



CERTIFICATE OF AUTHORITY
OF

SOUTH DAKOTA BARTERBANK OF AMERICA, INC. dba SD-BBA, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SOUTH DAKOTA BARTERBANK OF AMERICA, INC. dba SD-BBA, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

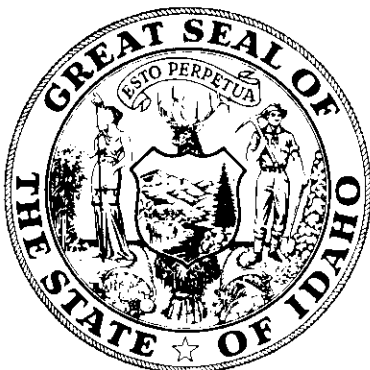
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to SOUTH DAKOTA BARTERBANK OF AMERICA, INC. dba SD-BBA, INC.

to transact business in this State under the name SOUTH DAKOTA BARTERBANK OF AMERICA, INC. dba SD-BBA, INC.

and attach hereto a duplicate original of the Application for such Certificate.

Dated

April 27, 1984.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is South Dakota Barterbnk of America, INC.

**SECRETARY OF
STATE**

2. *The name which it shall use in Idaho is SD-BBA, INC.

3. It is incorporated under the laws of South Dakota

4. The date of its incorporation is February 24, 1984 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 3641 Sturgis Rd., P.O. Box 7685, Rapid City, SD 57709

6. The address of its proposed registered office in Idaho is 1530 W. State Ave. P.O. Box 427, Meridan, ID 83642, and the name of its proposed registered agent in Idaho at that address is Fred J. Frahm - PC

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To conduct any and all lawful business activities related to the operation of bartering and any other activities as deemed appropriate by our Board of Directors and legal as determined by the laws.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>George N. Petry</u>	<u>President and Director</u>	<u>5418 Pinedale Hts., Rapid City, SD, 57702</u>
<u>Joan R. Petry</u>	<u>Vice Pres., Secy.-Treas. and Director</u>	<u>5418 Pinedale Hts., Rapid City, SD 57702</u>
<u>Diane P. Rutstein</u>	<u>Director</u>	<u>520 St. James #2, Rapid City, SD 57701</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>10,000</u>	<u>Common</u>	<u>\$100.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
20	Common	\$100.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 6, 19 84.

South Dakota Barterbank of America, Inc.
By George N. Petry

Its _____ President

and Joan R. Petry
Its Vice- President Secretary -Treas.

STATE OF South Dakota)
COUNTY OF Pennington) ss:

I, Evelyn M. Thovson, a notary public, do hereby certify that on
this 12 day of March, 19 84, personally appeared before

me George N. Petry, who being by me first duly sworn, declared that he
is the President of SD Barterbank of America Inc.

that he signed the foregoing document as President of the corporation and that the
statements therein contained are true.

EVELYN M. THOVSON, Notary Public
PENNINGTON COUNTY, SOUTH DAKOTA
My Commission Expires April 23, 1989

Evelyn M. Thovson
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

**SD-BBA™****BBA™**APR 27 8 39 AM '84
SECRETARY OF STATE**South Dakota Barterbank of America, Inc.**

P.O. Box 7685

3641 Sturgis Road Rapid City, SD 57702

(605)342-7229

I, Joan R. Petry, do hereby certify that I am the Secretary of South Dakota Barterbank of America, Inc., Federal I.D. Number 46-0377239, a corporation organized under the laws of South Dakota, and that the following is a true, complete and correct copy of resolutions adopted at a meeting of the board of Directors of said Corporation duly and properly called and held on the Seventeenth day of April, 1984; that a quorum was present at said meeting; that said resolutions are set forth in the minutes of said meeting and have not been rescinded or modified.

RESOLVED that South Dakota Barterbank of America, Inc. will agree to comply with the laws of the State of Idaho and henceforth be known, for the purpose of doing business in said state as a corporation, by the name of SD-BBA, Inc.

RESOLVED FURTHER that said authorization to do business as a foreign corporation in said state and to be registered under both the legal name of said corporation of South Dakota Barterbank of America, Inc. and the assumed registered business name of SD-BBA, Inc.

RESOLVED FURTHER that all business transacted within the jurisdictional limitations of the State of Idaho shall be conducted under the registered assumed business name of SD-BBA, Inc.

RESOLVED FURTHER that any and all resolutions heretofore adopted by the Board of Directors of this corporation and certified by the Secretary of State of Idaho and the State Banking regulatory agency of said State, be and are hereby continued in full force as long as this corporation shall be authorized to conduct business as a foreign corporation in the State of Idaho.

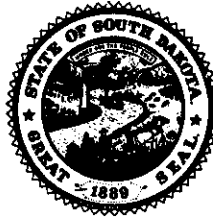
I further certify that the Board of Directors of this corporation has, and at the time of adoption of said resolution had, full power and lawful authority to adopt the foregoing resolutions and to confer this information and statements and documentation by the persons name who have full power and lawful authority to exercise the same.

IN WITNESS WHEREOF we the undersigned Board of Directors have hertofore subscribed our name(s) and affixed the seal of this cororation this Seventeenth day of April, 1984.

<u>Name</u>	<u>Title</u>	<u>Sample Signature</u>
<u>George N. Petry</u>	<u>President</u>	<u>George N. Petry, president</u>
<u>JOAN R. PETRY</u>	<u>SECRETARY</u>	<u>Joan R. Petry, Secretary</u>
<u>Diane P. Rutstein</u>	<u>Director</u>	<u>Diane P. Rutstein</u>

State of South Dakota Office of The Secretary Of State

STATE



DEPARTMENT

United States of America,
State of South Dakota

} SECRETARY'S OFFICE

This is to certify that the attached instrument of writing is a true, correct, and examined copy of the Articles of Incorporation and all Amendments thereto for

SOUTH DAKOTA BARTERBANK OF AMERICA, INC.

filed February 24, 1984;

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

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 6th day

of April 1984

Alice Pender
Secretary of State

By _____
Deputy Secretary of State



FEES, \$ 7.50

UNIVERSITY OF SOUTHERN CALIFORNIA
SOS REC 010 4781
© 5063340

STATE OF SOUTH DAKOTA

OFFICE OF
THE SECRETARY OF STATE

Certificate Of Incorporation
Business Corporation

I, ALICE KUNDERT, Secretary of State of the State of South Dakota hereby certify that duplicate originals of the Articles of Incorporation of

SOUTH DAKOTA BARTERBANK OF AMERICA, INC.

duly signed and verified, pursuant to the provisions of the South Dakota Business Corporation 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 Incorporation

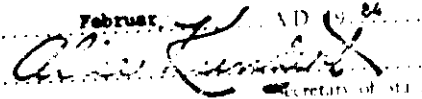
of **SOUTH DAKOTA BARTERBANK OF AMERICA, INC.**

and attach hereto a duplicate original of the articles of Incorporation

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 24th day of

February

A.D. 1924


 Secretary of State

Deputy

SOS CRP 427 5 801

STATE OF SOUTH DAKOTA - BUREAU OF REGISTRATION - OFFICE OF RECORDS MANAGEMENT - CERTIFICATE OF INCORPORATION
 THIS IS TO CERTIFY THAT THE RECORDING OF THIS ARTICLE OF INCORPORATION IS IN ACCORDANCE WITH THE PROVISIONS OF THE SOUTH DAKOTA BUSINESS CORPORATION ACT, CHAPTER 49-1, AND THAT THE SAME HAS BEEN FILED IN THE OFFICE OF RECORDS MANAGEMENT, BUREAU OF REGISTRATION, PIERRE, SOUTH DAKOTA, AND IS AVAILABLE FOR INSPECTION BY THE PUBLIC.
 REGISTERED - INCORPORATION 25 - FILED IN 110 - 3-5-24

Filed 24th day of July 1984

ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a SOUTH DAKOTA BUSINESS CORPORATION under the provisions of Chapter 49-01, S.D.C.L.

ARTICLE I

The name of the corporation is South Dakota Barterbank of America, Inc.

ARTICLE II

The period of existence is Perpetual

ARTICLE III

The purpose or purposes for which the corporation is organized

To conduct any and all lawful business activities related to the operation of a barter bank and any other activities as deemed appropriated by our Board of Directors and legal as determined by the laws of the State of South Dakota.

ARTICLE IV

The number of shares which it shall have authority to issue, itemized by class, par value of shares, shares without par value, and series, if any, within a class.

Class	Series	Number of shares	Par value per share or statement that shares are without par value
Common	A	10,000	\$100.00

ARTICLE V

The preferences, limitations, designation and relative rights of each class or series of stock

Common stock shall have full voting privileges with the rights for dividends and within the limitations of Article X

ARTICLE VI

The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VII

The address of its registered office is 3641 Sturgis Rd., (P.O. Box 7685) Rapid City, SD 57709
and the name of its registered agent at such address is Diane P. Rutstein

STATE OF SOUTH DAKOTA - BUREAU OF ADMINISTRATION - OFFICE OF RECORDS MANAGEMENT - CERTIFICATE OF AUTHENTICITY
THIS IS TO CERTIFY THAT THE MICROPHOTODUPLICATION IMAGE APPEARING ON THIS SLIDE OF MICROFILM IS AN ACCURATE REPRODUCTION OF THE ORIGINAL RECORD AND WAS MICROFILMED IN THE REGULAR COURSE OF BUSINESS ACCORDING TO THE PROVISIONS OF SOUTH DAKOTA COMPILLED LAW 1-27-4. IT IS FURTHER CERTIFIED THAT THE PHOTOGRAPHIC PROCESS USED FOR MICROFILMING OF THE ABOVE RECORDS WAS IN A MANNER AND ON MICROFILM WHICH MEET THE RECOMMENDED REQUIREMENTS OF THE NATIONAL BUREAU OF STANDARDS FOR PERMANENT MICROPHOTODUPLICATION REPRODUCTIONS.
REDUCTION 2.5 ROLL NO. 110 DATE MICROFILMED 3-5-84 FILED Microfilm
CHIEF OPERATOR

ARTICLE VIII

The number of shares of common stock to be issued is three

Name	Address
George N. Petry	5418 Pinedale Hts., Rapid City, SD 57702
Joan R. Petry	5418 Pinedale Hts., Rapid City, SD 57702
Diane P. Rutstein	520 St. James #2, Rapid City, SD 57701

ARTICLE IX

The names and addresses of the incorporators

Name	Address
George N. Petry	5418 Pinedale Hts., Rapid City, SD 57702
Joan R. Petry	5418 Pinedale Hts., Rapid City, SD 57702

ARTICLE X
(Other provisions)

Stock can only be transferred to legitimate, blood heirs of the incorporators. No stock or stockholder's privileges can be bought, sold, or transferred to any person, persons or legal entity outside of the legitimate blood heirs of the incorporators. Based on the afore stated limitations this will be a closely held closed corporation.
ALL INCORPORATORS MUST SIGN BELOW AND SIGNATURES MUST BE NOTARIZED

These Articles may be amended in the manner authorized by law at the time of Amendment

Executed in duplicate on the 23 day of February 1984
George N. Petry
Joan R. Petry

STATE OF SOUTH DAKOTA - BUREAU OF ADMINISTRATION - OFFICE OF RECORDS MANAGEMENT - CERTIFICATE OF AUTHENTICITY
 THIS IS TO CERTIFY THAT THE MICROPHOTGRAPHIC IMAGE APPEARING ON THIS SLIDE OF MICROFILM IS AN ACCURATE REPRODUCTION OF THE ORIGINAL RECORD AND WAS MICROFILMED IN THE REGULAR COURSE OF BUSINESS ACCORDING TO THE PROVISIONS OF SOUTH DAKOTA COMPILLED LAW 1-27-4. IT IS FURTHER CERTIFIED THAT THE PHOTOGRAPHIC PROCESS USED FOR MICROFILMING OF THE ABOVE RECORDS WAS IN A MANNER AND ON MICROFILM WHICH MEET THE RECOMMENDED REQUIREMENTS OF THE NATIONAL BUREAU OF STANDARDS FOR PERMANENT MICROPHOTGRAPHIC REPRODUCTIONS.
 REDUCTION 25 ROLL NO. 110 DATE MICROFILMED 3-5-84
 OPERATOR W. H. Trickett

STATE OF South Dakota
 County of Lincoln
 On this the 23rd day of February, 1984 before me
 the undersigned officer personally appeared
James H. Poley

known to me or satisfactorily proven to be the person(s) whose name(s) subscribed to the within instrument and
 acknowledged that he executed the same for the purposes therein contained

IN WITNESS WHEREOF I hereunto set my hand and official seal

Notarial seal

EVELYN M. THOMPSON, Notary Public
 LINCOLN COUNTY, SOUTH DAKOTA
 My Commission Expires April 23, 1989

Evelyn M. Thompson
 Notary Public

STATE OF South Dakota
 County of Lincoln
 On this the 23rd day of February, 1984 before me
 the undersigned officer personally appeared
James H. Poley

known to me or satisfactorily proven to be the person(s) whose name(s) subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained

IN WITNESS WHEREOF I hereunto set my hand and official seal

EVELYN M. THOMPSON, Notary Public
 LINCOLN COUNTY, SOUTH DAKOTA
 My Commission Expires April 23, 1989

Evelyn M. Thompson
 Notary Public

FORMS MUST BE SUBMITTED AS DUPLICATE ORIGINALS AND BOTH MUST CARRY ORIGINAL SIGNATURES OF
 ALL INCORPORATORS AND OF PUBLIC

SDCL 47-97. Amounts of fees. The secretary of state shall charge and collect for:
 (1) Filing articles of incorporation and issuing a certificate of incorporation

Authorized capital stock of	\$ 25,000	or less	\$ 40
Over \$25,000 and not exceeding	100,000		60
Over \$100,000 and not exceeding	500,000		80
Over \$500,000 and not exceeding	1,000,000		100
Over \$1,000,000 and not exceeding	1,500,000		150
Over \$1,500,000 and not exceeding	2,000,000		200
Over \$2,000,000 and not exceeding	2,500,000		250
Over \$2,500,000 and not exceeding	3,000,000		300
Over \$3,000,000 and not exceeding	3,500,000		350
Over \$3,500,000 and not exceeding	4,000,000		400
Over \$4,000,000 and not exceeding	4,500,000		450
Over \$4,500,000 and not exceeding	5,000,000		500

For purposes only of computing fees under this section, the dollar value of each authorized share having a par value shall be equal to such par value and the value of each authorized share having no par value shall be equal to one hundred dollars per share.

STATE OF SOUTH DAKOTA - BUREAU OF ADMINISTRATION - OFFICE OF RECORDS MANAGEMENT - CERTIFICATE OF AUTHENTICITY
 THIS IS TO CERTIFY THAT THE MICROPHOTODUPLICATIONS APPEARING ON THIS SLIDE OF RECORD IS AN ACCURATE REPRODUCTION OF THE
 ORIGINAL RECORD AND WAS MICROFILMED IN THE REGULAR COURSE OF BUSINESS ACCORDING TO THE PROVISIONS OF SOUTH DAKOTA COMPILATION
 LAW 1-724. IT IS FURTHER CERTIFIED THAT THE MICROFILMED PROCESS USED FOR MICROFILMING OF THE ABOVE RECORD WAS IN A PERMANENT
 AND ON MICROFILM WHICH MEET THE RECOMMENDED REQUIREMENTS OF THE NATIONAL BUREAU OF STANDARDS FOR PERMANENT MICROFILMED
 REPRODUCTIONS. REGISTRATION 25 ROLL NO. 110 3-5-84
 DATE MICROFILMED
Willie M. Miller
 OFFICIAL OF RECORDS

Receipt No. *C 33082*

File No. DB-23,180

ARTICLE OF INCORPORATION OF

SOUTH DAKOTA BARTERBANK OF AMERICA, INC.

10,000 common shares, \$100 par value
\$1,000,000.00

Filed at Request of

South Dakota Barterbank of
America

P.O. Box 7685

Rapid City, SD 57709

State of South Dakota

Office of Secretary of State

Filed in the office of the Secretary of State on
the 24th day of Feb 19 84

Alice Lunder
Secretary of State

By _____
Deputy

Fee Received \$100

SOS CRP 491 481

STATE OF SOUTH DAKOTA - BUREAU OF REGISTRATION - OFFICE OF RECORDS MANAGEMENT - CERTIFICATE OF AUTHENTICITY
THIS IS TO CERTIFY THAT THE MICROFILMED COPY OF THE ARTICLES OF INCORPORATION OF THE
SOUTH DAKOTA BARTERBANK OF AMERICA, INC. IS AN ACCURATE REPRODUCTION OF THE
ORIGINAL DOCUMENT AND WAS MICROFILMED IN THE REGULAR COURSE OF BUSINESS ACCORDING TO THE PROVISIONS OF SOUTH DAKOTA
LAW 1-27-1. IT IS FURTHER CERTIFIED THAT THE MICROFILMED COPIES USED FOR MICROFILMING OF THE ABOVE DOCUMENTS WERE IN A
GOOD AND READABLE CONDITION WHEN THE MICROFILMING PROCESSING OF THE NATIONAL BUREAU OF STANDARDS FOR MICROFILM REPRODUCTION
REPRODUCTION. REPRODUCTION 25 FILE NO. 110 3-5-84