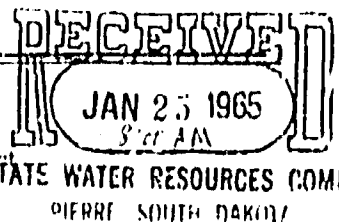


No. 854-2Water Division No. 2 BATTLE CREEK District
(Blanks to be filled by the Engineer for the W. R. C.)

APPLICATION FOR PERMIT

To appropriate Water within the State of South Dakota

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

1. Name of applicant Hicow Company, Inc.
Postoffice address Hill City, County Pennington, State S. Dak.

I. If a corporation

- (a) Name of same Hicow Company, Inc.
(b) Date and place of incorporation 22 June 1964 Pierre, South Dakota
(c) Amount of capital stock \$150,000.00
(d) Amount paid in \$76,012.00
(e) Names and addresses of directors Robert N. Higgins III, Pres. Box 328, Hill City, S. Dak.; William L Cowden, Vice-Pres., Box 9052, San Antonio, Texas; Eileen L. Higgins, Sec-Treas. Box 328, Hill City, S. Dak.

(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)
Employment of others
(b) Cash on hand, \$9,392.00 (c) Treasury stock, \$ None
(d) Bonds to be issued, \$ None (e) Other resources, \$50,000.00

2. Name of diversion work Higgins Wells, No. one; No. two; No three.

3. Amount of water claimed 60 gpm XXXXXX per second

4. Source of water supply #1 Well 10 gpm; #2 Well 20 gpm; #3 Well 30 gpm

5. Location of point of diversion as shown on surveyors map SEE PERMITS

- on bank Pennington County.

6. Annual period or periods during which water is to be used Tourist & Hunting Season, May 15 to end of November

7. To be used for:

- ~~I. Irrigation or domestic use Gravity, overhead sprinkling or combination system?~~ N/A

- ~~(a) Number of acres to be irrigated~~ _____ acres.

- ~~(b) Legal subdivisions to be irrigated~~ _____

(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.) #1 well is primarily used to furnish ranch Bldgs. #1 well also standby for emergency commercial use.

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

- (a) Nature of use Public recreation
Name any of the above uses claimed

- ~~(b) Amount of power to be generated~~ N/A horse power.

- ~~Amount claimed for engine cooling~~ N/A

- ~~(c) Location of plant~~ N/A

- ~~(d) Method of developing power~~ N/A

- ~~(e) Point where water will be returned to stream~~ N/A

MAP NO 738-2

8. Estimated cost of work:

(a) Head Gates, \$

(b) Pumping plant, \$

(c) Fluming, \$

(d) Canal earth, \$

Rock, \$

(e) Other structures Wells and water lines, \$7,850.00

Total, \$

9. Description of diversion works:

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

3 wells, 2,910 feet water lines, and 3 measuring devices.

II. Dimensions of works.

- (a) Dam: Height N/A 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	ACRE-FOOT 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 5 years.

11. Time required for complete application of water to the proposed beneficial use 9 years.

12. Choice of newspaper for publication of notice of intention to appropriate Rapid City Daily Journal, Rapid City, South Dakota.

STATE OF SOUTH DAKOTA

County of Butte }
sc.

I, _____, 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.

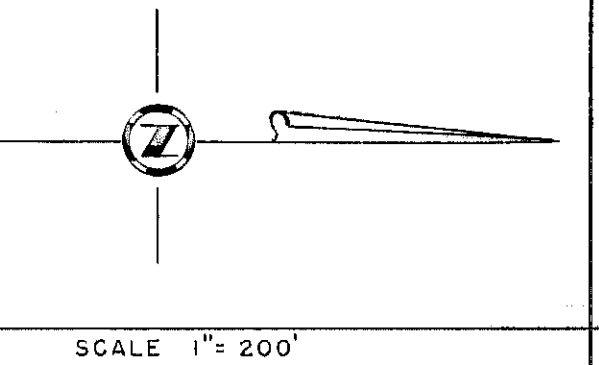
Signed

Robert M. Higgins, President

Subscribed and sworn to before me this 32 day of January 1945.

Marion M. White
Notary Public (or other qualified officer.)

HIGGINS WELLS NO. 1 & 2 IN THE SW 1/4 OF THE
NW 1/4 AND HIGGINS WELL NO. 3 IN THE SE 1/4 OF
THE NW 1/4 ALL IN SECTION 12 T-2-S R-4-E B-H-M



I, VINAL C. FRANCIS, A DULY REGISTERED PROFESSIONAL ENGINEER AND LAND SURVEYOR IN AND FOR THE STATE OF SOUTH DAKOTA DO HEREBY CERTIFY THAT THE ACCOMPANYING MAP SHOWS THE TRUE AND CORRECT LOCATION OF WELLS INDICATED AS HIGGINS WELLS NO. 1, 2 & 3 HEREON LOCATED IN THE AREA DESCRIBED AS THE SW 1/4 OF THE NW 1/4 AND THE SE 1/4 OF THE NW 1/4 OF SECTION 12 LOCATED IN T2S R4E BMH

SUBSCRIBED AND SWORN TO ME, A NOTARY PUBLIC, THIS 11th DAY OF JANUARY, 1965.

MY COMMISSION EXPIRES FEBRUARY 6th 1969.

Robert Jack Ballmes
NOTARY PUBLIC

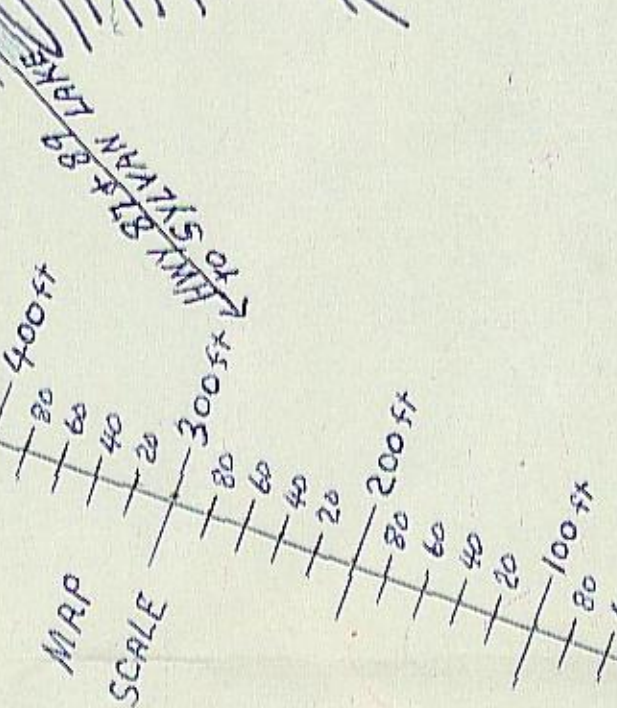
~~100-100000~~ ~~100-100000~~ APRIL NO 854-2

HICOW CO. INC. Box 328, HILL CITY, S.D.

3- AFTER 1 BAR RANCH

CAMPGROUND & TRAILER PARK

- MAP SYMBOLS
- 1141,000
 - BROWN LINE - EXISTING WATER LINE FOR PRIVATE USE - 380 ft RANCH BLEND AREA
 - RED LINE - PROPOSED COMMERCIAL WATER LINES FOR CAMP GROUND USE TOTAL LENGTH 2510 ft
 - CREEK
 - ROAD OR HIGHWAY
 - PROPOSED HIGHWAY
 - RAIL ROAD



MAP NO 138-2 APPAL NE 854-2

Remarks by State Water Resources Commission:

STATE OF SOUTH DAKOTA.
County of HUGHES ss.

Pierre, South Dakota, MARCH 11, 1965

This is to certify that the foregoing application was received by the Commission at 8:00 o'clock
9 m. upon the 25TH day of JANUARY, 1965

State Water Resources Commission

By:

[Signature]
for Chief Engineer, Executive Officer

Number of permit 854.2

JANUARY 25, 1965

Date of first receipt of application.

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 JANUARY 25, 1965

Approved MARCH 10, 1965, Recorded in Book 8 Page 310

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 limitations and conditions:

1st. The equivalent of at least one-fifth of the work above specified is to be completed on or before _____

SEPTEMBER 10, 1967

2nd. The whole of said work is to be completed on or before MARCH 10, 1970

3rd. The limit of time for proof of beneficial use of water appropriated in accordance herewith is

MARCH 10, 1974

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 .13 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

TOURIST & RECREATIONAL USE

and beneficially ~~applied to irrigation~~ on or before MARCH 10, 1974; said water to be used during the following described annual period.

MAY 15 THRU NOVEMBER

Witness my hand this 11TH day of MARCH, 1965

State Water Resources Commission

By:

[Signature]

Chief Engineer, Executive Officer

Certificate of Construction Issued

JUNE 10, 1971

Water License Issued

JUNE 10, 1971

Remarks by the Applicant:

WELL #1 N 18° 59' E - 3598.9' } ALL FROM SW CORNER
WELL #2 N 20° 08' E - 3676.4' } SECTION 12, T2S, R4E
WELL #3 N 27° 24' E - 3591.7' }

HIGGINS number one (1)

9. (Continued)

III. Well Specifications

(a) Hole and casing

Size of drill hole or excavation 6 inch Depth 100 feet

Type of casing Steel (wood, concrete, steel, etc.)

Size of casing 6 inch Thickness of casing 1/4 inch

Length of casing 30 feet If collection gallery, length, size and depth of gallery

(b) Screens

Type of perforated screen None

Size of perforated screen None (diameter) (length)

Thickness of gravel pack None length of gravel pack

(c) Water Bearing Materials

Distance to water 50 feet Character of water bearing materials Water is coming out of fracture in the shist

Thickness of water bearing material 15 feet

(d) Pump and Motor

Type of pump Submersible (centrifugal, propeller, mixed flow, etc.)

Name of pump Reda size 12 stage

Kind of motor Electric (gasoline, electric, diesel, etc.)

Horsepower 3/4 HP Name of Motor Franklin

(e) Complete well

Capacity 10 gpm at drawdown of 5 feet Estimated cost \$700.00

(f) Owner of land upon which well is located Hicow Company, Inc.

Box 328, Hill City, S. Dak.

Address

(g) Distance to nearest existing wells

On same owner's property 6 1/2 rods On property owned by others 70 rods

HIGGINS number two (2)

9. (Continued)

III. Well Specifications

(a) Hole and casing

Size of drill hole or excavation 6 inch Depth 120 feet

Type of casing Steel (wood, concrete, steel, etc.)

Size of casing 6 inch Thickness of casing $\frac{1}{4}$ inch

Length of casing 30 feet If collection gallery, length, size and depth of gallery

(b) Screens

Type of perforated screen None

Size of perforated screen (diameter) (length)

Thickness of gravel pack None length of gravel pack

(c) Water Bearing Materials

Distance to water 50 feet Character of water bearing materials Water is coming out of fracture in the shist

Thickness of water bearing material 35 feet

(d) Pump and Motor

Type of pump Submersible (centrifugal, propeller, mixed flow, etc.)

Name of pump Reda size 12 stage

Kind of motor Electric (gasoline, electric, diesel, etc.)

Horsepower one HP Name of Motor Franklin

(e) Complete well

Capacity 20 gpm at drawdown of 10 feet Estimated cost \$795.00

(f) Owner of land upon which well is located Hicow Company, Inc.

Box 328, Hill City, S. Dak.
Address

(g) Distance to nearest existing wells

On same owner's property $5\frac{1}{2}$ rods. On property owned by others 63 rods

HIGGINS number three (3)

L. 511-11

9. (Continued)

III. Well Specifications

(a) Hole and casing

Size of all hole or excavation 6 inch . Depth 150 feet

Type of casing Steel
(wood, concrete, steel, etc.)

Size of casing 6 inch . Thickness of casing 1/4 inch

Length of casing 30 feet . If collection gallery, length, size and depth of gallery None

(b) Screens

Type of perforated screen None

Size of perforated screen None
(diameter) (length)

Thickness of gravel pack None . length of gravel pack

(c) Water Bearing Materials

Distance to water 60 feet . Character of water bearing materials Water
is coming out of fracture in the shist

Thickness of water bearing material 60 feet

(d) Pump and Motor

Type of pump Submersible
(centrifugal, propeller, mixed flow, etc.)

Name of pump Reda . size 12 stage

Kind of motor Electric
(gasoline, electric, diesel, etc.)

Horsepower one Hp . Name of Motor Franklin

(e) Complete well

Capacity 30 at drawdown of 12 feet . Estimated cost \$948.00

(f) Owner of land upon which well is located Hicow Company, Inc.
NameBox 328, Hill City, S. Dak.
Address

(g) Distance to nearest existing wells

On same owner's property 31 rods. Or property owned by others 52 rods

Permit No. 854-2

Water Diversion No. 2 BATTLE CREEK Water District

CERTIFICATE OF CONSTRUCTION

Hicow Company, Inc.

This is to Certify, That _____

_____ the holder _____ of
 Permit No. 854-2, issued upon Application No. 854-2, bearing date of priority of January 25,
1965 authorizing the diversion of .13 cu. ft. per second of the waters of _____
ground water County of Pennington, State of South Dakota at _____
points : from the SW Corner, Section 12, T2S, R4E, Well #1, North 18° 59' East,
3598.9 feet; Well #2, North 20° 08' East, 3376.4 feet, and Well #3, North 27°
24' East, 3391.7 feet for commercial

_____ ⁶ _____ 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 .135 cu. ft. per second of water.
June 10, 1971

Date _____

WATER RESOURCES COMMISSION

By:

J.W. GRIMES, Executive Officer

STATE OF SOUTH DAKOTA

WATER LICENSE NO. 854-2

(1) WHEREAS, On the 25th day of January A. D. 1965
Hicow Company, Inc.

made Water Right Application No. 854-2 for a permit to use .13 cubic feet per second of the waters
 of ground water
 County of Pennington, State of South Dakota, for Commercial

— purposes; and
 (2) WHEREAS, On the 11th day of March A. D. 1965
 Permit No. 854-2, with a date of priority of January 25, 1965
 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 10th day of March A. D. 1970 and for the
 application to beneficial use of said water on or before the 10th day of March A. D. 1974

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 .13 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 for commercial purposes in resort operation.

(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 Hicow Company, Inc.

_____ of Hill City, South Dakota

the holder _____ and owner _____ of said permit No. 854-2 a water right, dating from January 25, 1965

_____ to use of .13 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 at points from the SW Corner, Section 12, T2S, R4E,

Well #1, North 18° 59' East, 3598.9 feet; Well #2, North 20° 08' East, 3676.4 feet,
and well #3, North 27° 24' East, 3391.7 feet

and conduct to ~~various~~ headquarters store, laundromat, and campground service connections

for the purpose of commercial use

Subject to any limitations listed in Water Right Permit No. 854-2 and subject to the laws of the State of South Dakota.

WITNESS, My hand and seal of our office at Pierre, South Dakota
this 10th day of June A. D.

Nineteen Hundred and Seventy-one

WATER RESOURCES COMMISSION

By:

Chief Engineer, Executive Officer, JW. GRIME

on or before February 11, 1965
(First Publication)

APPROPRIATION OF WATER

Office of State Water Resources Commission,

Pierre, S. Dak., January 28, 1965

Notice is hereby given that the Nicow Company, Inc. whose postoffice address is Hill City S. Dak., has made an application in accordance with the provisions of the water laws of South Dakota for a permit to appropriate for beneficial use .13

cubic feet of water per second of time from the ground water through the Higgins Wells #1, #2, & #3 are

two wells in the SW 1/4, and one well in the SE 1/4 of the NW 1/4 of Section 12

Twp. 2S Range 4E. Said water to be used for the purpose of providing irrigation for the following described land:

supplies for tourist and recreation development

and for purposes.

This application will be taken up by the State Water Resources Commission at their office at Pierre for consideration upon the 10th day of March 1965 at 2 P. M. 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.

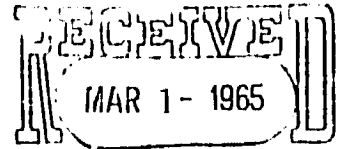
State Water Resources Commission

By:

BURTON F. JONES
Water Right Specialist

CC: Publisher
Rapid City Daily Journal
Rapid City, S. Dak.

PROOF OF PUBLICATION

STATE OF SOUTH DAKOTA }
County Pennington } ss.

STATE WATER RESOURCES COMM.

RECORDS SECTION

Willis Brown being duly sworn, deposes and says the annexed printed copy of Notice of Intention to Appropriate Water was taken from the Rapid City Daily Journal a newspaper which during the whole time of publication of said notice herein after stated, has been and is printed and published in the city of Rapid City County of Pennington and State of South Dakota; that the said notice was published in said newspaper on the following dates:

February 1, 8, 15, 22

in each and every issue of the full number thereof, the first publication being made on the 1st day of February 1965 and the last publication on the 22nd day of February 1965, upon which days or times of publication aforesaid the newspaper was regularly published, and that during the whole time of said publication he was the printer and publisher of the said newspaper.

Willis Brown

Subscribed and sworn to before me this 22nd day of February A. D. 1965

Notary Public Pennington County, S. D.

Feb. 1, 8, 15, 22
APPROPRIATION OF WATER
Office of State Water
Resources Commission,
Pierre, S. Dak. January 28, 1965
Notice is hereby given that the
Hicow Company, Inc. whose postoffice
address is Hill City, S. Dak., has
made an application in accordance
with the provisions of the water laws
of South Dakota for a permit to ap-
propriate for beneficial use .13 cubic
feet of water per second of time from
ground water through the Higgins
Wells No. 1, No. 2, & No. 3, the point
of diversion of which are to be lo-
cated two wells in the SW 1/4 NW 1/4,
and one well in the SE 1/4 of the NW 1/4,
of Section 12 Twp. 25 Range 4E. Said
water to be used for the purpose of
providing supplies for tourist and
recreation development.
This application will be taken up by
the State Water Resources Commis-
sion at their office at Pierre for con-
sideration upon the 10th day of March,
1965, at 2 P.M. 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 informa-
tion presented.
State Water Resources Commission
By: BURTON P. JONES
Water Right Specialist

Permit No. 854-2

Water 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 Hicow Company, Inc.
_____ of Hill City, South Dakota _____ holder
of Permit No. 854-2, bearing date of priority of January 25, 1965
authorizing the diversion of 0.135 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,	100 feet deep,	6 inch casing,	3/4 HP	Submersible pump
Well No. 2,	120 feet deep,	6 inch casing	1 HP	Submersible pump
Well No. 3,	150 feet deep,	6 inch casing	1 HP	Submersible pump

B. Works used to transport water to place of use,

Underground pipe

C. Works used to apply water to beneficial use.

Headquarters, store, laundromat, campground service connections

The system is in the following condition: very good

The point of diversion is located from SW Corner of Section 12, T2S, R4E. Well No. 1,
N. 18° 59' E., 3598.9 feet. Well No. 2, N. 20° 08' E., 3676.4 feet. Well No. 3,
N. 27° 24' E., 3391.7 feet

The works are capable of diverting and conveying to the place of use 0.135
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: wells were constructed in 1965 and have been used as indicated since.

~~comparing notes of xxxxxxxxxxxxxxxxx: abcd.~~

Put P.S. on letter of Notification:

As "owner of Record" the license in its entirety is normally made out to you, even though as in this case there is a contract for sale for a portion of the property.

Date May 17, 1961

Donald D. Russell
(Signature)

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

ARTICLES OF INCORPORATION
OF
HICOW COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, Robert N. Higgins III and Eileen L. Higgins, both of Hill City, South Dakota, and William L. Cowden of San Antonio, Texas, for ourselves, our associates and successors, have associated ourselves together for the purpose of forming a corporation under and by virtue of the statutes and laws of the State of South Dakota, and we do hereby certify and declare, as follows:

I.

The name of this corporation shall be: HICOW COMPANY, INC.

II.

The purposes for which this organization and corporation is formed are, as follows:

(a) To establish, acquire, purchase, sell, lease, rent, conduct, run, maintain and operate ranches, farms, livestock handling facilities, sawmills, lumber business facilities, lodges, dude ranches, tourist resorts, tourist attractions, trail rides, camp sites, trailer courts, hotels, motels, cafes, restaurants, cafeterias, lunch counters, bars, nightclubs, lounges, gasoline service stations, and general facilities for

the operation of ranches and farms and for the boarding and lodging of the general public; to provide, buy and sell merchandise, and generally deal in, entertainment, sports, recreation, food, drink, social activities, goods, merchandise, novelties, wares, board and lodging for the general public; without limitation on general powers to handle merchandise, and specifically, to buy, sell and deal in cigars, cigarettes, tobacco and smoking accessories, hunting, fishing, camping and boating equipment and accessories; to operate soda fountains, to buy and sell ice cream and other refreshments; to operate a newsstand and buy and sell books, magazines and newspapers; to carry on a general merchandising business and to do all other acts and things in connection with the tourist resort business.

(b) To acquire, own, hold, rent, buy, lease, contract for, sell, convey, transfer, create interests and estates in, mortgage, pledge, hypothecate, create liens upon, and alienate real property and personal property as may be incidental to or advisable for the purposes of the business of the corporation and the furtherance of its interests, either directly or indirectly; to construct, build and operate and to own, hold, lease, rent, acquire by purchase or otherwise, by any lawful means, and to sell, transfer, convey, mortgage, pledge, hypothecate, create interests or estates in, and alienate buildings, stores, warehouses, structures, improvements on real estate, machinery, plants,

equipment, appliances, and facilities of any kind or character necessary, incidental to, or convenient for the conduct of the business of the corporation or which may directly or indirectly promote the welfare and business of the corporation.

(c) To incur obligations and debts and borrow money, either upon or without security, from any person, firm or corporation, for any purpose or object in or about its business or affairs or purposes, without limitation as to amount, and to cause the payment of money and of debts in any lawful manner, including, but not limited to, the issuance and sale or other disposition of, bonds, obligations, negotiable and transferrable instruments and evidence of indebtedness of all kinds whether secured by hypothecation of property or otherwise; to mortgage, pledge, make deeds of trust, create liens upon, or otherwise alienate or hypothecate any or all of the real estate and personal property and things of value of the corporation as security for the payment of debts.

(d) To organize or cause to be organized under the laws of any State, District, Territory, Province or Government, a corporation or corporations, for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation, or corporations, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated; to subscribe or cause to be subscribed for and to purchase or

otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, exchange, distribute, and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good will, rights, assets, and property of any and every kind, or any part thereof, of any other corporation, or corporations, or associations now or hereafter existing, and whether created by the laws of the State of South Dakota or of any other state, territory, or country, as far as and to the extent that the same may be permissible by the laws relating to private corporations of the State of South Dakota; and to operate, manage, and control such properties, or any of them, either in the name of such corporation, or corporations, or in the name of this corporation, and while owner of any of said shares of capital stock to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon with power to designate some person or persons for that purpose from time to time to the same extent as natural persons might or could do; to purchase, acquire, sell, exchange, transfer, pledge, hypothecate, or otherwise deal in shares of this corporation's own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine after delegation of such power to the Board of Directors by the stockholders.

(e) To issue capital stock of this corporation in payment for real or personal property, services, or any other right, or thing of value, for the uses and purposes of the corporation, and when so issued, such stock shall become and be fully paid, the same as though paid for in cash at par, and the Directors shall be the sole judges of the value of any property, services, rights or things acquired, in exchange for capital stock.

(f) Without limitation or restriction either by or upon the foregoing specified powers and purposes: to own, buy, hold, acquire by conveyance, instruments of transfer, contract, lease, royalty arrangement, license, permit, option, franchise, grant, assignment, gift, devise, bequest, or otherwise by any lawful means, any real or personal property or thing of value of any character, and to sell, convey, use, operate, trade, rent, pledge, mortgage, transfer, hypothecate, alienate, or dispose of the same, and to build, construct, install, erect and operate buildings, structures, stores, warehouses and improvements and facilities, equipment and appliances, machinery and installations of any kind, to further the purposes of this corporation and as may be incidental, necessary, or convenient in connection with its business, or to carry on any other business which may seem to this corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of, or render

profitable, any of the corporation's property or rights.

(g) To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time be conducive to or expedient for the protection or benefit of this corporation.

III.

The place where the principal business of this corporation shall be transacted is Hill City, Pennington County, State of South Dakota, but one or more branch or business offices may be located elsewhere at the option and designation by the Board of Directors or the stockholders where meetings of the Directors and stockholders may be held for the transaction of business. The Board of Directors may, at its pleasure, meet and transact its business at any place upon which it shall be determined from time to time.

IV.

The term for which this corporation shall exist shall be perpetual.

V.

The number of Directors of this corporation shall not be less than three (3) nor more than five (5) as may be determined by the stockholders from time to time, and each Director shall be the holder

of not less than one (1) share of the capital stock of this corporation. The names and residences of the persons who are to serve as such Directors until the election of their successors are as follows:

Robert N. Higgins III
Hill City, South Dakota

Eileen L. Higgins
Hill City, South Dakota

William L. Cowden
San Antonio, Texas

VI.

The amount of capital stock of this corporation shall be and is One Hundred Fifty Thousand Dollars (\$150,000.00), divided into one hundred fifty thousand (150,000) shares of common stock of the par value of One Dollar (\$1.00) per share, fully paid and non-assessable.

VII

There shall be a restriction upon the transfer of said stock, as follows:

Said stock shall be restricted as to sell, assignment or transfer (except by inheritance) as follows: In the event any stockholder who shall be a stockholder of the company at the time of the adoption of these Articles, or who shall subsequently become a stockholder of the corporation, shall desire to sell, assign, transfer or otherwise dispose of his stock, he, or his personal representative, in the case of a

deceased stockholder, shall first offer the same for sale to the corporation, and the corporation shall have the first right to purchase the same if it will pay a price therefor equal to bona fide prices offered by others; in the event the corporation declines to exercise this right or fails to so purchase said stock, it shall next be offered to the existing stockholders of the corporation, who shall have the next right to purchase the same at a price equal to any bona fide offer of price made by others, and only in the event neither said corporation nor said existing stockholders of the corporation shall decline to purchase said stock, may the same be offered for sale and sold elsewhere. In such event, if neither the corporation nor said stockholders exercise the right to purchase said stock within a period of sixty days from the date the written offer to sell is made, said stock may be sold and transferred to others than this corporation or the existing stockholders of the corporation.

VIII

No stockholder shall be liable for the debts of the corporation in any amount greater than the amount remaining unpaid on the capital stock for which he has subscribed.

IX

This corporation shall have the power and authority to transact business without the State of South Dakota in any state of the United States and in any foreign country.

IN TESTIMONY WHEREOF, we have hereunto set our
hands and seals, this 10 day of JUNE, 1964.

ROBERT N. HIGGINS III *Signed*

EILEEN L. HIGGINS

WILLIAM L. COWDEN

State of South Dakota)
) ss.
County of Pennington)

Be it remembered that on this 10 day of JUNE
_____, 1964, before me, the undersigned, personally appeared
the above-named Robert N. Higgins III, and Eileen L. Higgins, 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.

Notary Public, South Dakota *Signed*
Coate

My Commission Expires:

(SEAL)

State of Texas)
) ss.
County of Bexar)

Be it remembered that on this 16 day of JUNE, 1964, before me, the undersigned, personally appeared the above-named William L. Cowden, well and personally known to me to be the same person described in and who executed the foregoing instrument and acknowledged to me that he 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.

BERT W. THOMPSON
Notary Public, Texas

My Commission Expires:
1 JUN 65
(SEAL)

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

Robert N. Higgins III and Eileen L. Higgins, each for himself deposes and says: 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 to in good faith form a corporation for the purpose of the promotion of a lawful business as set forth in said Articles,

South Dakota Code of 1939, and amendments thereto, relating to unlawful trusts and combinations.

WILLIAM L. COWDEN *Signed*

Subscribed and sworn to before me, this 16 day of June, 1964.

Bert W. Thompson

Notary Public, Texas

My Commission Expires:

(SEAL)

ACCEPTANCE OF GRANT OF CORPORATE POWER

The undersigned persons, to-wit: Robert N. Higgins, III, Eileen L. Higgins, and William L. Cowden, being all of the Incorporators of Hicow Company, Inc., for themselves as Incorporators, and for said corporation, hereby unconditionally and unqualifiedly accept the statutory grant of corporate authority as the same is provided for, controlled or limited, by the laws of the State of South Dakota.

*I certified true
copy.
18 JAN. 65
Robert N. Higgins III
President*

ROBERT N. HIGGINS III

EILEEN L. HIGGINS *Signed*

WILLIAM L. COWDEN