| | FOR OFFICE | FOR OFFICE USE ONLY | | | | | | | |
|---|--|--|--------------------------|--|--|--|--|--|--|
| | ID Number: | ID Number: | | | | | | | |
| ARTICLES OF INCO | | | | | | | | | |
| SECRETARY OF STATE | | WO Number: | WO Number: | | | | | | |
| SFN 16812 (07-2008) | | Filed: | By: | | | | | | |
| | | | Dy. | | | | | | |
| FILING FEE: \$100.00 ATTACHI | IENT: Initial Report for Farming or Ranching is recorporations engaged in farming or ranchin | quired of g. | _ | | | | | | |
| | | | | | | | | | |
| TYPE OR PRINT LEGIBLY SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS. The undersigned natural persons of the age of eighteen years or more, acting as incorporators, adopt the following Articles of Incorporation according to: | | | | | | | | | |
| | | | allon according to: | | | | | | |
| | proration Act (North Dakota Century Code, Chapter Limited Liability Company Farming Act (North Dako | | 1) | | | | | | |
| Article 1. Name of Corporation | | | ., | | | | | | |
| Article 1. Name of Corporation | | | | | | | | | |
| Article 2.A. Name of <u>commercial</u> registered ag | ent in <u>North Dakota</u> OR ^{2.B.} Name of <u>non</u> | commercial registered agent in <u>N</u> | lorth Dakota | | | | | | |
| 2.C. Address of noncommercial register | red agent in North Dakota: (Street/RR, PO Box, City | , State, Zip+4) May not be only a | ı post | | | | | | |
| office box. | | | | | | | | | |
| | | | | | | | | | |
| Article 3. The corporation shall be effective | When filed with the Secretary of State | | | | | | | | |
| (check one) | Later on | | | | | | | | |
| | (month, day, year) | | | | | | | | |
| Article 4. Purposes for which the Corporation | is organized are general business purposes, OR | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| Article 5.A. Aggregate number of shares the co | rporation has authority to issue | B. Par value per share authoriz | ed by corporation | | | | | | |
| | | | | | | | | | |
| C. If shares are divided into classes, they are cl | assified as follows | | | | | | | | |
| Class | # of Shares | Par Value per share | | | | | | | |
| Chabb | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| Article 6. Other provisions elected for inclusion | n | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| Article 7. The name and address of each inco | | PLETE MAILING ADDRESS | | | | | | | |
| NAME | Box City | State Zip+4 | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| "The above named incorporators, have read the further authorize the Secretary of State to corre | foregoing Articles of Incorporation, know the conten | ts, and believe the statements ma | de therein to be true. I | | | | | | |
| | Date | Date | | | | | | | |
| Signature | | | | | | | | | |
| | | Data | | | | | | | |
| Signature | | Date | | | | | | | |
| | | | | | | | | | |
| Name of person to contact about this document | E-Mail Address | Daytime telephone # a | ind extension, if any | | | | | | |
| | | | | | | | | | |

NORTH DAKOTA BUSINESS OR FARMING CORPORATION ARTICLES OF INCORPORATION

North Dakota Century Code, Chapter 10-19.1 allows the formation of a business corporation. North Dakota Century Code, Chapter 10-06.1 allows the formation of a farm corporation. A corporation is established when articles of incorporation are filed with the Secretary of State or at a later date as specified in the Articles of Incorporation.

FILING FEES: \$100.00. If the corporation selects a corporate name that is the same as or deceptively similar to the name of another organization name registered with the Secretary of State, an additional \$10 is required for filing each consent to use of name. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using VISA, Master Card, or Discover.)

ATTACHMENTS: Articles of Incorporation of a farm corporation must be accompanied by the Initial Report for Farming or Ranching. For a form, contact the Secretary of State's Office.

The sentence immediately above article 1 is declaring the incorporators as being eighteen years of age. Check the box of the North Dakota Century Code to designate governance. A business corporation must check the box preceding "North Dakota Business Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Business Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation must check the box preceding "North Dakota Corporation". A farm corporation of the North Dakota Corporation of the North

The following article numbers correspond to the numbered sections on the front of this form.

ARTICLE 1. Provide the corporate name. The name must be in the English language or in any other language expressed in English letters or characters. The name must include the word "company", "corporation", "incorporated", "limited", or an abbreviation of one of these.

The name may not be the same as, or deceptively similar to, any other corporate name, limited liability company name, trade name, limited partnership name, in any manner reserved with the Secretary of State.

The name may not include such words as "bank", "banker", "banking", "trust", or "trust company", or any other word or words of like import unless the articles are supported by a written approval for the use from the North Dakota Department of Financial Institutions. These words are preserved by North Dakota law for use by the Bank of North Dakota, state and national banks, and trust companies. Contact Information:

ND Dept. of Financial Institutions 2000 Schafer St Ste G Bismarck ND 58501-1204 Phone: (701) 328-9933 Email: dfi@nd.gov

Filing of the articles of incorporation with the Secretary of State provides protection of the corporate name in North Dakota. However; if a mark is registered with the Patent and Trademark Office in Washington, D.C., the federal registration may supersede the protection afforded by state law.

ARTICLE 2. A corporation must continuously maintain a commercial <u>or</u> noncommercial registered agent and address in <u>North Dakota</u>. A corporation cannot serve itself as its registered agent.

A <u>commercial registered agent</u> must be registered as a commercial registered agent with the North Dakota Secretary of State. The appointed agent can verify their status as a commercial registered agent from their acknowledged filing and from the list of commercial registered agents maintained on the Secretary of State's website at <u>www.nd.gov/sos.</u>

A noncommercial registered agent may be one of the following:

- a) An individual <u>residing</u> in North Dakota,
- b) A domestic or foreign corporation, or
- c) A domestic or foreign limited liability company.

A corporation or limited liability company appointed as a noncommercial registered agent must be registered with the Secretary of State, be in good standing, and have a business address in North Dakota. If a corporation or limited liability company is named as a noncommercial registered agent, provide the "correct" name of the organization.

Seek the approval of the party before naming them as the commercial or noncommercial registered agent. Proof of the approval is not required to be filed with the Secretary of State.

- ARTICLE 2.A. If a commercial registered agent is being appointed, provide the correct name as registered with the North Dakota Secretary of State. If the name in Article 2. A. is not the same as registered by the commercial registered agent, the name will be corrected by the Secretary of State when the document is received. OR
- ARTICLE 2.B. If a noncommercial registered agent is being appointed, provide the correct name. If another corporation or limited liability company is appointed as registered agent and the name of that organization in Article 2. B. is not the same as registered, the name will be corrected by the Secretary or State when the document is received.
- ARTICLE 2.C. If a noncommercial registered agent is being appointed, provide the complete address which may not be only a post office box. Leave this line blank if a commercial registered agent is appointed.
- ARTICLE 3. Check the box for the desired effective date. Articles of incorporation may be effective at the time the certificate of incorporation is issued by the Secretary of State or within 90 days after the certificate is issued. If a later date is specified, include the month, day, and year. If neither box is checked, the articles of incorporation will be effective when the Secretary of State issues the certificate of incorporation.
- ARTICLE 4. Provide the purpose of the corporation. A corporation may incorporate for any lawful purpose. The Secretary of State will accept articles of incorporation with "any lawful purpose" unless the name or any other aspect of the articles indicates a purpose that may be questionable. A business corporation may not engage in banking, farming, ranching, or insurance. A business corporation may be an insurance agency selling or servicing insurance products but may not be the insurer that backs claims.

If a corporation has chosen a very general corporate name and availability cannot be determined on the basis of the name alone, a corporation may be asked to consider addition of specific purposes to facilitate the name availability process.

NORTH DAKOTA BUSINESS OR FARMING CORPORATION ARTICLES OF INCORPORATION (CONTINUED)

ARTICLE 5.A. Provide the aggregate (total) number of shares being authorized. A business or farm corporation must be authorized to issue at least one share.

- ARTICLE 5.B. Provide the par value authorized for each share, or if the shares are being authorized without par value, state "None" in this section. If the shares are not all authorized with the same par value, leave this line blank and complete Article 5.C.
- ARTICLE 5.C. If shares are being classified in different classes or series, summarize the shares by class, the number of shares in each class, and the par value of each class. If the shares are not classified in different classes, leave this line blank.
- ARTICLE 6. Provide any articles not otherwise included on this form. State "None" if the corporation doesn't include any optional provisions.
- **ARTICLE 7.** Provide the names and complete mailing addresses of the incorporators. Only one incorporator is required, and more may be named. Incorporators must be individuals and must be at least eighteen years of age. All incorporators named must sign Article 7.

At the bottom of the form, list the name and daytime telephone number of a contact person if this office has any questions or needs additional information to file the articles of incorporation.

ASSISTANCE: If assistance is required to complete this document, call 701-328-2904.

EXPEDITING PROCESS: Be sure to complete the contact information at the bottom of page 1. If documents are being submitted by someone other than the company, provide a cover letter with the name and telephone number of the responsible individual so that any deficiencies can be remedied by telephone.

FAX FILING: Documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the document in the office of the Secretary of State.

Email: Email is not a secure utility for the transmission of private information or credit card authorizations. DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.

MAILING INSTRUCTIONS: Send documents and filing fees to:

Business Division Secretary of State State of North Dakota 600 E Boulevard Ave Dept 108 Bismarck ND 58505-0500

Telephone: 701-328-4284

Toll Free: 800-352-0867 (8-4284)

Fax: 701-328-2992

Web Site: www.nd.gov/sos

ANNUAL REPORT: An annual report is required of a business corporation on August 1st, and of a farm corporation on April 15th, in the year after that in which the articles of incorporation are effective. An annual report form will be mailed to the registered agent.



CREDIT CARD PAYMENT AUTHORIZATION

SECRETARY OF STATE SFN 51478 (11-06)

(All items required to complete transaction)

| Name: | | | | | Amount Authorized | | | |
|----------------|-------------|----------|-------|--|-----------------------------|--|-----------|--|
| Address: | | | City: | | | State: | Zip Code: | |
| □VISA | Master Card | Discover | | | | Signature: (Required by credit card companies) | | |
| Account Number | : | | V # | | Card Expires: Month Year | | | |
| | | | | | | Date: | | |