

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

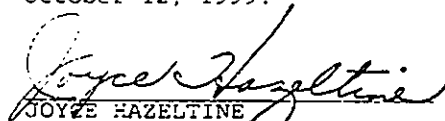
BUSINESS CORPORATION

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Agreement and Certified Copy of the Resolution of the County of Beadle and the City of Huron to establish the BEADLE COUNTY REGIONAL RAILROAD AUTHORITY, pursuant to the provisions of the SDCL 49-17A, 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 and attach hereto a duplicate of the Agreement.

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 October 12, 1999.




JOYCE HAZELTINE
Secretary of State

1-10-00-NK

Filed this 12th day of Oct, 1999

Joyce Hazelton
SECRETARY OF STATE

9910297.0196
10/19/99

AGREEMENT ESTABLISHING THE
BEADLE COUNTY REGIONAL RAILROAD AUTHORITY

RECEIVED
OCT 12 '99
S.D. SEC. OF STATE

AGREEMENT made and entered into this 27th day of September, 1999, among the political subdivisions which have executed this Agreement (the "Members") pursuant to a Resolution of the governing body of each political subdivision authorizing such execution after due notice and hearing as established by the affidavit of publication attached hereto. (Attached hereto collectively as Exhibit A are the Resolutions referred to above).

WITNESS:

WHEREAS the parties to this Agreement are desirous of maintaining and improving the railroad in or adjacent to their respective jurisdictions through the use of a Regional Railroad Authority as allowed by South Dakota law, SDCL Chapter 49-17A;

NOW, THEREFORE, the parties to this Agreement agree to establish the Beadle County Regional Railroad Authority ("BCRRA") under the terms and conditions following.

ARTICLE I

That there is hereby created a Regional Railroad Authority incorporated pursuant to the provisions of SDCL Chapter 49-17A as a political subdivision of the State of South Dakota authorized to exercise a part of the sovereign powers of the State; which entity shall conduct its affairs in accordance with SDCL Chapter 49-17A for the purposes authorized therein and shall be empowered to exercise all powers granted by said Chapter as amended, except as specifically provided to the contrary in this Agreement or the By-Laws.

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ARTICLE II

That the name of the Regional Railroad Authority created hereby shall be the BEADLE COUNTY REGIONAL RAILROAD AUTHORITY ("BCRRA").

ARTICLE III

That the names of the political subdivisions of the State of South Dakota which have approved this Agreement and are initial members of the BCRRA area as follows: County of Beadle and the City of Huron. That as allowed by law, any political subdivision qualified to join the BCRRA subsequent to the date of this Agreement shall so indicate its desire by depositing with the Chairman of the BCRRA a supplement to this Agreement executed by such political subdivision and a Resolution of the governing body (as defined by South Dakota law) of such political subdivision authorizing such execution. A political subdivision shall become a member of the BCRRA upon approval of its executed supplement to this Agreement by the Members of the BCRRA and the filing of the same with the Secretary of State of South Dakota.

ARTICLE IV

That the names and addresses of the persons initially appointed by the Resolutions approving this Agreement to act as representatives of the subdivisions in the exercise of their powers as Members of the BCRRA are as follows:

COUNTY OF BEADLE:

<u>Robert Broer</u>	<u>_____</u>
<u>Eldon Dahl</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>

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CITY OF HURON:

James Borszich
Jan Manolis

ARTICLE V

That the name and address of the initial registered office and the name of the registered agent at such office are as follows:

Doug Fosheim
289 Dakota Ave S, Suite 5
Huron, SD 57350 Ph: 352-0702

ARTICLE VI

That the Board of Commissioners of the BCRRA shall be comprised of five (5) Commissioners elected by the representative of the Members, each member being entitled to select two (2) Commissioners, with the additional Commissioner selected by the joint agreement of the Members. The Commissioners shall be elected for a term in the same manner as the original election. Each Commissioner shall hold office until his successor has been elected and qualified.

That the names and addresses of the initial Board of Commissioners are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>PHONE</u>
<u>Robert Broer</u>	<u>21809 SD Hwy 37, Huron, SD</u>	<u>H: 352-5878</u>
<u>Eldon Dahl</u>	<u>1720 McClellan Dr, Huron, SD</u>	<u>H: 352-3983</u>
<u>James Borszich</u>	<u>1415 Riverview Dr, Huron, SD</u>	<u>H: 352-2755</u>
<u>Jan Manolis</u>	<u>559 10th St SW, Huron, SD</u>	<u>W: 352-6655</u>
<u>Mark Luitjens</u>	<u>Heartland Grain Fuels</u>	<u>H: 352-5160</u>
	<u>38469 133rd St, Aberdeen, SD</u>	<u>W: 352-4952</u>
	<u>57401-8406</u>	<u>W: 226-9101</u>

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ARTICLE VII

That the political subdivisions which are Members of the BCRRA and their Commissioners, officers and agents shall not be liable for any obligations of the BCRRA.

ARTICLE VIII

That the Commissioners of the Authority shall adopt and amend such rules and By-Laws that they deem appropriate to govern the operating of the BCRRA.

ARTICLE IX

This Agreement may be amended upon approval by a majority of the Members; each member being entitled to one (1) vote to be exercised by a majority vote of its governing body.

ARTICLE X

The Authority shall not certify to any of the governing bodies of the Members any tax levy as allowed by SDCL 49-17A-21 without first having received the approval for such certification from the governing body to which the certification shall be made.

ARTICLE XI

The Authority shall not issue bonds or notes as allowed by SDCL 49-17A-27 for which it or any other entity shall become liable without the approval of the governing boards of a majority of the Members.

IN WITNESS WHEREOF the undersigned have executed this Agreement in sufficient copies for each Member to have an original, plus an original with attached certified copies of the resolutions to be sent to the Secretary of the State of South Dakota as

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required by SDCL 49-17A-4, each of which constitute an original copy but all of which together shall constitute one and the same instrument.

Dated this 30th day of Sept, 1999.

COUNTY OF BEADLE

By: KO Karsitz
its Chairman

ATTEST:

Corinne R. Muth
 (SEAL)

this 29th day of September, 1999.

CITY OF HURON

By: Marvin P. Jensen
its Mayor

ATTEST:

[Signature]
(SEAL)

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RESOLUTION NO. 12-99

Authorization for Execution of an Agreement
to become a Member of the Beadle County Regional Railroad Authority

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BE IT RESOLVED, That the City of Huron, County of Beadle, South Dakota, hereby joins the Beadle County Regional Railroad Authority pursuant to an Agreement establishing the Regional Railroad Authority, all as allowed by the provisions of SDCL Chapter 49-17A, as amended.

BE IT FURTHER RESOLVED, That the Mayor and Finance Officer are hereby authorized and directed to execute the Agreement referred to above, and any and all other necessary documents to effectuate the Agreement and to create the Beadle County Regional Railroad Authority (BCRRA).

BE IT FURTHER RESOLVED, That James Borszich and Jan Manolis are hereby designated as the official representatives from the City of Huron to the Authority.

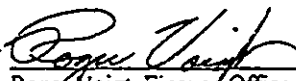
Passed, approved and adopted this 27th day of September, 1999 on a motion by Borszich. Seconded by Jones.

Voting on Motion: Yea: (5) Jones, Manolis, McGirr, Borszich, Pearson
Nay: (0)



Mary A. Pearson, Mayor

Attest:



Roger Voigt, Finance Officer

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CERTIFICATION

The undersigned hereby certifies that I am the duly qualified and acting City Finance Officer of the City of Huron and that the above and foregoing Resolution were duly adopted by the City Council of Huron, South Dakota at a regularly scheduled meeting held the 27th day of September, 1999, following the published public hearing held the 27th day of September, 1999, at which there was a quorum of the City Council. The undersigned certifies that the Resolution is in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Roger Voigt, City Finance Officer

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RESOLUTION 9-5-99

AUTHORIZATION FOR EXECUTION OF AN AGREEMENT TO BECOME A MEMBER OF THE BEADLE COUNTY REGIONAL RAILROAD AUTHORITY

BE IT RESOLVED: THAT THE COUNTY OF BEADLE, SOUTH DAKOTA, HEREBY JOINS THE BEADLE COUNTY REGIONAL RAILROAD AUTHORITY PURSUANT TO AN AGREEMENT ESTABLISHING THE REGIONAL RAILROAD AUTHORITY, ALL AS ALLOWED BY THE PROVISIONS OF SDCL CHAPTER 49-17A, AS AMENDED.

BE IT FURTHER RESOLVED: THAT THE COMMISSION CHAIRMAN AND THE COUNTY AUDITOR ARE HEREBY AUTHORIZED AND DIRECTED TO EXECUTE THE AGREEMENT REFERRED TO ABOVE, AND ANY AND ALL OTHER NECESSARY DOCUMENTS TO EFFECTUATE THE AGREEMENT AND TO CREATE THE BEADLE COUNTY REGIONAL RAILROAD AUTHORITY (BCRA).



BE IT FURTHER RESOLVED: THAT ROBERT BROER AND ELDON DAHL ARE HEREBY DESIGNATED AS THE OFFICIAL REPRESENTATIVES FROM THE COUNTY OF BEADLE TO THE AUTHORITY.

PASSED, APPROVED AND ADOPTED THIS 27TH DAY OF SEPTEMBER, 1999 ON A MOTION BY ZERFOSS. SECONDED BY ZIEGELDORF.

VOTING ON MOTION: YEA: (5) ZERFOSS, ZIEGELDORF, DAHL, BROER, KAUTH

NAY: (0)


K. O. KAUTH, CHAIRMAN


ATTEST: 
R. MUTH, AUDITOR

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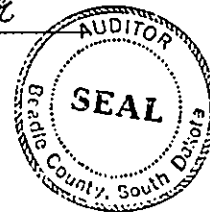
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CERTIFICATION

THE UNDERSIGNED HEREBY CERTIFIES THAT I AM THE DULY QUALIFIED AND ACTING AUDITOR OF THE COUNTY OF BEADLE AND THAT THE ABOVE AND FOREGOING RESOLUTION WAS DULY ADOPTED BY THE COUNTY COMMISSION OF BEADLE COUNTY, SOUTH DAKOTA AT A REGULARLY SCHEDULED MEETING HELD THE 27TH DAY OF SEPTEMBER, 1999, AND THE SAME IS IN FULL FORCE AND EFFECT.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL.

Connie R Muth
CONNIE R MUTH, AUDITOR



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RECEIPT NO.

FILE NO. RA-000017

FEE RECEIVED: \$

AGREEMENT ESTABLISHING (MS)
RR AUTHORITY

OF

BEADLE COUNTY REGIONAL
RAILROAD AUTHORITY

Filed at the Request of:

ERIC RASMUSSEN
GLOVER HELSPER & RASMUSSEN
100 22ND AVE STE 200
BROOKINGS SD 57006

State of South Dakota ss
Office of the Secretary of State

Filed in the office of the Secretary of

State on October 12, 1999

JOYCE HAZELTINE
Secretary of State