

Receipt Number: 1750595

File Number **DL015521**



**ARTICLES\_OF\_ORGANIZATION**

For

**SD INVESTMENT FUND LLC1**

Filed at the request of:

ATTORNEYS CORPORATION SERVICE  
KELY FARRIS  
3021 WEST MAGNOLIA BLVD  
BURBANK CA 91505

*State of South Dakota  
Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Thursday, January 10, 2008**



Secretary of State

Fee Received: \$125

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

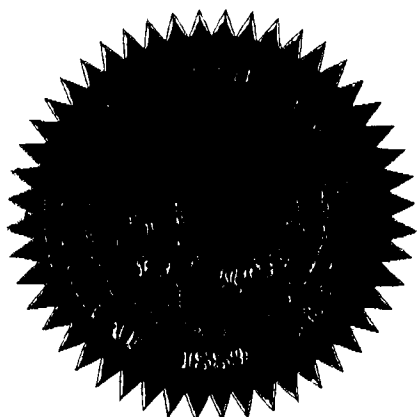
### Certificate of Organization Limited Liability Company

ORGANIZATIONAL ID #: DL015521

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of **SD INVESTMENT FUND LLC1** duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 10, 2008.



**Chris Nelson**  
Secretary of State

355 5709 01/11/2008

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

ARTICLES OF ORGANIZATION  
OF A  
DOMESTIC LIMITED LIABILITY COMPANY

RECEIVED  
JAN 10 2008

S.D. SEC. OF STATE

- The name of the Limited Liability Company is: SD Investment Fund LLC1
- The duration of the company if other than perpetual is: \_\_\_\_\_
- The address of the initial designated office is: 405 8th Ave. NW, Suite 330, Aberdeen, SD 57401
- The name and street address of the initial agent for service of process is: Joop Bollen  
405 8th Ave. NW, Suite 330  
Aberdeen, SD 57401
- The name and address of each organizer:  
Joop Bollen, 405 8th Ave. NW, Suite 330 Aberdeen, SD 57401
- If the company is to be a manager-managed company rather than a member-managed company, the name and address of each initial manager is: \_\_\_\_\_
- Whether one or more of the members of the company are to be liable for its debts and obligations under SDCL 47-34A-303 (c).  
No
- Any other provisions not inconsistent with law, which the members elect to set out in the articles of organization.

Filed this 10th day of Jan, 2008  
Chris Nelson  
SECRETARY OF STATE

The Articles of Organization must be signed by the organizers and must state adjacent to the signature the name and capacity of the signer.

Date 1/3/08

[Signature] / President  
(Signature and Title)

\_\_\_\_\_  
(Signature and Title)

\_\_\_\_\_  
(Signature and Title)

The Consent of Appointment below must be signed by the registered agent.

**CONSENT OF APPOINTMENT BY THE REGISTERED AGENT**

I, Joop Bollen,  
(name of registered agent) hereby give my consent to serve as the  
registered agent for SD Investment Fund LLC1  
(limited liability company name)  
Dated 1/3/08  
[Signature]  
(signature)

**FILING INSTRUCTIONS:**

One or more persons may organize a Limited Liability Company  
One original and one exact or conformed copy must be submitted  
FILING FEE \$125

D 2015521

Receipt Number: 1750583

File Number **DP001856**



**LIMITED\_PARTNERSHIP**

For

**SDIF LIMITED PARTNERSHIP 1**

Filed at the request of:

ATTORNEYS CORPORATION SERVICE  
KELLY FARRIS  
3021 WEST MAGNOLIA BLVD  
BURBANK CA 91505

*State of South Dakota  
Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Thursday, January 10, 2008**



Secretary of State

Fee Received: \$100

355 5717 01/11/2008

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

**DOMESTIC  
CERTIFICATE OF LIMITED PARTNERSHIP**

RECEIVED

JAN 11 2008

FILING FEE: \$100

S.D. SEC. OF STATE

1. The name of the limited partnership which shall contain without abbreviation the words "limited partnership"

SDIF Limited Partnership 1

2. The street address of the office in South Dakota is: 405 8th Ave. NW, Suite 330, Aberdeen, SD 57401

3. The name and address of the agent for service is: Joop Bollen, 405 8th Ave. NW, Suite 330, Aberdeen, SD 57401

4. The name and address of each general partner is:

, 405 8th Ave. NW, Suite 330, Aberdeen, SD 57401

SD Investment Fund LLC1

Filed this 10<sup>th</sup> day of

Jan 2008

Chris Nelson  
SECRETARY OF STATE

5. The latest date upon which the limited partnership is to dissolve is: December 31, 2038

6. Any other matters the general partners determine to include:

The certificate of limited partnership must be signed by each of the general partners.

Submit one original and one exact or conformed copy.

Dated 1/3/08

[Signature]  
/President of  
SD Investment Fund LLC1

\*\*\*\*\*

The Consent of Appointment below must be signed by the registered agent listed in number three.

**CONSENT OF APPOINTMENT BY THE REGISTERED AGENT**

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

registered agent for SDIF Limited Partnership 1

Dated 1/3/08 20  
(limited partnership name)

[Signature]  
(signature of registered agent)

Receipt Number: 1750583

File Number DP001856



LIMITED PARTNERSHIP

For

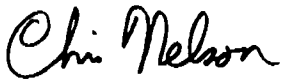
**SDIF LIMITED PARTNERSHIP 1**

Filed at the request of:

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KELLY FARRIS  
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BURBANK CA 91505

*State of South Dakota  
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Filed in the office of the Secretary of State on: **Thursday, January 10, 2008**



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355 5717 01/11/2008

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

**DOMESTIC  
CERTIFICATE OF LIMITED PARTNERSHIP**

RECEIVED  
JAN 11 2008  
S.D. SEC. OF STATE

FILING FEE: \$100

- The name of the limited partnership which shall contain without abbreviation the words "limited partnership"  
SDIF Limited Partnership 1
- The street address of the office in South Dakota is: 405 8th Ave. NW, Suite 330, Aberdeen, SD 57401
- The name and address of the agent for service is: Joop Bollen, 405 8th Ave. NW, Suite 330, Aberdeen, SD 57401
- The name and address of each general partner is:  
SD Investment Fund LLC  
, 405 8th Ave. NW, Suite 330, Aberdeen, SD 57401
- The latest date upon which the limited partnership is to dissolve is: December 31, 2038
- Any other matters the general partners determine to include:

Filed this 10<sup>th</sup> day of  
Jan 2008  
Chris Nelson  
SECRETARY OF STATE

The certificate of limited partnership must be signed by each of the general partners.  
Submit one original and one exact or conformed copy.

Dated 1/3/08

[Signature] /President of  
SD Investment Fund LLC

\*\*\*\*\*

The Consent of Appointment below must be signed by the registered agent listed in number three.

**CONSENT OF APPOINTMENT BY THE REGISTERED AGENT**

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

registered agent for SDIF Limited Partnership 1  
(limited partnership name)

Dated 1/3/08 20 [Signature]  
(signature of registered agent)