415th Ave.	Pierpont, SD	57468

288 0250

2009

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

ANNUAL REPORT
DOMESTIC Cooperative

Please Type or Print Clearly in Ink

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

FILE DATE 3-2-09
RECEIPT NO 1892877

RECEIVED
MAR 02 2009
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.

1. Corporate Name, Registered Agent Name and Address:

C0000021
C0000021 MAR/2008
4 SEASONS COOPERATIVE
ANDRESEN, DAVID A
520 VANDER HORCK AVE.
BRITTON SD 57430

2. The address of the principal executive office in or out of the State of South Dakota.

Street Address	City	State	ZIP+4
520 Vander Horck Ave	Britton	SD	57430

Mailing Address (Optional)	City	State	ZIP+4
PO Box 148	Britton	SD	57430

3. The name of the South Dakota Registered Agent David A. Andresen

Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
520 Vander Horck Ave.	Britton	SD	57430

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.

	Name	Street Address	City	State	ZIP+4
☐ President	David VanScharrel	501 Maple Ave	Hitchcock	SD	57348-2012
☐ Vice President	Buisker, Michael	42202 101st St.	Britton	SD	57430-9612
☐ Secretary	Eberhart, Lynn	42333 104th St.	Britton	SD	57430-9605
☐ ~~Treasurer~~ Director	Christensen, Roger	11209 409th Ave	Claremont	SD	57432-6709
☐ Director	Bush, Scott	41780 109th St.	Britton	SD	57430
☐ Director	Knecht, Randy	40193 112th St	Houghton	SD	57449
☐ General Manager	Andresen, David	1101 1st St	Britton	SD	57430

Dated 2-27-09

David A Andresen
(Signature of an authorized officer)

David A Andresen
(Printed Name)

General Manager
(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____

   ____

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)

288 0251 [redacted]

Directors	Address	City	State	Zip code
Miles Mendel	17911 406th Ave	Doland	SD	57436
Brent Mason	17640 Hwy 37	Frankfort	SD	57440
Jeff Forsting	28251 113th St.	Columbia	SD	57433
Kelly Johnson	12922 423rd Ave	Pierpont	SD	57468
Dean Townsend	13041 415th Ave	Andover	SD	57422

C0000021

302 1346

2010

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

ANNUAL REPORT
DOMESTIC Cooperative

Please Type or Print Clearly in Ink

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

FILE DATE 03/01/10
RECEIPT NO 3002682

S.D. SEC. OF STATE

Telephone # 605-448-2231
FAX # 605-448-2561

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

1. Corporate Name, Registered Agent Name and Address:

C0000021

C0000021 MAR/2009
4 SEASONS COOPERATIVE
ANDRESEN, DAVID A
520 VANDER HORCK AVE
BRITTON SD 57430

2. The address of the principal executive office in or out of the State of South Dakota.

Street Address	City	State	ZIP+4
520 Vander Horck Ave	Britton	SD	57430

Mailing Address (Optional)	City	State	ZIP+4

3. The name of the South Dakota Registered Agent David A. Andresen

Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
520 Vander Horck Ave	Britton	SD	57430

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.

	Name	Street Address	City	State	ZIP+4
☐	President: See Attached list				
☐	Vice President				
☐	Secretary				
☐	Treasurer				
☐	Director				
☐	Director				
☐	General Manager				

Dated 2-18-10

David A Andresen
(Signature of an authorized officer)

DAVID A. ANDRESEN
(Printed Name)

GENERAL MANAGER
(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 ____

____

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)

302 1347 [redacted]

CO 000021

Name	Address
Scott Bush	41780 109th St. Britton, SD. 57430
Lynn E. Eberhart (Secretary)	42333 103rd St. Britton, SD. 57430
Mike Buisker (Vice President)	42202 101st St. Britton, SD. 57430
Randy Knecht	40193 112th St. Houghton, SD. 57449
Jeff Forsting	28251 113th St. Columbia, SD. 57433
Roger Christenson	11209 409th Ave. Claremont, SD. 57432
Brent Mason	17640 Hwy 37 Frankfort, SD. 57440
Miles Mendel	17911 403rd Ave Doland, SD. 57436
Dave Van Scharrel (President)	501 Maple Ave. Hitchcock, SD. 57438
Kelly Johnson	12874 423rd Ave. Pierpont, SD 57468
Dean Townsend	13041 415th Ave., Pierpont, SD 57468
David A. Andresen (General Manager)	1101 1st St., Britton, SD 57430

380 2374

Receipt Number: 2108740

File Number CO000021

C000021

ARTICLES OF MERGER

ARTICLES_OF_MERGER

For

GWINNER FARMERS ELEVATOR a North Dakota cooperative merging into 4 SEASONS COOPERATIVE a South Dakota cooperative changing its name to FULL CIRCLE AG effective March 1, 2011

Filed at the request of:

JOEL J DAHLGREN
BLACK DOG CO-OP LAW
714 NORTH FRANKLIN STREET
NEW ULM MN 56073

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **Monday, January 31, 2011**

Secretary of State

Fee Received: $60.00

State of South Dakota

OFFICE OF THE SECRETARY OF STATE

Certificate of Merger

ORGANIZATIONAL ID #: CO000021

I, Jason M. Gant, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Merger **GWINNER FARMERS ELEVATOR a North Dakota cooperative merging into 4 SEASONS COOPERATIVE a South Dakota cooperative changing its name to FULL CIRCLE AG effective March 1, 2011** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger and attach hereto a duplicate of the Articles of Merger.

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 January 31, 2011.**

Jason Gant

Jason M. Gant
Secretary of State

Cert of Merger Merge

380 2376 02/03/2011

Filed this 31st day of Jan 2011

SECRETARY OF STATE

CERTIFICATION AS TO ADOPTION OF PLAN OF MERGER OF 4 SEASONS COOPERATIVE AND GWINNER FARMERS ELEVATOR

RECEIVED
JAN 31 2011
S.D. SEC. OF STATE

We, the undersigned David Van Scharrel and Lynn Eberhart, respectively the President and Secretary of 4 Seasons Cooperative incorporated under South Dakota Statutes and having its principal place of business in Britton, South Dakkota, hereby certify:

1. That on December 22, 2010, the Board of Directors of, by a unanimous vote of its directors, at a duly called and held meeting, approved, by resolution, a Plan of Merger for merging 4 Seasons Cooperative and Gwinner Farmers Elevator, which Plan is attached hereto and made a part hereof;

2. That on December 22, 2010 a Special Meeting was called of the Voting Stockholders for the purpose of voting upon the Plan of Merger;

3. That notice of the Special Meeting was given as required by law; that on December 22, 2010 a Notice of Special Meeting was mailed to the Voting Stockholders of 4 Seasons Cooperative which Notice included a statement of the Plan of Merger;

4. That said Special Meeting was duly called and held on January 12, 2011 a quorum being present;

5. That there are 519 Voting Stockholders, that 59 Voting Stockholders attended the meeting and this constituted a quorum of the Voting Stockholders;

6. That 84.7 (%) of the 59 Voting Stockholders voting at the meeting adopted and approved a resolution approving the Plan of Merger; that 50 Voting Stockholders voted in favor of the resolution and 9 Voting Stockholders voted against the resolution.

IN WITNESS WHEREOF, we, the undersigned, have subscribed our names and caused the corporate seal of said association to be hereto affixed this 12th day of January 12, 2011.

4 Seasons Cooperative

By: David Van Scharrel
Its: President

By: Lynn E. Eberhart
Its: Secretary

(CORPORATE SEAL)

STATE OF SOUTH DAKOTA)
)ss.
COUNTY OF BROWN)

David Van Scharrel and Lynn Eberhart, being first duly sworn on oath depose and say that they are respectively the President and Secretary of 4 Seasons Cooperative, the association named in the foregoing Certificate; that said Certificate contains a true statement of the action of the Board of Directors and Voting Stockholders of said association at the meetings duly held as aforesaid; that this Certificate is executed in behalf of said association by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said association.

Subscribed and sworn to before me this

12 day of Jan., 2011.

Tamra J. Satrang
Notary Public

My Commission Expires May 10, 2015
State of South Dakota, County of Brown

TAMRA J. SATRANG
SEAL NOTARY PUBLIC SOUTH DAKOTA SEAL

CERTIFICATION AS TO ADOPTION OF PLAN OF MERGER

OF GWINNER FARMERS ELEVATOR

AND

4 SEASONS COOPERATIVE

RECEIVED
JAN 31 2011
S.D. SEC. OF STATE

We, the undersigned Dan Jacobsen and Scott Melroe respectively the President and Secretary of Gwinner Farmers Elevator incorporated North Dakota Statutes and having its principal place of business in Gwinner, North Dakota, hereby certify:

1. That on December 22, 2010, the Board of Directors of, by a unanimous vote of its directors, at a duly called and held meeting, approved, by resolution, a Plan of Merger for merging 4 Seasons Cooperative and Gwinner Farmers Elevator, which Plan is attached hereto and made a part hereof;

2. That on December 22, 2010 a Special Meeting was called of the Voting Stockholders for the purpose of voting upon the Plan of Merger;

3. That Notice of the Special Meeting was given as required by law; that on December 22, 2010 a Notice of Special Meeting was mailed to the Voting Stockholders of 4 Seasons Cooperative which Notice included a statement of the Plan of Merger;

4. That said Special Meeting was duly called and held on January 12, 2011 a quorum being present;

5. That there are 531 Voting Stockholders, that 88 Voting Stockholders attended the meeting, which constituted a quorum of the Voting Stockholders;

6. That 53.4 (%) of the 88 Voting Stockholders voting at the meeting adopted and approved a resolution approving the Plan of Merger; that 47 Voting Stockholders voted in favor of the resolution and 41 Voting Stockholders voted against the resolution.

IN WITNESS WHEREOF, we, the undersigned, have subscribed our names and caused the corporate seal of said association to be hereto affixed this 12th day of January 12, 2011.

Gwinner Farmers Elevator

By: Dan Jacobsen
Its: President

By: Scott Melroe
Its: Secretary

(CORPORATE SEAL)

380 2379

STATE OF NORTH DAKOTA)
)ss.
COUNTY OF SARGENT)

Dan Jacobsen and Scott Melroe, being first duly sworn on oath depose and say that they are respectively the President and Secretary of Gwinner Farmers Elevator, the association named in the foregoing Certificate; that said Certificate contains a true statement of the action of the Board of Directors and voting stockholders of said association at the meetings duly held as aforesaid; that this Certificate is executed in behalf of said association by it's express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said association.

Subscribed and sworn to before me this
12 day of January 2011.

Janelle R Swanson
Notary Public

My Commission Expires 2/28/12
State of North Dakota, County of Sargent

JANELLE R. SWANSON
SEAL NOTARY PUBLIC SEAL
SOUTH DAKOTA

PLAN OF MERGER

OF

GWINNER FARMERS ELEVATOR

AND

4 SEASONS COOPERATIVE

I.
GENERAL OBJECTIVES

This Merger Plan provides for merging Gwinner Farmers Elevator, 108 1st Street NW, PO Box 69, Gwinner, North Dakota, 58040 (hereinafter called "GFE") with and into 4 Seasons Cooperative, 520 Vander Horck Avenue, Britton, South Dakota 57430 (hereinafter called "4 Seasons").

Today's agricultural situation demands that cooperatives find ways to eliminate duplication of expenses and to become more flexible and capable of responding to an ever-changing economy. If approved, the merger of GFE and 4 Seasons is expected to create an agricultural cooperative with size and scope to continue meeting the demands of agricultural producers who themselves are always changing and adapting to new business conditions.

If the Plan of Merger is approved, the merged cooperative will be domiciled in South Dakota because South Dakota does not impose a state income tax on cooperatives. As between North Dakota, which imposes an income tax on cooperatives and South Dakota that does not, the Boards of Directors have been advised that the merged cooperative should be domiciled in a State that does not impose income tax on cooperatives. Hence, the merged cooperative will be headquartered in South Dakota.

II.
NAME OF MERGED COOPERATIVE

The name of the merged cooperative shall be Full Circle Ag.

III.
ORGANIZATION INFORMATION

GFE and 4 Seasons are both organized with stock. The common stock ($40 par value at 4 Seasons and $100 par value at GFE) of each Cooperative is held by agricultural producers only. The voting members of each Cooperative are producers of agricultural products who patronize the cooperatives annually and are eligible to participate in the affairs of each Cooperative. The merged Cooperative will continue to be organized with common stock par value $40, and agricultural producers will hold sole voting control of the affairs of the Cooperative.

Stockholders who were eligible to vote in the affairs of either Cooperative will be eligible to vote at the next annual meeting of the merged Cooperative, which is expected to be held in January, 2011. Thereafter voting stockholders must qualify as voting stockholders in the merged Cooperative according to its membership requirements. The bylaws of the merged cooperative allow the board of directors to establish minimum business requirements to hold voting stock, but initially no minimum will be applied to voting common stockholders.

IV.
AUDITS

If the Plan of Merger is approved, 4 Seasons and GFE will each prepare audits for February 28, 2011. Each Cooperative will distribute earnings according to their articles of incorporation and bylaws, respectively. These balance sheets of each Cooperative from these audits will be consolidated to create the initial balance sheet of the merged Cooperative that will serve as the basis for exchanging the stock and equities all persons who hold equity in either Cooperative for stock and equities in the merged Cooperative.

V.
EXCHANGE OF EQUITIES

Members and non-members of GFE and 4 Seasons will each exchange their stock and/or revolving equities in either cooperative on a $1.00 for $1.00 basis for equities and stock in the merged cooperative.

In other words, each person who held a property interest in GFE or 4 Seasons shall on March 1, 2011, without any action on the part of the holder of stock or equity credits, be given an interest in equity credits in the merged cooperative proportionate and equivalent to the property interest held in 4 Seasons or GFE on February 28, 2011.

For example, if a member of GFE held one share of common stock par value $100 and $4,900 in revolving fund equities, that member would, from those interests, receive comparable property interests in the merged cooperative as are now held by 4 Seasons members and patrons. Non-members will not receive a voting interest but they will receive allocated equities so that the property interest they hold in GFE will be matched by the same property interest in the merged cooperative.

Common stockholders and non-members of 4 Seasons will be treated similarly, so that the size of their property interest in 4 Seasons will be exchanged on a $1.00 per $1.00 basis for a property interest of identical size in 4 Seasons.

VI.
PROCEDURE FOR EFFECTING MERGER

The GFE Board shall call a Special Meeting and approve the form of notice for a Special Meeting. The notice of the Special Meeting shall include a copy of the full text of this Plan of Merger.

The notice shall be published or mailed according to North Dakota law for voting common stockholders of GFE, and according to South Dakota law for voting common stockholders of 4 Seasons. Each Board of Directors shall cause the Notice of Special Meeting to be mailed not less than ten (10) nor more than thirty (30) days prior to the special member meeting.

The adoption of the Plan of Merger will require the affirmative vote of a majority of the votes cast by GFE and 4 Seasons voting stockholders, respectively, in attendance.

VII.
EFFECTIVE DATE OF MERGER

The merger shall become effective at 12:01 a.m. March 1, 2011, provided the following actions shall have been completed:

A. A quorum of the members is registered as being present at the special meeting of GFE members.

B. The Merger Plan is approved by a simple majority of the votes cast in person by the voting members of GFE and 4 Seasons.

C. After the Merger Plan has been adopted, the Articles of Merger stating the Merger Plan and that it was adopted according to North Dakota and South Dakota law shall be signed by one of the following officers: President, Vice President, or Secretary of each of the Cooperative associations.

D. The Articles of Merger are filed in the offices of the South Dakota and North Dakota Secretaries of State. These articles will be conformed to the statute to show that GFE or 4 Seasons is the surviving cooperative.

Until the effective date, the Boards of Directors of GFE and 4 Seasons shall be permitted to take advantage of such efficiencies that the two Boards shall approve of prior to the effective date.

VIII.
EFFECT OF MERGER

On the effective date of the merger, title to all property, real, personal and mixed of every nature, kind and description of GFE and 4 Seasons shall automatically be vested in the merged cooperative with no reversion or impairment caused by the merger. All claims, actions or proceedings pending by GFE or 4 Seasons may be prosecuted to judgment as if the merger had not taken place or the merged cooperative may be substituted in their place. All right of creditors and all liens on property of GFE or 4 Seasons shall be preserved unimpaired, and all debts, liabilities, restrictions, disabilities and duties of GFE or 4 Seasons shall attach to the merged cooperative and may be enforced against it to the same extent as if they had been incurred or contracted by it.

By executing these Articles, GFE and 4 Seasons hereby direct all Cooperatives that have issued equities to GFE or 4 Seasons, to transfer its equities to the merged cooperative and to reflect this transfer on their books and records. Receipt of a photocopy of the file stamped Articles of Merger will be sufficient notice to those Cooperatives to make such a transfer.

IX.
BOARD OF DIRECTORS

Initially the merged cooperative shall be governed by a sixteen director board, which shall be comprised of the eleven directors now serving on the 4 Seasons board of directors and the five directors now serving on the GFE board of directors. On or by February 28, 2011, the initial board shall elect a chairperson, vice-chair person, secretary and treasurer from these directors.

An election shall occur at the annual meeting that will be held in approximately January, 2011. The sixteen directors from each board of directors shall govern the cooperative over its first sixteen months of existence for the sake of continuity. These are the directors who have poured time into the merger process and who understand the steps that must be undertaken for the merger to be a success.

At each of the annual meetings in 2012, 2013, 2014 and 2015, four of the sixteen directors shall resign each year. Starting in 2012 and continuing through 2014, three directors shall be elected. The resigning directors will be eligible to run for the expired director office. At the annual meeting in 2015, two directors shall be elected. At that meeting, the size of the board of directors will be reduced to eleven in number, which is the number of directors the Board of Directors will retain for the foreseeable future.

The bylaws authorize the Board of Directors to establish director districts. It is the intent of the Board to establish districts so that the merged Cooperative is represented by members from across the Cooperative's trade territory.

X.
EQUITY REDEMPTIONS

The intent of 4 Seasons and GFE is that from and after the merger on February 28, 2011, the merged cooperative shall redeem and revolve its equities on a fair and equitable basis. The Boards of Directors are now free to retire the equities of patrons in any order or priority the board determines to be in the best interest of their cooperative, and that will continue to be the case after the Merger.

If this plan of merger is approved, the Board of Directors will continue each Cooperative's redemption policies, respectively, for the merged Cooperative over the foreseeable future. The Board of Directors anticipates that at some point the Cooperative will bring these policies into alignment with each other.

If capital approved for redemption of equities must be allocated between and among the equity holders, the budget shall be allocated between 4 Seasons and GFE based on the proportions of equity each cooperative brought to the merged cooperative.

XI.
ACCOUNTS RECEIVABLE

It is the intent of these Cooperatives that all accounts receivable are fairly presented on the financial statements of GFE. The management of 4 Seasons and GFE, respectively, will make recommendations to each Board of Directors about accounts to write-off or to set-up a reserve for loss. The Boards of Directors of each Cooperative shall make the ultimate determination in concert with their auditors. Collection of such accounts (and accounts previously written off) shall continue.

XII.
RESTRAINT ON CORPORATE ACTION PRIOR TO MERGER

Prior to the approval of the merger, neither GFE nor 4 Seasons shall, without the prior written consent of the other, engage in any activity or transaction except in the ordinary course of business.

XIII.
REPRESENTATIONS AND WARRANTIES

Each of these Cooperatives represents and warrants as follows:

(A) 4 Seasons and GFE are duly organized, validly existing Cooperatives in good standing under the laws of the States of South Dakota and North Dakota, respectively.

(B) The financial statements of each Cooperative have been and will be presented to the other's Boards of Directors. Since the dates of the financial statements, there has been material adverse change in the assets, liabilities, business condition, financial or otherwise.

(C) All policies of insurance shown on the schedules of each of the Cooperatives' respective financial statements are in effect and all premiums due on such policies are or will be paid through the effective date of the merger.

(D) To the best actual or constructive knowledge of the managers and directors of GFE and 4 Seasons, and with the exception of disclosures made to each Board of Directors by the other board, there is no action proceeding, investigation or pending litigation by any administrative or regulatory body or other person which has been commenced or is pending or threatened against their respective Cooperatives or any of the assets which are owned by their respective Cooperatives or any properties leased by their respective Cooperatives or the owner of any such properties, except as have arisen in the ordinary course of business and are adequately covered by insurance or are adequately reserved and will be shown in the audit prepared as of February 28, 2011 or are disclosed in an Exceptions Schedule that each Board of Directors has reviewed.

(E) Except as has been provided in writing to the other Cooperative, neither Cooperative is a party to written or oral contracts, agreements or commitments of the following types:

(i) Written contract for the employment or compensation of any officer or employee.

(ii) Contract with a labor union.

(iii) Continuing contract for the future purchase of materials, supplies or equipment at a cost of $150,000 or more to be delivered more than 30 days after the date hereof, other than normal agricultural supply or marketing contracts which have been furnished to the other Cooperatives.

(iv) Continuing contract for the future sale of products in the amount of $150,000 or more.

(v) Distribution contract or advertising commitments in the amount of $150,000 or more.

(vi) Pension, profit sharing, or retirement plan in effect with respect to officers, employees or others, except as to pension plans which have been furnished to the other Cooperatives.

(vii) Any lease calling for annual lease payments in excess of $150,000 per year under which the Cooperative is lessee or lessor.

(viii) Contract for the acquisition of a business or substantial property, stock, or assets of a business.

(ix) Any other contract, agreement or commitment involving $150,000 or more which is not terminable upon 30-days notice more or less.

(F) If an employee receives pay for unused vacation and/or sick leave upon termination of employment, each Cooperative accounts for such leave in a manner that the obligations are funded or appear in some form on the financial statements. If either Cooperative does not fund such leave in a manner which is reflected on its financial statement, it has revealed the total amount of liability (actual and contingent) to the other Cooperative.

(G) All liabilities, actual and contingent, (including liability for taxes) have been disclosed to the other Cooperatives.

XIV.
CONTINGENT LIABILITIES

All known liabilities of each Cooperative have been disclosed to the other Cooperative.

Contingent liabilities may include such items as income tax liability arising from tax audits of previous years, negligence claims not covered by insurance, write-down of equities due from other Cooperatives, or environmental type claims.

XV.
ARTICLES OF INCORPORATION

If the plan of merger is approved, the Articles of Incorporation that are attached hereto as Exhibit A and incorporated herein by this reference shall be the Articles of Incorporation of the merged Cooperative.

XVI.
COSTS AND EXPENSES

Each Cooperative shall share equally in the costs and expenses incurred in attempting to complete this proposed merger, except that each Cooperative shall pay its own meeting, mailing, publication and printing costs.

XVII.
TERMINATION

This Merger Plan may be terminated and abandoned by action of the Boards of Directors of either of the Cooperatives and prior to its approval by the members or stockholders of either of these Cooperatives.

This Merger Plan is dated: December 22, 2010

Gwinner Farmers Elevator

By /s/ Dan Jacobsen
Its President

4 Seasons Cooperative

By /s/ Dave Van Scharrel
Its President

Exhibit A to Plan of Merger

RESTATED ARTICLES OF INCORPORATION

OF

4 SEASONS COOPERATIVE
BRITTON, SOUTH DAKOTA

These articles of incorporation were restated as part of the plan of merger that was adopted by the voting stockholders of 4 Seasons Cooperative and Gwinner Farmers Elevator, which restatement includes a name change to Full Circle Ag.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

Section 1.1 The name of this cooperative association shall be Full Circle Ag.

Section 1.2 The location and principal place of transacting the business of this cooperative association shall be at Britton, South Dakota at 1013 8th Street, Britton, South Dakota, 57430.

ARTICLE II
OBJECTS AND DURATION

Section 2.1 The purposes for which this association is organized shall be to engage in any activity for which associations may be formed in South Dakota, including but not limited to the marketing or selling of the agricultural products of its members and to receive, purchase, grade, harvest, preserve, dry, process, can pack, store, handle, ship, and to otherwise deal in, utilize, and act as a commission merchant with reference to the agricultural products produced by its members and other producers in order to remit to them the largest possible net returns for their products; and to purchase, manufacture, assemble, process, sell, store, handle, ship, distribute, and to otherwise supply and procure farm supplies, equipment, and machinery for its members and other persons at the lowest possible net cost to them; and to finance any of the above enumerated activities. All its activities shall be conducted strictly upon the cooperative plan and on a non-profit basis, it shall not engage in any activity with any view to any gain or profit for its own account; and no financial gain or profit shall accrue or be paid to any member solely by reason of his membership in this association.

Section 2.2 The general nature of its business shall be to buy for its members and patrons, gasoline, oils, tractors, farm machinery, automobile supplies and accessories, tires, batteries, twine, flour, feed, coal, and other merchandise used on the farm and in the homes of members and patrons, and to market all or any agricultural products produced or delivered to it by its members and patrons.

Section 2.3 This association shall not purchase supplies, equipment, etc., for nonmembers in an amount greater than the value of the supplies and machinery purchased for its members, nor shall this association market the products of nonmembers in an amount greater than the products marketed for members.

Section 2.4 To carry out the purposes stated this cooperative association shall have power to:

(a) To have succession by its cooperative association name.

(b) To sue and be sued, complain and defend in any court.

(c) To establish and use a common seal and alter the same.

(d) To hold, purchase and convey such real and personal property as the purpose of the association may require, including stock or membership in subsidiary, allied or similar cooperative associations within or without this state.

(e) To appoint such officers and agents as the business may require, including in every case a chairperson and a secretary, and to fix their compensation.

(f) To make bylaws not inconsistent with law for the management of its property, the regulation of its business and the transfer of its stock or membership.

(g) To engage in any activity in connection with the purchase, hiring or use by its members of supplies, machinery or equipment, or in the financing of such activities, or in any one or more of the activities specified in this subsection.

(h) To borrow money and to mortgage any and all assets of the cooperative association.

(i) To act as agent or representative of any member or members in any of the activities mentioned in sub-section (g) and (h) of this section.

(j) To issue revolving fund certificates, certificates of interest or certificates of equity.

(k) To purchase or otherwise acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of the capital stock or bonds, or memberships of any corporation or association organized under the Co-operative Laws of this or any other state except as limited by law.

(l) To do each and everything necessary, suitable or proper for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated; and to contract accordingly; and in addition to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the associations is organized or to the activities in which it is engaged; and in addition any other rights, powers, and privileges granted by the laws of this state to ordinary corporations, except as are inconsistent with the express provisions of this article; and to any such things anywhere.

Section 2.5. Distribution of Patronage Earnings. The association shall distribute its patronage sourced earnings to the patrons and/or or members of the association on the basis of patronage. The manner of distribution shall be described in the Bylaws.

ARTICLE III
CAPITAL STOCK

Section 3.1 The amount of capital stock of this association shall be $24,000,000.00 which shall be divided into 600,000 shares of the par value of $40.00 each; 625 of said shares shall be Preferred Stock A, and the remainder of the shares shall be either Common or Preferred. The association shall also be permitted to issue non-stock evidences of allocations of patronage earnings, including but not limited to letters of advice, allocated equity credits or other notations on the association's books to denote the property interests of patrons who have an interest in the association's equity by virtue of having done business with the association and having been allocated a pro-rata portion of the associations patronage earnings on the basis of patronage.

Section 3.2 The Common Stock of the association shall at all times be issued to and held only by producers of agricultural products or by cooperative associations (as defined in the Agricultural Marketing Act, 12 U.S.C.A., Sec. 1141 J (d) whose members are such producers, or cooperative associations of such producers, or both such producers and such cooperative associations. Common stockholders shall be the only members of the association. Only common stockholders shall have power to vote, and they may vote by mail, as provided in the Bylaws, but not by proxy, except that any cooperative association which is a common stockholder shall have power, by its board of directors or its stockholder, to elect or appoint any person to represent it at any meeting of the stockholders. No dividends (interest) shall be paid on the outstanding Common Stock of the association.

Section 3.3 Preferred Stock and Preferred Stock A may be issued to any person, association or corporation, but neither class of Preferred Stock shall have any voting power or rights nor participate in the management of the affairs of the association. No interest or dividends shall be paid on the Preferred Stock of the association, except that dividends (interest) not exceeding three per cent (3%) per annum may be paid upon Preferred Stock A if and when declared from savings. Dividends shall not be cumulative. In case a dissolution or liquidation of the association the owners of Preferred Stock A shall be entitled and limited to receive to par value of their stock, plus any accrued and unpaid dividends thereon, before any payment or distribution is made to holders of other classes of stock.

Section 3.4 The outstanding Preferred Stock A of the association may be retired in whole or in part by the association at any time as determined by the board of directors upon paying to its holders the par value thereof and any accrued and unpaid dividends thereon upon surrender of the certificates evidencing such shares, and the association may select which particular share of Preferred Stock A it will so retire. The outstanding Common Stock and Preferred stock of the association may be retired in whole or in part at any time, as determined by the board of directors in accordance with the provisions of the Bylaws.

Section 3.5 No stockholder in this association shall be entitled to more than one vote and no stockholder in this association shall be entitled to hold share of capital stock of a greater value than one thousand dollars, provided, however, that when this association has a par value of more than one hundred thousand dollars, each stockholder may hold the capital stock of this association not to exceed one per cent of the par value capital stock of this association.

Section 3.6 Transfers of stock shall only be made with the approval of the board of directors and shall only be made upon the books of the association by the stockholder in person or pursuant to a power-of-attorney duly executed and acknowledged and filed with the Secretary of the association, and upon surrender of the certificate of such shares and no transfer shall be made unless and until any and all indebtedness owing to the association by the stockholder has been paid in full. The association shall have a first lien on the capital stock of the association for any debt due it by the holder thereof.

Section 3.7 No stockholder shall be liable upon capital stock owned by him except for the amount remaining unpaid on his subscription therefor.

Section 3.8 The board of directors shall establish reasonable and necessary valuation reserves, and may establish reasonable and necessary reserves for other proper corporate purposes as may be required by state law, all in accordance with generally accepted accounting principles.

Section 3.9 The total annual net savings of this association shall be distributed annually to the extent and in the manner provided in the Bylaws.

Section 3.10 Upon dissolution the assets of the association shall be distributed in the following order:

(a) To pay the cost of dissolution.

(b) To pay any liabilities.

(c) To pay the allocated Statutory Reserve.

(d) To pay the par value of the outstanding Preferred Stock A.

(e) To pay the par value of the outstanding Preferred and Common Stock and Certificates of Interests.

(f) Any amount remaining shall be distributed to patrons and members of the association on a pro-rated basis.

Section 3.11 **First Lien.** This association shall have a first lien on all patronage capital, and other interests standing on its books for all indebtedness of the respective holders or owners thereof to the association and business entities through which the association conducts its patronage sourced business. This association shall also have the right, exercisable at the option of the Board of Directors, to set off such indebtedness against the amount of such patronage capital or other interests standing on its books; provided, however, that nothing contained herein shall give the owners of patronage capital or other interests any right to have such set off trade.

Section 3.12 Discount of Equity. The cooperative may discount the value of any class of stock and equity credits. The method of discounting the value of the stock and equity credits shall be to calculate the present value of the credits based on the number of years to the expected redemption of the stock and equity credits had the offset against the indebtedness not occurred. The discount rate shall be determined by the Board of Directors. If the discounted stock and equity credits are more than the indebtedness to be offset, any excess credits shall be returned, in the Board's discretion, either at the time of the offset, or in the normal redemption cycle along with every other patron's equities. If the discounted stock and equity credits are less than the indebtedness to be offset, the cooperative's lien shall continue against future stock and equity credits allocated to the patron, which shall be discounted and offset against the remaining indebtedness. The Board may apply this retroactively.

Section 3.13 Set-Off of Equity. Whenever the Board of Directors determines, in its sole discretion, that a member or patron who is obligated for the payment of any good or services purchased from the cooperative or any business entity through which the cooperative conducts a patronage-sourced business is insolvent, the Board of Directors may, in its sole discretion, discount and set off as much equity equal to the indebtedness owed to the cooperative or other business entity. The balance, if any, after the discount and set-off shall not be redeemed unless and until the Board of Directors determines, in its sole discretion, that the redemption is consistent with and in support of the cooperative's goals and objectives and business interests. Until a determination is made by the Board of Directors, if ever, to redeem the equity, the remaining equity shall remain accounted for on the books and records of the cooperative and its remaining face value.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 The management of this cooperative association shall be vested in a board of directors who shall be elected at the annual meeting of the members in such number and for such terms of office as shall be provided in the bylaws.

Section 4.2 To the fullest extent permitted by the South Dakota Codified Law as the same exists or may hereafter be amended, a director of this cooperative association shall not be personally liable to the association, its members or stockholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE V
AMENDMENTS

This association may amend its articles of incorporation by a majority vote of its stockholders voting at any regular stockholders' meeting or at any special stockholders' meeting called for that purpose, on ten days' written notice to the stockholders, a copy of such notice to be mailed separately to each stockholder at his last known address and to be published in the newspaper located nearest to such place of business for at least two successive weeks next preceding the time of holding such meeting, such notice to state the object of the meeting and the amendment or amendments to be proposed.

319 0727 05/12/2011

2011

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

ANNUAL REPORT
DOMESTIC Cooperative

Please Type or Print Clearly in Ink

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

FILE DATE 03-24-2011
RECEIPT NO 2140286

RECEIVED
MAR 24 2011
S.D. SEC. OF STATE

1. Corporate Name, Registered Agent Name and Address:

C0000021
CO000021 MAR/2010
~~4 SEASONS COOPERATIVE~~ Full Circle Ag
ANDRESEN, DAVID A
520 VANDER HORCK AVE
BRITTON SD 57430

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:~~

Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

4. The name of the South Dakota Registered Agent David A. Andresen

520 Vander Horck Ave.	Britton	SD	57430
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
PO Box 148	Britton	SD	57430
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. Please place a check mark next to the name if the principal officer serves as a director.

☐ See Attached				
President	Street Address	City	State	ZIP+4
☐				
Vice President	Street Address	City	State	ZIP+4
☐				
Secretary	Street Address	City	State	ZIP+4
☐				
Treasurer	Street Address	City	State	ZIP+4
☐				
Director	Street Address	City	State	ZIP+4
☐				
Director	Street Address	City	State	ZIP+4
☐				
General Manager	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 3-22-11

David A Andresen
(Signature of an Authorized Person)

DAVID A. ANDRESEN
(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 Full Circle Ag

2. The name of the registered agent on file David A Andresen

   The name of the successor registered agent David A Andresen

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
520 Vander Horck Ave	Britton	SD	57430

Mailing Address	City	State	ZIP+4
PO Box 148	Britton	SD	57430

5. If the address has changed, its new address

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

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 3-22-11

(Signature of an Authorized Person)

(Printed Name)

Principals information

Name	Address	
VanScharrel, David	501 Maple Ave Hitchcock, SD 57348-2012	Board Chairman
Eberhart, Lynn E.	42333 104th St Britton, SD 57430	Board Secretary
Andresen, David	1101 1st St., Britton, SD 57430	General Manager
Smith, Ralph T.	P.O. Box 43 68 Weber St S Havana, ND 58043	Board Vice Chairman
Buisker, Mike	42202 101st St Britton, SD 57430	Board Director
Bopp, Roger	144 Maplewood DR Gwinner ND 58040	Board Director
Bush, Scott	41780 109th St Britton, SD 57430	Board Director
Christenson, Roger	11209 409th Ave Claremont, SD 57432	Board Director
Forsting, Jeff	39362 113rd St Columbia, SD 57433	Board Director
Jacobson, Dan	131 17th Ave E West Fargo, ND 58078	Board Director
Johnson, Jeff	4 Bobcat Drive Gwinner ND 58040	Board Director
Johnson, Kelly	12874 423 Ave Pierpont, SD 57488	Board Director
Knecht, Randy	40193 112th St Houghton, SD 57449	Board Director
Mason, Brent	17641 SD Hwy 37 Frankfort, SD 57440	Board Director
Melroe, Scott	P.O. Box 142 Gwinner ND 58040	Board Director
Mendel, Miles	17911 406th Ave Doland, SD 57436	Board Director
Townsend, Dean	13041 415th Ave Andover, SD 57422	Board Director

2012	Enter Filing Year

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

ANNUAL REPORT

DOMESTIC COOPERATIVE

Please Type or Print Clearly In Ink

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

FILE DATE 03/28/2012
RECEIPT NO 32022

1. Corporate Name and Address:
CO000021
FULL CIRCLE AG
520 VANDER HORCK AVE
BRITTON, SD 57430

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

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

520 VANDER HORCK AVE	BRITTON	SD	57430
Street Address	City	State	ZIP+4
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: DAVID A ANDRESEN

520 VANDER HORCK AVE	BRITTON	SD	57430
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4

5. The names and 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.

X	DAVID VAN SCHARREL	501 MAPLE AVE	HITCHCODK	SD	57348
	President	Street Address	City	State	ZIP+4
X	RALPH SMITH	PO BOX 43, 68 WEBER ST.	HAVANA	ND	58043
	Vice President	Street Address	City	State	ZIP+4
X	LYNN EBERHART	42333 104TH ST	BRITTON	SD	57430
	Secretary	Street Address	City	State	ZIP+4
X	MICHAEL BUISKER	42202 101ST ST	BRITTON	SD	57430
	Director	Street Address	City	State	ZIP+4
X	ROGER BOPP	144 MAPLEWOOD DR	GWINNER	ND	58040
	Director	Street Address	City	State	ZIP+4
X	DAVID ANDRESEN	1101 1ST ST.	BRITTON	SD	57430
	General Manager	Street Address	City	State	ZIP+4
X	SCOTT BUSH	41780 109TH ST.	BRITTON	SD	57430
	Director	Street Address	City	State	ZIP+4
X	ROGER CHRISTENSON	11209 409TH AVE	CLAREMONT	SD	57432
	Director	Street Address	City	State	ZIP+4
X	JEFF FORSTING	39362 113RD ST	COLUMBIA	SD	57433
	Director	Street Address	City	State	ZIP+4
X	JEFF JOHNSON	4 BOBCAT DRIVE	GWINNER	ND	58040
	Director	Street Address	City	State	ZIP+4
X	KELLY JOHNSON	12874 423 AVE	PIERPONT	SD	57488
	Director	Street Address	City	State	ZIP+4
X	RANDY KNECHT	40193 112TH ST	HOUGHTON	SD	58449
	Director	Street Address	City	State	ZIP+4
X	BRENT MASON	17641 SD HWY 37	FRANKFORT	SD	57440

	Director	Street Address	City	State	ZIP+4
X	SCOTT MELROE	PO BOX 142	GWINNER	ND	58040
	Director	Street Address	City	State	ZIP+4
X	MILES MENDEL	17911 406TH AVE	DOLAND	SD	57436
	Director	Street Address	City	State	ZIP+4
X	DEAN TOWNSEND	13041 415TH AVE	ANDOVER	SD	57422
	Director	Street Address	City	State	ZIP+4
	LYNN EBERHART	42333 104TH ST	BRITTON	SD	57430
	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 03/28/2012

Signature Accepted Electronically
(Signature of an Authorized Person)

TAMRA J SATRANG
(Printed Name)

3/28/2012 10:23:19AM

2013	Enter Filing Year

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

ANNUAL REPORT

DOMESTIC COOPERATIVE

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

FILE 3/11/2013
RECEIPT NO 100302

1. Corporate Name and Address:
CO000021
FULL CIRCLE AG
520 VANDER HORCK AVE
BRITTON, SD 57430

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

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

	City	State	ZIP+4
Street Address: 520 VANDER HORCK AVE	BRITTON	SD	57430
Mailing Address: PO BOX 148	BRITTON	SD	57430

4. The name of the South Dakota Registered Agent

Agent Name: DAVID A ANDRESEN

	City	State	ZIP+4
Street Address or Rural Route Box Number in This State and: 520 VANDER HORCK AVE	BRITTON	SD	57430
Mailing Address in This State, if Different from Street Address:			

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.

Director	Name	Title	Street Address	City	State	ZIP+4
X	DAVID VAN SCHARREL	President	501 MAPLE AVE	HITCHCODK	SD	57348
X	RALPH SMITH	Vice President	PO BOX 43, 68 WEBER ST.	HAVANA	ND	58043
X	LYNN EBERHART	Secretary	42333 104TH ST	BRITTON	SD	57430
X	MICHAEL BUISKER	Director	42202 101ST ST	BRITTON	SD	57430
X	ROGER BOPP	Director	144 MAPLEWOOD DR	GWINNER	ND	58040
X	DAVID ANDRESEN	General Manager	1101 1ST ST.	BRITTON	SD	57430
X	SCOTT BUSH	Director	41780 109TH ST.	BRITTON	SD	57430
X	ROGER CHRISTENSON	Director	11209 409TH AVE	CLAREMONT	SD	57432
X	JEFF FORSTING	Director	39362 113RD ST	COLUMBIA	SD	57433

	Name	Street Address	City	State	ZIP+4
X	JEFF JOHNSON	4 BOBCAT DRIVE	GWINNER	ND	58040
	Director	Street Address	City	State	ZIP+4
X	KELLY JOHNSON	12874 423 AVE	PIERPONT	SD	57488
	Director	Street Address	City	State	ZIP+4
	RANDY KNECHT	40193 112TH ST	HOUGHTON	SD	58449
	Director	Street Address	City	State	ZIP+4
X	BRENT MASON	17641 SD HWY 37	FRANKFORT	SD	57440
	Director	Street Address	City	State	ZIP+4
X	SCOTT MELROE	PO BOX 142	GWINNER	ND	58040
	Director	Street Address	City	State	ZIP+4
X	MILES MENDEL	17911 406TH AVE	DOLAND	SD	57436
	Director	Street Address	City	State	ZIP+4
	DEAN TOWNSEND	13041 415TH AVE	ANDOVER	SD	57422
	Director	Street Address	City	State	ZIP+4
	LYNN EBERHART	42333 104TH ST	BRITTON	SD	57430
	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.

Date 03/11/2013

Signature Accepted Electronically
(Signature of an Authorized Person)

TAMRA J SATRANG
(Printed Name)

3/11/2013 9:38:10 AM

2014	Enter Filing Year

Secretary of State Office
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Pierre, SD 57501
(605)773-4845

ANNUAL REPORT

DOMESTIC COOPERATIVE

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

FILE 2/27/2014
RECEIPT NO 180499

1. Corporate Name and Address:
CO000021
FULL CIRCLE AG
520 VANDER HORCK AVE
BRITTON, SD 57430

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

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

Street Address	City	State	ZIP+4
520 VANDER HORCK AVE	BRITTON	SD	57430

Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: DAVID A ANDRESEN

Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
520 VANDER HORCK AVE	BRITTON	SD	57430

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. Please place a check mark next to the name if the principal officer serves as a director.

Director	Name / Title	Street Address	City	State	ZIP+4
X	DAVID VAN SCHARREL President	501 MAPLE AVE	HITCHCODK	SD	57348
X	RALPH SMITH Vice President	PO BOX 43, 68 WEBER ST.	HAVANA	ND	58043
X	LYNN EBERHART Director	42333 104TH ST	BRITTON	SD	57430
X	MICHAEL BUISKER Director	42202 101ST ST	BRITTON	SD	57430
X	ROGER BOPP Director	144 MAPLEWOOD DR	GWINNER	ND	58040
X	DAVID ANDRESEN General Manager	1101 1ST ST.	BRITTON	SD	57430
X	SCOTT BUSH Secretary	41780 109TH ST.	BRITTON	SD	57430
X	JEFF FORSTING Director	39362 113RD ST	COLUMBIA	SD	57433
X	KELLY JOHNSON Director	12874 423 AVE	PIERPONT	SD	57488

X	BRENT MASON	17641 SD HWY 37	FRANKFORT	SD	57440
	Director	Street Address	City	State	ZIP+4
X	MILES MENDEL	17911 406TH AVE	DOLAND	SD	57436
	Director	Street Address	City	State	ZIP+4
X	SCOTT BUSH	41780 109TH ST.	BRITTON	SD	57430
	Treasurer	Street Address	City	State	ZIP+4
X	JEFF JOHNSON	4 BOBCAT DRIVE	GWINNER	ND	58040
	Director	Street Address	City	State	ZIP+4

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By signing this form you agree to have both the fee and the form processed electronically.

Date 02/27/2014

Signature Accepted Electronically
(Signature of an Authorized Person)

TAMRA J SATRANG
(Printed Name)

2015	Enter Filing Year

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

ANNUAL REPORT

DOMESTIC COOPERATIVE

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

FILE DATE 2/25/2015
RECEIPT NO 277104

1. Corporate Name and Address:
CO000021
FULL CIRCLE AG
520 VANDER HORCK AVE
BRITTON, SD 57430

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

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

520 VANDER HORCK AVE	BRITTON	SD	57430
Street Address	City	State	ZIP+4
Mailing Address	City	State	ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: DAVID A ANDRESEN

520 VANDER HORCK AVE	BRITTON	SD	57430
Street Address or Rural Route Box Number in This State and	City	State	ZIP+4
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4

5. The names and 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.

X	DAVID VAN SCHARREL	501 MAPLE AVE	HITCHCODK	SD	57348
	President	Street Address	City	State	ZIP+4
X	RALPH SMITH	PO BOX 43, 68 WEBER ST.	HAVANA	ND	58043
	Vice President	Street Address	City	State	ZIP+4
X	MICHAEL BUISKER	42202 101ST ST	BRITTON	SD	57430
	Secretary	Street Address	City	State	ZIP+4
X	ROGER BOPP	144 MAPLEWOOD DR	GWINNER	ND	58040
	Director	Street Address	City	State	ZIP+4
X	DAVID ANDRESEN	1101 1ST ST.	BRITTON	SD	57430
	General Manager	Street Address	City	State	ZIP+4
X	JEFF FORSTING	39362 113RD ST	COLUMBIA	SD	57433
	Director	Street Address	City	State	ZIP+4
X	KELLY JOHNSON	12874 423 AVE	PIERPONT	SD	57488
	Director	Street Address	City	State	ZIP+4
X	BRENT MASON	17641 SD HWY 37	FRANKFORT	SD	57440
	Treasurer	Street Address	City	State	ZIP+4
X	MILES MENDEL	17911 406TH AVE	DOLAND	SD	57436
	Director	Street Address	City	State	ZIP+4

X	SCOTT BUSH	41780 109TH ST.	BRITTON	SD	57430
	Director	Street Address	City	State	ZIP+4
X	JASON ASCHE	12725 80 ST SE	STIRUM	ND	58069
	Director	Street Address	City	State	ZIP+4
X	DARIAN KILKER	41650 SD HWY 10	BRITTON	SD	57430
	Director	Street Address	City	State	ZIP+4

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Dated 02/25/2015

Signature Accepted Electronically
(Signature of an Authorized Person)

DAVID A ANDRESEN
(Printed Name)

2016

Enter Filing Year

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

ANNUAL REPORT
DOMESTIC COOPERATIVE
SDCL 59-11-24

Please Type or Print Clearly In Ink

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

FILE DATE 2/19/2016

RECEIPT NO 385847

1. Corporate ID and Name:

CO000021
Enter Corporate ID

FULL CIRCLE AG
Enter Corporate Name

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

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

Actual Street Address or Rural Route Box Number	City	State	ZIP+4
520 VANDER HORCK AVE	BRITTON	SD	57430

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

4. The name of the South Dakota Registered Agent

Agent Name: DAVID A ANDRESEN

Actual Street Address or Rural Route Box Number in This State	City	State	ZIP+4
520 VANDER HORCK AVE	BRITTON	SD	57430

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 (governors) as per SDCL 47-17-14.

	Name	Actual Street Address	City	State	ZIP+4
X	DAVID VAN SCHARREL (President)	501 MAPLE AVE	HITCHCODK	SD	57348
X	RALPH SMITH (Vice President)	PO BOX 43, 68 WEBER ST.	HAVANA	ND	58043
X	MICHAEL BUISKER (Secretary)	42202 101ST ST	BRITTON	SD	57430
X	ROGER BOPP (Director)	144 MAPLEWOOD DR	GWINNER	ND	58040

X DAVID ANDRESEN	1101 1ST ST.	BRITTON	SD	57430
General Manager	Actual Street Address	City	State	ZIP+4
X JEFF FORSTING	39362 113RD ST	COLUMBIA	SD	57433
Director	Actual Street Address	City	State	ZIP+4
X KELLY JOHNSON	12874 423 AVE	PIERPONT	SD	57488
Director	Actual Street Address	City	State	ZIP+4
X BRENT MASON	17641 SD HWY 37	FRANKFORT	SD	57440
Treasurer	Actual Street Address	City	State	ZIP+4
X MILES MENDEL	17911 406TH AVE	DOLAND	SD	57436
Director	Actual Street Address	City	State	ZIP+4
X SCOTT BUSH	41780 109TH ST.	BRITTON	SD	57430
Director	Actual Street Address	City	State	ZIP+4
X JASON ASCHE	12725 80 ST SE	STIRUM	ND	58069
Director	Actual Street Address	City	State	ZIP+4
X DARIAN KILKER	41650 SD HWY 10	BRITTON	SD	57430
Director	Actual 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 (SDCL 47-1A-129).

Dated 02/19/2016

Signature Accepted Electronically
(Signature of an Authorized Person)

TAMRA J SATRANG
(Printed Name)

*By signing this form you agree to have both the fee and the form processed electronically.
A fee of up to $40 will be assessed for returned payments.

2/19/2016 4:15:44 PM