

No. 29-2
 Water Division No. 2 Battle Creek District 1
 (Blanks to be filled by the Engineer for the W. R. C.)

STATE WATER RESOURCES COM.
 PIERRE, SOUTH DAKOTA

APPLICATION FOR PERMIT To Appropriately Water within the State of South Dakota

(NOTE—Draw a line through items not applicable.)

1. Name of applicant Lockerly Gold Town Inc.
 Postoffice address Hard City, County Pennington, State S.D.

I. If a corporation

- (a) Name of same Lockerly Gold Town Inc.
 (b) Date and place of incorporation South Dakota, 1953
 (c) Amount of capital stock _____
 (d) Amount paid in _____
 (e) Names and addresses of directors J. T. McCullen, Ardie G. McCullen and
W. A. McCullen, all of Hard City, S.D.

(NOTE—A certified copy of articles of incorporation must accompany the application.)

II. Method of accomplishing the work and financial resources of the applicant:

- (a) Method of accomplishing work (Whether by contract, employment of others, or by direct labor)

- Contract,
 (b) Cash on hand, \$ _____ (c) Treasury stock, \$ _____
 (d) Bonds to be issued, \$ _____ (e) Other resources, \$ _____

2. Name of diversion work Cannon Wells No. 1 and No. 2
60 gals/min Well No. 1
60 gals/min Well No. 2
 3. Amount of water claimed 60 gals/min Well No. 2
 4. Source of water supply Ground water
 5. Location of point of diversion Lot 6 of the S.W. of the S.W. of Sec. 13, T15, R6E
1/4 Sec 13, T15, R6E
1/4 Sec 13, T15, R6E
1/4 Sec 13, T15, R6E
 6. Annual period or periods during which water is to be used continuously
 7. To be used for:

I. Irrigation or domestic use: Gravity, overhead sprinkling or combination system?

- (a) Number of acres to be irrigated 0 acres.

- (b) Legal subdivisions to be irrigated 0

(NOTE—A list of lands to be irrigated, giving each subdivision and fraction with acreage thereof, should be written here, or may be appended as a part of this application. Same must also be shown on accompanying map.)

- (c) Statement as to domestic use (giving location, etc.) _____

II. Stockwatering, mining, milling, power, fish culture, fire protection and public recreation:

- (a) Nature of use Commercial use in cafes and residences.

Name any of the above uses claimed

- (b) Amount of power to be generated 0 horse power.

Amount claimed for engine cooling 0

- (c) Location of plant _____

- (d) Method of developing power 6

- (e) Point where water will be returned to stream 0

480-2
 Map No.

8. Estimated cost of work:

(a) Head Gates, \$..... (b) Pumping plant, \$.....
 (c) Fluming, \$..... (d) Canal-earth, \$..... Rock, \$.....
 (e) Other structures\$..... Total, \$.....

9. Description of diversion works:

I. Nature of works: (Reservoir, dam, ditch, flume, pumping plant, etc.)

II. Dimensions of works:

(a) Dam: Height.....feet; length at bottom.....feet; length at top.....feet; thickness at bottom.....feet; thickness at top.....feet; slope at front water face.....; slope at back face.....
 material used in construction.....
 (b) Reservoir: Capacity when filled.....acre feet. Surface area at highwater mark.....acres.

DEPTH AT OUTLET-Feet	SURFACE AREA AT EACH DEPTH AT OUTLET-ACRES	FEET	ACRE-Feet CAPACITY

(c) Head gate: Width.....feet; height.....feet;
 Material.....
 (d) Canal: Total length.....miles.

LOCATION BELOW HEADGATE	DEPTH	BOTTOM WIDTH	WIDTH AT WATER-LINE	GRADE PER MILE
At.....Mile	feet	feet	feet	feet
At.....Mile	feet	feet	feet	feet
At.....Mile	feet	feet	feet	feet
At.....Mile	feet	feet	feet	feet
At.....Mile	feet	feet	feet	feet
At.....Mile	feet	feet	feet	feet

(Give dimensions where reductions in size are made.)

10. Time required for completion of work two years.
 11. Time required for complete application of water to the proposed beneficial use one years.

12. Office of newspaper for publication of notice of intention to appropriate

BATE CITY GUIDE, RAPID CITY, SD.

STATE OF SOUTH DAKOTA

County of Pennington

I, J. M. Buller Mayor (Res.) Pennington Co., being first duly sworn on my oath depose and say: That my relation to the above described undertaking, is that of owner, that I have read the above foregoing statement, examined the map accompanying the same, and that I know of my own personal knowledge that the matters therein stated and shown are true.

Signed

Subscribed and sworn to before me this

10

day of

April

19

58

Notary Public (or other qualified officer.)

*Each diversion must have a headgate or measuring device.

Remarks by State Water Resources Commission:

A "Vested Right" is claimed for 2.13 cubic feet of water per second from well No. 1.

STATE OF SOUTH DAKOTA
County of Hughes ss.

Pierre, South Dakota, April 16, 1958

This is to certify that the foregoing application was received by the Commission at 9:00 o'clock A.m. upon the 11 day of April, 1958

State Water Resources Commission

By: Joe Brimer
Chief Engineer, Executive Officer

Number of permit 479-2

Date of first receipt of application April 11, 1958

Date of return to applicant for correction, amendments or changes required as follows: _____, 19____

Date of receipt of corrected application _____, 19____

Date from which applicant may claim right 0.13 cfs from June 1953
0.13 cfs from April 11, 1958

Approved July 9, 1958, Recorded in Book 4 Page 244

This is to certify that we have examined the foregoing application for a permit to appropriate water of the State of South Dakota, and we hereby grant the same as stated herein, subject, however, to the following conditions and conditions:

- 1st. The equivalent of at least one-fifth of the work above specified is to be completed on or before July 9, 1959
- 2nd. 1/5 of said work is to be completed on or before July 9, 1960
- 3rd. The limit of time for proof of beneficial use of water appropriated in accordance herewith is July 9, 1961
- 4th. The water appropriated shall be used for the purpose of Commercial use

5th. The prior right of all persons who, by compliance with the laws of the State of South Dakota, have acquired a right to the use of water must not be injuriously affected by this appropriation.

6th. The amount of the appropriation herein granted shall not exceed 2.26 cubic feet per second; neither shall it exceed the capacity of the above described system of diversion works, nor the least amount of water that experience may hereafter indicate as necessary for the production of crops in the exercise of the best husbandry, and further, said appropriation must be limited to not more than one-seventieth (1/70) of one cubic foot of water per second of time for each acre of land to which water is actually and beneficially applied for irrigation on or before July 9, 1961; said water to be used during the following described annual period:

Continuously

Witness my hand this 26 day of July, 1958

State Water Resources Commission

By: Joe Brimer
Chief Engineer, Executive Officer

Certificate of Construction Issued DECEMBER 13, 1971

Water License Issued DECEMBER 13, 1971

Form 2A -- Wells (Supplement to Form 2)

D. (Continued)

III. Well Specifications

(a) Hole and casing

#1 - 42 ft
#2 - 24 ft
Size of drill hole or excavation #1 9 inch #2 8 inch
Depth #1 42 feet #2 24 feet
Type of casing #1 Steel (wood, concrete, steel, etc.)
Size of casing #1 9 inch #2 8 inch
Thickness of casing #1 1/4 inch #2 1/4 inch
Length of casing #1 - 20 feet #2 - 24 feet
collection gallery, length, size and depth of gallery

(b) Screens none

Type of perforated screen

Size of perforated screen

(diameter)

(length)

Thickness of gravel pack

length of gravel pack

(c) Water Bearing Materials

Distance to water

#1 - 12 feet
#2 - 18 feet

Character of water bearing materials

Gravel
Silt #1
#2

Thickness of water bearing material

(d) Pump and Motor

Type of pump

Jet

(centrifugal, propeller, mixed flow, etc.)

Name of pump

Fairbank Morris size EST. CAP. 40-60 G.P.M.

Kind of motor

Electric 1/2 H

(gasoline, electric, diesel, etc.)

Horsepower

1/2

Name of Motor

F. B.

(e) Complete well

Capacity

60 gpm

at drawdown of

0

Estimated cost

(f) Owner of land upon which well is located

ROCKERVILLE Gold Town, Inc

Name

Rapid City, S.D.

Address

Box 728

(g) Distance to nearest existing wells

On same owner's property

12

rods.

On property owned by others

40

rods

WATER LICENSE NO. 479-2

(1) WHEREAS, On the 11th day of April A. D. 1958
Rockerville Cold Tons, Inc.

made Water Right Application No. 479-2 for a permit to use .26 cubic feet per second of the waters
of ground water

County of Pennington, State of South Dakota, for Commercial
purpose and

(2) WHEREAS, On the 26th day of July A. D. 1958
Permit No. 479-2, with a date of priority of June, 1953 and April 11, 1948

was issued to said applicant for the diversion of said water, and provided for the completion of construction of the water
supply system therein described on or before the 9th day of July A. D. 1950 and for the
application to beneficial use of said water on or before the 9th day of July A. D. 1961

and:

(3) WHEREAS, It is hereby certified that the applicant has complied with the provisions of the laws of the State of South Dakota
relating to completion of the construction of the water supply system and is entitled to divert .09 cubic feet
per second of water for beneficial use and,

(4) WHEREAS, It is hereby certified that the applicant has complied with the provisions of the laws of the State of South Dakota
relating to the application of water to beneficial use of the following extent.

water is used in commercial purposes in operation of Rockerville Ghost Town.

(5) NOW, THEREFORE, By the virtue of the authority vested in us by the laws of the State of South Dakota, We hereby grant and confirm to _____
Rockerville Ghost Town

_____ of _____
Rapid City, S.D.
the holder _____ and owner _____ of said permit No. 479-2 a water right, dating from June, 1953 and
April 11, 1958 to use of .09 cubic feet per second of the waters
of ground water

in the County of Pennington and State of South Dakota, or so much thereof as may be necessary for the
purposes hereinbelow mentioned, to be diverted from the SW Corner, Section 13, T15, R6E,
Well #1, North 44° East, 320 feet; Well #2, North 16° 11' East, 787 feet

and ~~conducted through the water distribution system~~

for the purpose of Commercial use

Subject to any limitations listed in Water Right Permit No. 479-2 and subject to the laws of the State of South Dakota.

WITNESS, My hand and seal of our office at Pierre, South Dakota
this 13th day of December A. D.
Nineteen Hundred and Seventy-one

WATER RESOURCES COMMISSION

By:

Chief Engineer, Executive Officer, J.W. GRIMES

Form 15.

Permit No. 479-2

Water Diversion No. 2 BATTLE CREEK Water District

CERTIFICATE OF CONSTRUCTION

Rockerville Ghost Town

This is to Certify, That _____

_____ the holder _____ of
Permit No. 479-2, issued upon Application No. 479-2, bearing date of priority of June, 1953 and
April 11, 1958 authorizing the diversion of .26 cu. ft. per second of the waters of _____
ground water _____ County of Pennington State of South Dakota ~~XX~~ _____
from the SW Corner, Section 13, T13, R6E, Well #1, N. 44° East, 320 feet; Well
#2, North 16° 11' East, 787 feet

Commercial

, for _____

purposes, has _____ complied with the provisions of the laws of the State of South Dakota relating to proof of
completion of the works of diversion set out and described in said Permit; that said works are found in satisfactory
condition for diverting and conveying to the place of intended use .09 cu. ft. per second of water.

December 13, 1971

Date _____

WATER RESOURCES COMMISSION

By:

J.W. GRIMES, Executive Officer

(First Publication before June 6, 1958)

APPROPRIATION OF WATER

State Water Resources Commission
Pierre, South Dakota
April 16, 1958

Notice is hereby given that the Rockerville Gold Town Inc., whose postoffice address is Box 728, Rapid City, South Dakota, has made an application in accordance with the provisions of the water laws of South Dakota for a permit to appropriate for beneficial use 0.26 cubic feet of water per second of time from ground water through the Cafe Wells No. 1 and No. 2, 0.13 cubic feet per second from Well No 1 being claimed as an existing vested right and 0.13 cubic feet per second from Well No. 2 is claimed under a new application, the two points of diversion are to be located in the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 13, Twp. 1 S, Range 6 E. Said water to be used for the purpose of providing water for commercial use in cafes and residences located in Lots F and A of the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of Sec. 13, T 1 S, R 6 E and Rockerville Gold Town Inc.

This application will be taken up by the State Water Resources Commission at their office at Pierre for consideration upon the 9th day of July 1958, at 2:00 PM. All interested persons may appear and be heard.

Appropriate action will be taken by the Water Resources Commission after suitable time has elapsed for the consideration of any or all information presented.

State Water Resources Commission

BY:
J. W. GRIMES, Chief Engineer,
Executive Officer

cc: Theo. B. Werner, Publisher
The Gate City Guide
Rapid City, South Dakota

STATE OF SOUTH DAKOTA,
County of Pennington, ss.

APPROPRIATION OF WATER
State Water Resources Commission
Pierre, South Dakota
April 16, 1953

Notice is hereby given that the Rockerville Gold Town Inc., whose postoffice address is Box 728, Rapid City, South Dakota, has made an application in accordance with the provisions of the water laws of South Dakota for a permit to appropriate for beneficial use 0.28 cubic feet of water per second of time from ground water through the Cite Wells No. 1 and No. 2, 0.13 cubic feet per second from Well No. 1 being claimed as an existing vested right and 0.15 cubic feet per second from Well No. 2 is claimed under a new application, the two points of diversion are to be located in the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 13, Twp. 1 S, Range 6 E. Said water to be used for the purpose of providing water for commercial use in cafes and residences located in Lots P and A of the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of Sec. 13, T 1 S, R 6 E and Rockerville Gold Town Inc.

This application will be taken up by the State Water Resources Commission at their office at Pierre for consideration upon the 6th day of July 1953, at 2:40 P.M. All interested parties may appear and be heard.

Appropriate action will be taken by the Water Resources Commission after suitable time has elapsed for the consideration of any or all information presented.

State Water Resources Commission
BY: J. W. GRIMES, Chief Engineer,
Executive Officer
Published April 24-4t

RECEIVED
MAY 22 1953
STATE WATER RESOURCES COM
PIERRE, SOUTH DAKOTA

Faye Crawford, of said County and State, being first duly sworn, on her oath says that THE GATE CITY GUIDE is a legal weekly newspaper of general circulation, printed and published in Rapid City in said County and State and has been such legal weekly newspaper during the time hereinafter mentioned, and that I, Faye Crawford, am the business manager of said newspaper in charge of the advertising department thereof, and have personal knowledge of all the facts stated in this affidavit, and that the advertisement headed

APPROPRIATION OF WATER

a printed copy of which is hereunto attached, was printed and published in the said newspaper for four

successive weeks, not in a supplement, but in the regular and entire issue of every number of the paper during the time and period of the publication, to-wit: the first publication being made on

the 24th day of April, 1953
the second on the 1st day of May, 1953
the third on the 5th day of May, 1953
the fourth on the 15th day of May, 1953
the fifth on the day of May, 1953
the sixth on the day of May, 1953
and the last on the day of May, 1953

That the full amount of the fees charged for publishing the same, to-wit:

The sum of Eighteen and 29/100 Dollars inures solely to the benefit of the publisher of THE GATE CITY GUIDE. That no agreement or understanding for any division thereof has been made with any person, and that no part thereof has been agreed to be paid to any person whomsoever.

Faye Crawford

Subscribed and sworn to before me this 16th

day of May, 1953

W. B. Wanner

Notary Public.

Permit No. 479-2Water Division 2 BATTLE CREEK Water District

REPORT OF EXAMINATION OF WORKS AND/OR APPLICATION OF WATER TO BENEFICIAL USE

TO: Water Resources Commission, State Office Building No. 2, Pierre, South Dakota 57501

I have this day made a thorough examination of the water use system constructed by Rockerville
Gold Town, Inc. of Rapid City, South Dakota holder
of Permit No. 479-2, bearing date of priority of 1953 and 1958, ~~1888~~
authorizing the diversion of .26 cu. ft. per second of the waters of ground water
for commercial purposes, in Pennington County.

I have to report on the condition of the same as follows:

The Water Use System consists of,

A. Works used to divert the water:
Well No. 1, 200 feet deep, 4 inch casing
1 H.P. Electric submersible pump
Well No. 2, 300 feet deep, 6 inch casing
1/2 H.P. jet pump

B. Works used to transport water to place of use,
Underground mains and laterals

C. Works used to apply water to beneficial use.
18 service connections

The system is in the following condition: good

The point of diversion is located from the SW Corner of Section 13, T1S, R6E. Well No. 1,
N. 44° E., 320 feet. Well No. 2, N. 16° 11' East, 787 feet

The works are capable of diverting and conveying to the place of use 0.09 (40 gpm)
cu. ft. per second of water which is to be used for Commercial purposes

Water has been put to beneficial use to the maximum extent as follows: One well constructed in
1953 has been abandoned. Two wells have been constructed since 1958.

~~comparing to the standard of the state of South Dakota.~~

Send letter of notification to:
J.T. McCuller
3621-21 Vista Compana South
Oceanside, California 92054

Date May 18, 1971
Donald Driscoll
(Signature)

DONALD DRISCOLL, Deputy Chief Engineer, W.R.C.

STATE OF SOUTH DAKOTA



DEPARTMENT OF STATE

United States of America, { Secretary's Office
State of South Dakota,

*This is to certify that the attached instrument of writing
is a true, correct and examined copy of*
Articles of Incorporation of ROCKERVILLE GOLD TOWN,

*and the whole thereof, and has been carefully compared with
the original now on file in this office and found correct.*

*The within document, book, instrument, paper or law
shall not be received in evidence in any court of this state
unless this certificate is countersigned by the state treasurer
with a statement of the fees received.*

*In Testimony Whereof, I have hereunto
set my hand and affixed the Great
Seal of The State of South Dakota
at the City of Pierre, the Capital, on
this 14th day of April, 1958*

FEES, \$ 4.00
COUNTERSIGNED BY

E. J. Elchme
State Treasurer.

Clara Halle
Secretary of State.

Bangs &
McCullen, Atty
Rapid City

ARTICLES OF INCORPORATION
OF
ROCKERVILLE GOLD TOWN

OK
WOK

BE IT REMEMBERED that W. A. McCullen, Geo. A. Bangs, Ruth E. Hopkins and Donna Zitzman, of Rapid City, South Dakota, have associated themselves together for the purpose of forming a corporation and do acknowledge and agree that:

I.

The name of this corporation shall be Rockerville Gold Town.

II.

The principal place of business of this corporation will be Rockerville, South Dakota, at an office of the Company on the Southwest Quarter of the Southwest Quarter of Section 12, Township 1 South of Range 6 E. B. E. M., Pennington County, South Dakota.

Meetings of the directors may be held in Rapid City, South Dakota or Minneapolis, Minnesota, if so provided in the by-laws adopted by this corporation.

III.

This corporation shall be organized for a period of twenty-five (25) years.

IV.

The purposes for which this corporation shall be formed are:

To buy, sell, produce, manufacture, and dispose of all kinds of goods, wares, foods, potables, drugs, merchandise, manufactures, commodities, furniture, machinery, agricultural tools, supplies and products, and generally to engage in and conduct any form of manufacturing or mercantile enterprise not contrary to law.

To lease, buy, sell, use, mortgage, improve, and otherwise handle, deal in, and dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the company.

To establish and conduct a general amusement enterprise, and to furnish amusement to the public.

To acquire, establish, own, hold, sell, lease, conduct and manage fairs, carnivals, exhibitions, contests, theatrical productions or amusement enterprises of every kind and nature.

To purchase, acquire, develop, sell, lease, let, own and manage fair grounds, theatres, playhouses, gardens, opera houses, or other grounds or places for exhibitions, contests and amusements of every kind and nature.

To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate,

lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever, including the locating, laying out and constructing of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroad or street railways, power plants, and generally in all classes of buildings, erections and works, both public and private, or integral parts thereof; to perform engineering and architectural work, including the preparation of plans and specifications and expert work, as acting and consulting and superintending engineers and architects.

To operate as a food and gift shop, and as a lunch room and eating place, and to do any and all things necessary to own and operate said business.

To carry on a general mercantile or merchandise business and to purchase, sell and deal in such goods, supplies and merchandise as are or may be sold in a general store.

To own, acquire, buy and sell real estate, and any interest of any kind whatsoever therein, and to carry on a general real estate and construction business in connection therewith.

To erect and maintain a summer and winter resort, park accommodations for tourists and to manufacture and sell, at wholesale or retail, curios and souvenirs of every kind.

To acquire the good will, rights, property and assets of all kinds and to undertake the whole or any part of the liabilities of any person, firm, association or corporation, on such terms and conditions as may be agreed on, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise.

To acquire and undertake all or any part of the business, assets and liabilities of any person, firm, association or corporation.

Subject to the provisions of law, the company may purchase or otherwise acquire, hold and re-issue the shares of its capital stock.

To hold, purchase or otherwise acquire, or be interested in, and to sell, assign, pledge or otherwise dispose of, shares of the capital stock, bonds or other evidences of debt issued or created by any other corporation, whether foreign or domestic and whether now or hereafter organized; and while the holder of any such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

In the purchase or acquisition of property, business, rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

The corporation may conduct its business in other states, territories and possessions of the United States, and in foreign countries, and may have one office or more than one office, and keep the books of the company outside of the State of South Dakota, except as may be otherwise provided by law; and may hold, purchase, mortgage and convey real and personal property either in or out of the State of South Dakota.

In addition to said principal office within the said state, this corporation may maintain an office in any place within the United States or foreign territories or jurisdictions. The books and records of this corporation may be kept at any of said offices as the directors may find convenient.

To issue warrants, bonds, debentures and other negotiable or transferable instruments, secured by mortgage or otherwise, for such amounts as shall from time to time seem advisable.

To enter into contracts or arrangements with any government or authority national, state, municipal, local or otherwise, conducive to any of the purposes of this corporation, and to obtain from such government or authority any and all rights, easements, privileges, subsidies, gifts, franchises, charters, grants, patents or concessions relating to or for the promotion or protection of such purposes; to carry out, exercise, comply with and enforce the same; to sell, lease, or otherwise dispose of the same or any interest therein to others, where such sale, lease or disposal shall be lawful under the laws of the governmental power granting the same.

For the purpose of attaining or furthering any of its objects, to do any and all other acts and things, and to exercise any and all other power which a copartnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

V.

The number of directors of this corporation shall be four (4).

The names and residences of the persons who are to serve until the election of directors and their qualification are:

W. A. McCullen, Rapid City, South Dakota
Geo. A. Bangs, Rapid City, South Dakota
Ruth E. Hopkins, Rapid City, South Dakota
Donna Zitsman, Rapid City, South Dakota.

VI.

The capital stock of this corporation shall have no nominal or par value and shall consist of one thousand (1,000) shares.

The amount of stated capital with which this corporation will begin business shall be \$1000.00 and the corporation will carry on business with a stated capital consisting of the aggregate of the amounts received by it as consideration for the issuance of its shares, and such additional amounts as may from time to time by resolution of the Board of Directors be transferred thereto; subject to the action of the stockholders pursuant to law in such case provided. The consideration for which the stock of the corporation will be issued shall be \$100.00 per share.

Any holder of the capital stock, if desirous of selling or transferring all or any of his shares, and the executor or administrator of any deceased holder, if desirous of selling or transferring all or any of the shares belonging to the estate of such deceased, and the purchaser of any share or shares of the capital stock sold under execution or at any judicial sale, if desirous of selling or transferring any of such share or shares, and the pledgee of any share or shares before bringing any action, suit or process or doing any act to foreclose his pledge, shall first deliver to the corporation a written notice of such desire to sell or transfer or of intention to foreclose designating the number of shares to be sold, transferred or foreclosed, the number of the certificate or certificates, the name and address of the person to whom it is proposed that the stock be transferred.

Within ten days after such notification the corporation shall have the option to purchase such stock at the declared value as expressed in the Articles of Incorporation, or the book value of such stock, whichever it the lesser.

If within such period of time the corporation elects to purchase it shall give notice of its intention so to do in writing and the place where the consideration therefor shall be deposited and the holder shall deposit his shares at such place and receive his consideration for the capital stock. Following the deposit by the corporation the holder thereof shall have no further voting rights in the corporation nor shall he have any right to dividends.

VII.

The liability of each stockholder shall be limited to the amount unpaid on his capital stock. All rights and liabilities of this corporation, its directors and stockholders generally shall be determined and limited as provided by Chapter 12.0, South Dakota Code 1939.

Dated at Rapid City, South Dakota, this 23rd day of June, 1953.

W. A. McCullen
Geo. A. Bangs
Ruth E. Hopkins
Anna Zitman

State of South Dakota

County of Pennington

BE IT REMEMBERED that on this 23 day of June, 1953, before me the undersigned, personally appeared the foregoing named W. A. McCullen, Geo. A. Bangs, Ruth E. Hopkins and Anna Zitman, well and personally known to me to be the same persons described in and who executed the foregoing instrument and severally acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal at said County the day and year last above written.

(Line)

Leone Nolan
Notary Public

State of South Dakota

County of Pennington

W. A. McCullis, Geo. A. Bangs, Ruth E. Hopkins and Donna Zitzman, each being duly sworn each for himself deposes and says: That the signatures affixed above are genuine and it is intended in good faith by each of them to maintain and operate the business set forth in the Articles of Incorporation; that he is one of the persons described in and who signed the foregoing Articles of Incorporation as an incorporator therein; that he has read said articles and knows the contents thereof; that the incorporators intend in good faith to form a corporation for the promotion of a lawful business as set forth in said articles of incorporation and not for the purpose of enabling any corporation or corporations to avoid the provisions of Section 13.18 of the South Dakota Code, relating to unlawful trusts and combinations and laws amendatory thereto.

W. A. McCullis

Geo. A. Bangs

Ruth E. Hopkins

Donna Zitzman

Subscribed and sworn to before me this 23 day of June, 1953.

(Seal)

[Signature]
Notary Public

JUN 24 1953

29103

Location No. 479-2
Butte
 Water Division No. 2 Creek Water District

Proof of Application of Water to Beneficial Use

PETITION OF HOLDER

Ques. 1. State your name, residence, occupation and postoffice address.

Ans. J. T. McCullen, Rapid City, S.D. Box 728
Operator of Rockerville Gold Town, Inc

Ques. 2. If acting in behalf of a corporation, state its name, principal place of business (if a foreign corporation, give name and postoffice of statutory agent,) your position with reference to same, and your authority for appearing in its behalf.

Ans. ROCKERVILLE GOLD TOWN INC., MAYOR OR
PRINCIPAL OFFICER

Ques. 3. State date of posting and date of recording notice of appropriation.

Ans. None

Ques. 4. State source of water supply and give exact location of point of diversion.

Ans. Ground water Lot 4 Blk 1, Town of
Rockerville

Ques. 5. Describe your works of diversion giving length and height of each dam and state amount of water they are capable of conveying from point of diversion to place of use, and give name of canal or ditch or other works by which water is conducted to such place of use, and date of completion of same.

Ans. Well #1, 42 feet deep - Fairbanks make
jet pump 1/2 H.P., 20 gallon storage,
200 feet 1 inch main, Cafe, dwelling, truck
and laundry in 3 buildings

Ques. 6. State for what purpose water is used and describe place of use. (If for irrigation, name each subdivision in which used, and number of acres in each subdivision that have ACTUALLY been irrigated with said water.)

Ans. See above #5
Used in Town of Rockerville

Ques. 7. If for other than irrigation purpose, state how applied, amount of horse power generated, etc.

Ans. _____

Ques. 8. What is the minimum amount of water required for the use specified above?

Ans. 40 gallons per minute

Ques. 9. If you are not the person or representative of the corporation to whom above mentioned permit was originally issued, please state how ownership was acquired by present holder.

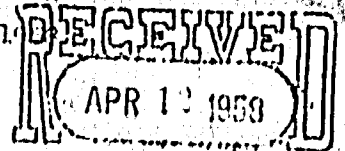
Ans. _____

ROCKERVILLE GOLD TOWN

ON HIGHWAY 16, THE ROAD TO MT. RUSHMORE
IN THE BLACK HILLS OF SOUTH DAKOTA
P. O. AND SHIPPING ADDRESS: BOX 728, RAPID CITY, S. D.
ARDIS AND TERRY McCULLEN, OWNERS
A GOLD CAMP REVIVED ON THE ORIGINAL SITE



April 10, 1959



STATE WATER RESOURCES COMM.
PIERRE, SOUTH DAKOTA

Mr. Joe Grimes,
State Water Resources Commission,
Pierre, South Dakota.

Dear Sir:

The call from Mr. Wyborn was appreciated and I am enclosing the check for \$5.00 which should have accompanied the application.

I would like to have your office make some changes in the application filed, and add some information which was omitted.

One the well located on Lot 4, Block 1, which was first used in 1953, I should like to claim the capacity of the well, which is 60 gallons per minute. Also this well is equipped with a Fairbanks Morse jet pump, 1 horse power electric motor.

On the well to be located as No. 2, on Lot F, I should like to claim 60 gallons per minute, with the time for completion of the work at two years and an additional year for the application of the water to a beneficial use.

This application, not having been made in time for the commission to act upon in the meeting in April, will not permit us to go ahead with our plans to operate this summer tourist season. All other plans will be completed and we request permission to go ahead and use the water from a well, subject to the action of the commission at a later meeting. Will it be possible for us to secure a temporary permit to use the water during this emergency period and until such time as the commission has had an opportunity to act upon our application?

Yours truly,

J. T. McCullen
J. T. McCullen,
Box 728
Rapid City, S.D.

ROCKERVILLE GOLD TOWN

ON HIGHWAY 16, THE ROAD TO MT. RUSHMORE
IN THE BLACK HILLS OF SOUTH DAKOTA
P. O. AND SHIPPING ADDRESS: BOX 728, RAPID CITY, S. D.
ANDIE AND TERRY McCULLEN, OWNERS
A GOLD CAMP REVIVED ON THE ORIGINAL SITE



April 10, 1958

State Water Resources Commission,
Pierre, South Dakota.

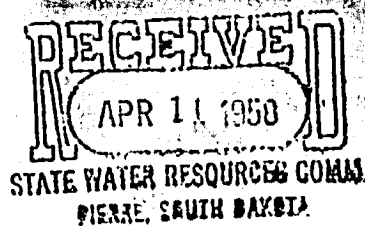
Sirs:

I am sending application for permit, in duplicate,
for two wells at Rockerville, Pennington County, S.D..

If you find that the application is deficient in any way
will you please call me collect, Fillmore 2, 7452, or
Fillmore 2-6538. I want to have the hearing on this ap-
plication as early as possible.

Yours truly,

J. T. McCullen
J. T. McCullen,
Box 728
Rapid City, S.D.





GREAT FACES. GREAT PLACES.
Westley Parker
13490 Main Street
Rockerville SD 57702

February 9, 2000

DEPARTMENT of ENVIRONMENT
and NATURAL RESOURCES

JOE FOSS BUILDING
523 EAST CAPITOL
PIERRE, SOUTH DAKOTA 57501-3181
www.state.sd.us/denr

Dear Mr. Parker:

I am writing as a follow-up to our telephone conversation regarding the well used for the water supply at the Gas Light. Currently, Water Right No. 479-2 in the name of Rockerville Gold Town authorizes a appropriation of 0.09 cfs (40 gallons per minute) from two wells. It was your belief that one of these two wells is the well used to supply the Gas Light.

Water Right No. 479-2 appropriates water from two wells dating back to 1953 and 1948. Both wells are located in the SW $\frac{1}{4}$ SW $\frac{1}{4}$ Section 13, T1S, R6E. The actual water right (copy enclosed) more specifically defines the distance and direction of each well from the SW corner of Section 13. I have also enclosed a map that shows the approximate location of each of the wells. This map is not precise but should show the well locations in relation to each other. I know you said the other well was on the other side of the road.

You indicated a desire to transfer the portion of Water Right No. 479-2 for the well on your property to your corporate name. I am enclosing notice of a transfer of ownership form for you to complete. Issues that need to also be addressed prior to completing the notice of transfer of ownership are:

1. Is one of the wells listed on the water right a well used at the Gas Light Restaurant? If not, a new water right permit will need to be obtained for the commercial use of water.
2. What proportionate share of Water Right No. 479-2 is to be transferred to you? The current water right is for 40 gpm. The diversion rate from each well is information that will be helpful in determining how the water right is split between the two separate owners.
3. Who is the owner of the other well? This information will be necessary to issue the other portion of the water right (well owned by other party) into their name.

Please look over the enclosed information and feel free to contact me if you have any question on how to complete the transfer of ownership form.

Sincerely,

Eric Gronlund
Water Rights Program
605 773-3352
www.eric.gronlund@state.sd.us

enclosures

Gronlund, Eric

From: Gronlund, Eric
Sent: Wednesday, April 21, 2021 11:50 AM
To: Mines Bailey, Ann (Ann.MinesBailey@state.sd.us)
Cc: Mathiowetz, Adam (DENR)
Subject: FW: [EXT] Rockerville Water Well

Here is my December 4, 2019 email that is referenced in Mr. Buehner's Exhibit No. 204.

Mr. Hammerbeck and Pat Hall work with Premier Properties LLC. My recollection is Mr. Buehner associated Pat Hall with the developer of the condominiums at Rockerville.

From: Gronlund, Eric
Sent: Wednesday, December 4, 2019 11:04 AM
To: Brian Hammerbeck <brian@premierrapidcity.com>
Subject: RE: [EXT] Rockerville Water Well

Brian

Water Right No. 479-2 appropriates 0.09 cubic feet of water per second (40 gallons per minute) from one well
Water Right No. 485-2 appropriates 0.066 cfs (30 gpm) from two wells.
Both water rights are for commercial use.

If the intent is to drill a new well under either water right without a increase is the diversion rate authorized by the water right there is a statute that allows for an additional diversion point or change in location from the same source of water, and no additional water is appropriated if the chief engineer can make a finding that the change does not increase the potential for interference with existing diversions. This take a request that states what is proposed, provides general well construction information such as depth and a map showing the proposed location. If the chief engineer can make such a finding, the additional well is allowed with formal application including public notice. However, if the chief engineer can not make such a finding, then an application to amend the water right will need to be submitted. This will require a more formal review and public notice of the application. Given these are Precambrian Crystalline Rock well in which water is obtained through fractures and fissures, I can not predict which way DENR may go on this.

If the intent it to increase the diversion above what is authorized by the water rights, then a new water permit application needs to be filed for whatever the increase in the diversion rate will be.

So it really boils down to what is planned.

Eric

From: Brian Hammerbeck <brian@premierrapidcity.com>
Sent: Wednesday, December 4, 2019 9:35 AM
To: Gronlund, Eric <Eric.Gronlund@state.sd.us>
Subject: [EXT] Rockerville Water Well

Eric,

My name is Brian Hammerbeck and I know your name as you're currently working with me on water rights on ag land near Caputa, SD. We met today with Erin Dreis with SDDENR at Rapid City and she said you were the contact for water wells / right at a Rockerville, SD development that we're also working on.

I've read most of Juston Eisenbraun's detail from the "Recommendation of Chief Engineer for Water Permit Application No. 2805-2, R&J LLC." Juston's property lies about 2,000' north/northeast of our Rockerville property. We currently have two wells on our Rockerville property and they're identified in Juston's report as 479-2 and 485-2. However, we feel we will need additional wells in the future and the purpose of this email is to determine what is required to drill additional well(s).

Thank you in advance for your guidance!

Brian Hammerbeck
Rapid City, SD
431-9291 cell

Item #4 (Continued)

d. Drainage pattern and drainage plan.

We will follow all requirements as outlined in South Dakota State Law 46-10A-20 and Pennington County PUD Zoning Requirements. We will provide a pre-development drainage and post-development drainage plan, beginning this plan when the PUD is approved by the County Commissioners.

In our first phase, consisting of approximately 5 acres, we anticipate approximately five 4-plex units. These five units will have roof surfaces of 6,200 square feet each or approximately 31,000 total square feet of roof. We are planning to use natural landscaping around the structures. The 31,000 square feet of roof surface represents 14% of the total land area in the anticipated first phase (31,000 sf / 217,800sf). We will work with Pennington County Planning and the State of SD regarding required drainage, retention areas, etc.

We feel a benefit of this PUD area that we have naturally sloping areas that have moved water to well-established drainage areas.

We have also identified in our site plan our designated general storm water collection areas, as shown on Exhibit 5A in blue. Their placement, size and design will be determined by the storm water engineer.

e. Parking.

The proposed residential parking for each unit will be provided through garages, driveways and carports. Any commercial area parking will be in designated parking lots.

f. Utility services.

Water - Per Eric Gronlund, Engineer III with SDDENR via email on 12/4/19, informed us that our proposed Rockerville Property PUD is vested with two water rights allowing 70 gallons per minute listed as follows:

Water Right 479-2:

This water right is from 1953 and carries a 40 gpm allocation from one well.



479-2 + 485-2

**DEPARTMENT of AGRICULTURE
and NATURAL RESOURCES**

JOE FOSS BUILDING
523 E. CAPITOL AVE
PIERRE SD 57501-3182
danr.sd.gov

May 28, 2021

Patrick Hall and Brian Hammerbeck
2700 West Main Street
Rapid City SD 57702

Dear Mr. Hall and Mr. Hammerbeck:

I am writing about water use from wells at property I believe you own or have involvement with in the Rockerville area. Water Right No. 479-2 appropriates 0.09 cubic feet of water per second (40 gpm) from two wells located in the SW 1/4 SW 1/4 Section 13-T1S-R6E to supply Rockerville Gold Town. Water Right No. 485-2 appropriates 0.066 cubic feet of water per second (30 gpm) from one well located in the SE 1/4 SE 1/4 Section 14-T1S-R6E to supply Rockerville Park. A copy of each water right is enclosed.

I recall email correspondence with Mr. Hammerbeck in December of 2019 regarding these water rights. Also involved in that discussion was water right permitting for the Gas Light Restaurant as there was discussion long ago that one of the wells under No. 479-2 was used to supply the Gas Light Restaurant.

In the past year, there have been two new water permit applications that were contested in the Rockerville area. The concern is water availability and impacts to domestic users and prior water rights. The petitioner in those matters filed a formal complaint with the Water Rights Program seeking formal investigation into various water rights and commercial entities, including these two water rights. Specifically, the complaint questions the status of the water rights as the wells have not been in use for an extended period of time.

South Dakota Codified Law 46-5-37 provides that failure to use beneficially any part of the water for the purpose for which it was appropriated, for a period of three years, can result in the unused portion reverting to the public. In other words the water rights can be subject to cancellation or reduced to the amount in use.

Please answer the following questions.

1. Do you own land and the wells authorized by Water Right Nos. 479-2 and 485-2? If so, please complete the partially completed transfer of ownership forms and return them in in the self addressed envelope. If not, are you aware of who does own the business and can you provide the contact information?
2. Do all three wells still exist and do they continue to be used for commercial purposes on the property?
3. Are you aware of the current pump rate from each well? If so, please provide.
4. Are you aware of any extended periods greater than three years when water was not used for commercial purposes?

If you have questions, please contact the Water Rights Program.

Sincerely,

Eric Gronlund, Chief Engineer
Water Rights Program, DANR
605 773-3352
Eric.gronlund@state.sd.us

Enclosures

NOTICE OF TRANSFER OF OWNERSHIP

For assistance call (605) 773-3352

Mail to: PMB 2020
DENR - Water Rights Program
523 E Capitol Ave
Pierre, SD 57501-3182

Water Right/Permit No. 485-2

Date: _____

I/We request that Water Right/Permit No. 485-2 formerly owned by:
Rockerville Park be transferred to:

New Owner Name: _____

Address: _____

City, State, Zip _____ Telephone No. _____

Title to the following described land(s)/property has been transferred as described above:

SE 1/4 SW 1/4 Section 14-T001S-06E

☐ I understand that the validity of Water Right/Permit No. 485-2 has not been determined by this transfer action. If I have any questions on validity, I understand that only the Water Management Board has the authority to determine if a water right/permit is valid (see note below.)

You are requested to file this "Notice of Transfer" in the appropriate file with the Water Rights Program, as evidence of the change of ownership.

A fee of Fifty Dollars (\$50.00) is included to cover the filing fee as required by SDCL 46-2-13.

I, _____, the new owner, certify that the above information is true and correct.

(signed by new owner)

NOTE: Water permits may be cancelled for nonconstruction after the five year construction period has expired. Once a water permit is developed and the water used, the permit becomes a right. A water right may be lost for three reasons:

1. Abandonment - no intent to use water and use is abandoned.
2. Forfeiture - no use of water for three year period without legal excuse.
3. For a third violation of a condition of a water permit/right.

NOTICE OF TRANSFER OF OWNERSHIP

For assistance call (605) 773-3352

Mail to: PMB 2020
DENR - Water Rights Program
523 E Capitol Ave
Pierre, SD 57501-3182

Water Right/Permit No. 479-2

Date: _____

I/We request that Water Right/Permit No. 479-2 formerly owned by:Rockerville Gold Town be transferred to:

New Owner Name: _____

Address: _____

City, State, Zip _____ Telephone No. _____

Title to the following described land(s)/property has been transferred as described above:

SE 1/4 SW 1/4 Section 14-T001S-06E

☐ I understand that the validity of Water Right/Permit No. 479-2 has not been determined by this transfer action. If I have any questions on validity, I understand that only the Water Management Board has the authority to determine if a water right/permit is valid (see note below.)

You are requested to file this "Notice of Transfer" in the appropriate file with the Water Rights Program, as evidence of the change of ownership.

A fee of Fifty Dollars (\$50.00) is included to cover the filing fee as required by SDCL 46-2-13.

I, _____, the new owner, certify that the above information is true and correct.

(signed by new owner)

NOTE: Water permits may be cancelled for nonconstruction after the five year construction period has expired. Once a water permit is developed and the water used, the permit becomes a right. A water right may be lost for three reasons:

1. Abandonment - no intent to use water and use is abandoned.
2. Forfeiture - no use of water for three year period without legal excuse.
3. For a third violation of a condition of a water permit/right.

COSTELLO, PORTER, HILL, HEISTERKAMP,
BUSHNELL & CARPENTER, LLP

ATTORNEYS AT LAW

KENNETH L. HEISTERKAMP
GENE R. BUSHNELL
EDWARD C. CARPENTER
DONALD A. PORTER
JOSEPH R. LUX
HEATHER LAMMERS BOGARD*
JESS M. PEKARSKI

*Also available at Spearfish office
115 N. 7th Street, Suite 3
Spearfish, SD 57783

+ Also admitted in North Dakota

* Also admitted in Wyoming

^Also admitted in Nebraska

200 SECURITY BUILDING
704 ST. JOSEPH STREET
MAILING ADDRESS P. O. BOX 290
RAPID CITY, SD 57709

Telephone: (605) 343-2410
Fax: (605) 343-4262

PHILLIP R. STILES
JONATHAN P. McCOY*
MICHAEL F. STEVE^
KRISTEN E. BASHAM
REECE R. WEBER

J.M. COSTELLO
1923-2007

WILLIAM G. PORTER
1926-2004

August 4, 2021

Eric Gronlund, Chief Engineer
DENR
Joe Foss Building
523 East Capitol
Pierre, SD 57501

Re: Water Permit Nos. 479-2 and 485-2
Rockerville Water Rights
Our File No. 212166

Dear Eric:

Enclosed please find the completed transfer of ownership forms and Applications for amendments to the existing Permits 479-2 and 485-2.

Also, in regard to the phone call from my assistant, Rose, this morning, you stated the fees for the two transfers are \$50 each and the fees for the two applications for amendments are \$100 each. In that regard, enclosed please find our four office checks in those amounts.

Thank you for your consideration in this matter and please do not hesitate to contact our office with any questions or concerns.

Sincerely,

**Dictated by Attorney but
Not signed to expedite mailing**

Jess M. Pekarski

JMP/rjw
cc/clients

Enclosures

479-2

RECEIVED

AUG 06 2021

WATER RIGHTS
PROGRAM

RECEIVED

SEP 20 2021

WATER RIGHTS
PROGRAM

Costello, Porter, Hill, Heisterkamp,
Bushnell & Carpenter, LLP

ATTORNEYS AT LAW

KENNETH L. HEISTERKAMP
GENE R. BUSHNELL
EDWARD C. CARPENTER
DONALD A. PORTER
JOSEPH R. LUX
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GARRETT J. KEEGAN

J.M. COSTELLO
1923-2007

WILLIAM G. PORTER
1926-2004

September 16, 2021

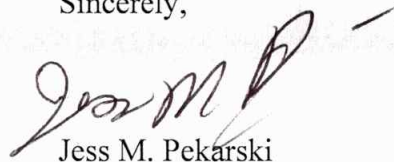
Eric Gronlund, Chief Engineer
Water Rights Program, DANR
Joe Foss Building
523 East Capitol
Pierre, SD 57501

Re: Water Permit Nos. 479-2 and 485-2
Rockerville Water Rights
Our File No. 212166

Dear Eric:

Enclosed please find the replacement of the corrected, completed Notice of Transfer of Ownership forms for the existing Water Right Nos. 479-2 and 485-2. Thank you for your consideration in this matter and please do not hesitate to contact our office with any questions or concerns.

Sincerely,



Jess M. Pekarski

JMP/ro
cc/clients

Enclosures

RECEIPT

WATER RIGHTS PROGRAM

South Dakota Department of Agriculture and Natural Resources

Date August 6, 2021

RECEIVED OF Costello Porter Hill Heisterkamp Bushnell & Carpenter LLP PO Box 290 Rapid City SD 57709

The following amount in fees for services rendered as provided for by law:

Fee for Application for Permit No. _____ to Appropriate Water, to construct and to put water to beneficial use	\$ _____
Fee for Application for Permit No. _____ to Appropriate Water for Future use	\$ _____
Fee to retain Future Use Permit No. _____ after period of seven years.	\$ _____
Fee for Inspecting Constructed Works, confirming beneficial use and issuing Water License No. _____	\$ _____
Fee for Filing Transfer Form <u>479-2</u>	<u>\$50.00</u>
Fee for _____	\$ _____
Fee for Issuing New Well Driller's License No. _____	\$ _____
Fee for Renewal of Well Driller's License No. _____	\$ _____
Fee for Issuing Well Pump Installer's License No. _____	\$ _____
Fee for Renewal of Well Pump Installer's License No. _____	\$ _____
(Any Other Work Provided by Law) TOTAL	<u>\$50.00</u>

By Eric Gronlund
Chief Engineer
ERM

RECEIVED

SEP 20 2021

WATER RIGHTS
PROGRAM

NOTICE OF TRANSFER OF OWNERSHIP

To: Chief Engineer
Water Rights Program, DANR
523 E. Capitol
Pierre, SD 57501-3181

No. 479-2

Date: _____

I/We request that Water Right No. 479-2

formerly owned by: Rockerville Gold Town

be transferred to: (name & address) Rockerville Gold Town LLC
2700 W Main St, Rapid City SD 57702

Telephone No. 605 718-4000

Title to the following described land(s)/property has been transferred as described above:

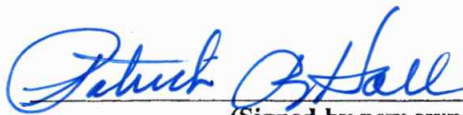
SW ¼ SW ¼ Section 13, T1S, R6E

I/We understand that the validity of Water Right No. 479-2 has not been determined by this transfer action. If I/We have any questions on validity, I/We understand that only the Water Management Board has the authority to determine if a water permit/right is valid (see note).

You are requested to file this "Notice of Transfer" in the appropriate file with the Water Rights Program, as evidence of the change of ownership.

A fee of Fifty Dollars (\$50.00) is required to cover the filing fees as required under SDCL 46-2-13. This form must be signed by the new owner.

I/We Patrick R. Hall, the new owner, certify that the above information is true and correct.


(Signed by new owner)

NOTE: Water permits may be cancelled for nonconstruction after the five year construction period has expired. Once a water permit is developed and the water used, the permit becomes a right. A water right may be lost for three reasons:

1. Abandonment - no intent to use water and use is abandoned.
2. Forfeiture - no use of water for three year period without legal excuse.
3. For a third violation of a condition of a water permit/right.

Filed this 27th day of July, 2011
John Jant
 SECRETARY OF STATE

ARTICLES OF ORGANIZATION
 OF
 ROCKERVILLE GOLD TOWN, LLC

RECEIVED
 JUL 27 2011
 S.D. SEC. OF STATE

The undersigned persons hereby form a limited liability company pursuant to South Dakota law, and adopt the following Articles of Organization:

1. The name of the limited liability company is **ROCKERVILLE GOLD TOWN, LLC**.
2. The period of its duration shall be perpetual.
3. The address of the initial designated office of the Limited Liability Company is 801 Mt. Rushmore Rd., Ste. 100, Rapid City, South Dakota 57701.
4. The name and street address of the initial agent for Service of Process of the Limited Liability Company is Patrick R. Hall, 530 Kansas City St., Rapid City, South Dakota 57701.
5. The name and address of each organizer for the Limited Liability Company are as follows:

<u>Name</u>	<u>Address</u>
Patrick R. Hall	530 Kansas City, St., Rapid City SD 57701

6. The company will be member managed.
7. No member of the company is to be liable for its debts and obligations under SDCL 47-34A-303 (c).
8. Upon unanimous vote of the remaining membership interest of the company and as provided in the Operating Agreement of the company, the company may continue business upon the termination of the membership of a member.
8. The initial Operating Agreement will be adopted by a unanimous vote of the outstanding membership interest. The powers to alter, amend, or repeal the Operating Agreement or adopt a new Operating Agreement is vested in the Members by unanimous vote of the outstanding membership interest.

10. These Articles of Organization may be amended, modified, supplemented or restated in any manner permitted by applicable law and approved by a unanimous vote of the outstanding membership interest.

Dated this 22 day of July, 2011.


Patrick R. Hall, Organizer

STATE OF SOUTH DAKOTA:

:SS.

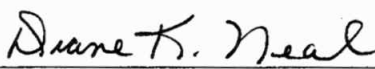
COUNTY OF PENNINGTON:

On this 22 day of July, 2011, before me, the undersigned officer, personally appeared Patrick R. Hall who being duly sworn by me upon his oath, depose and acknowledged that he had read the contents of the foregoing Articles of Organization and further acknowledged that the facts alleged therein are true and correct.

In witness whereof, I hereunto set my hand and official seal.

(SEAL)




Notary Public-South Dakota
My commission expires: 6-27-2013