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Form

990-EZDepartment of the Treasury
Internal Revenue Service**Short Form
Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2009**Open to Public
Inspection****A For the 2009 calendar year, or tax year beginning** July 1 , 2009, and ending June 30 , 20 10**B Check if applicable**

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

Please
use IRS
label or
print or
type.
See
Specific
Instruc-
tions.**C Name of organization**

Grow South Dakota

Number and street (or P O box, if mail is not delivered to street address) Room/suite

104 Ash Street East

City or town, state or country, and ZIP + 4

Sisseton, South Dakota 57262 - 1908

D Employer identification number

56-2667948

E Telephone number

605-698-7654

**F Group Exemption
Number ►**

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method: ☐ Cash ☐ Accrual
Other (specify) ► **Modified Accrual****I Website: ►****J Tax-exempt status** (check only one) — ☒ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527**H Check** ► ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).**K Check** ► ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ** ► \$ 182,119**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	131,746
	2	Program service revenue including government fees and contracts	2	49,319
	3	Membership dues and assessments	3	
	4	Investment income	4	1,054
	5a	Gross amount from sale of assets other than inventory	5a	
	b	Less: cost or other basis and sales expenses	5b	
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here ► ☐		
	a	Gross revenue (not including \$ _____ of contributions reported on line 10, 2010)	6a	
	b	Less: direct expenses other than fundraising expenses	6b	
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
b	Less: cost of goods sold	7b		
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe ► _____)	8		
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	182,119	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	37,013
	14	Occupancy, rent, utilities, and maintenance	14	350
	15	Printing, publications, postage, and shipping	15	276
	16	Other expenses (describe ► Insurance, Vehicle/Travel, Depreciation, Bad Debt, Interest, _____)	16	55,409
17	Total expenses. Add lines 10 through 16	17	93,049	
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	89,070
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	90,165
	20	Other changes in net assets or fund balances (attach explanation)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	179,235

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	136,605	327,715
23 Land and buildings	0	0
24 Other assets (describe ► Notes Receivable, Vehicles, Accrued Interest _____)	410,055	626,605
25 Total assets	546,660	954,320
26 Total liabilities (describe ► Notes Payable, Accounts Payable, Defer. Revenue _____)	456,495	775,085
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	90,165	179,235

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No 106421

Form **990-EZ** (2009)

SCANNED NOV 19 2010

GA

Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others.)

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others.)

28	See Statement 2		
	(Grants \$) If this amount includes foreign grants, check here ▶ ☐	28a	65,058
29			
	(Grants \$) If this amount includes foreign grants, check here ▶ ☐	29a	
30			
	(Grants \$) If this amount includes foreign grants, check here ▶ ☐	30a	
31	Other program services (attach schedule)		
	(Grants \$) If this amount includes foreign grants, check here ▶ ☐	31a	
32	Total program service expenses (add lines 28a through 31a) ▶	32	65,058

Instructions for Part IV.)

[illegible]

Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b	Did the organization file Form 1120-POL for this year?		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		✓
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b 0		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a 0		
b	Gross receipts, included on line 9, for public use of club facilities 39b 0		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ ; section 4912 ▶ ; section 4955 ▶		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		✓
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0		
e	All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41	List the states with which a copy of this return is filed. ▶ None		
42a	The organization's books are in care of ▶ Grow South Dakota Telephone no. ▶ 605-698-7654 Located at ▶ 104 Ash Street East, Sisseton, South Dakota ZIP + 4 ▶ 57262-1908		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	Yes	No
	If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		✓
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?		✓
	If "Yes," enter the name of the foreign country: ▶		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 0		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	✓
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	✓
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	✓
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	✓
b If "Yes," was the related organization a section 527 organization?	49b	✓

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

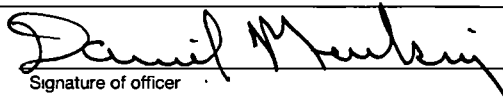
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 ▶

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	 Signature of officer		11-20-10 Date	
Paid Preparer's Use Only	Daniel Menking, Acting Board President Type or print name and title			
	Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4		EIN	Phone no

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Open to Public Inspection

56 : 2667948

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	0	0	0	110,797	131,746	242,543
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	0	0	0	110,797	131,746	242,543
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						242,543

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	0	0	0	110,797	131,746	242,543
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	0	0	0	173	1,054	1,227
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						243,770
12 Gross receipts from related activities, etc. (see instructions)					12	58,600
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☒						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33⅓% support test—2009. If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
b 33⅓% support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐		

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

- 19a 33 1/3 % support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐
- b 33 1/3 % support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Area for supplemental information with horizontal dashed lines.

Statement 1 - Form 990ez, Part III - Organization's Primary Exempt Purpose

Grow South Dakota's purpose is to promote and foster economic growth, housing development, and educational opportunities in distressed communities and underserved markets in northeast South Dakota by (1) providing services to individuals and communities through loan products and development services, (2) attracting new business and job creation; and (3) generally promoting the establishment of a positive business and housing environment.

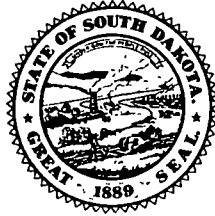
Statement 2 - Form 990ez, Part III - Statement of Program Service Accomplishments

Economic and Housing Environment: In FY 2010 Grow South Dakota made three loans totaling \$177,750, creating or retaining 6 jobs through the Revolving Loan Fund. The organization provides technical assistance to all applicants. Grow South Dakota also assisted one non-profit organization by making available eight vehicles to further that organization's work in low-income weatherization and housing rehabilitation.

Statement 3 - Form 990ez, Part V - Other Information - Line 35

Grow South Dakota has not filed Form 990-T as the Program Service Revenue shown on Line 2 relates to the Organization's Primary Exempt Purpose.

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

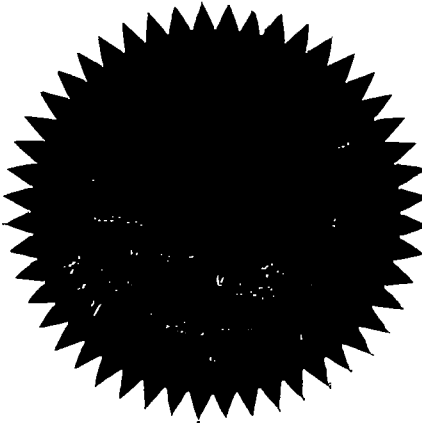
Certificate of Amendment

ORGANIZATIONAL ID #: NS013325

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **GROW SOUTH DAKOTA** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, 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 Amendment to the Articles of Incorporation and attach hereto a duplicate of the Articles of Amendment.

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 August 5, 2010.



Chris Nelson

Chris Nelson
Secretary of State

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

AMENDMENT TO ARTICLES OF INCORPORATION DOMESTIC NON-PROFIT CORPORATION

Please Type or Print Clearly in Ink

Please submit one **Original** and one **Photocopy**

FILING FEE: \$15 payable to SECRETARY OF STATE

Filed this 5th day of Aug, 2010
Chris Nelson
SECRETARY OF STATE

RECEIVED

AUG 05 2010

S.D. SEC. OF STATE

Telephone # (605) 698-7654

FAX # (605) 698-3038

1. The name of the corporation is GROW South Dakota

Note: This must be the exact corporate name.

2. The Articles of Incorporation have been amended by the members or directors of the corporation in the manner prescribed by SDCL 47-22 on July 21, 20 10.

- ☒ Adopted by a meeting of the members of said corporation. A quorum was present at the meeting and the amendment received at least a majority of the votes entitled to be cast by members present or represented by proxy at such meeting.
- ☐ Adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- ☐ There are no members or no members entitled to vote. The amendment was adopted by the Board of Directors. Such amendment received the vote of a majority of the directors in office.

3. Please state the amendment. Another sheet may be attached if additional space is needed.

See attached revised Articles.

To be signed in the presence of a notary public by either the chairman of the board of directors, or by the president or any other officer.

Dated 7/26/10

Lori J. Finnesand
(Signature of an authorized officer)

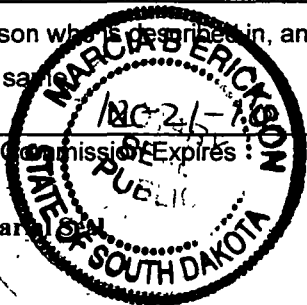
Lori Finnesand
(Printed Name)

Chief Executive Officer
(Title)

STATE OF South Dakota
COUNTY OF Roberts

On this the 26 day of July, 20 10 before me personally appeared
Lori J. Finnesand known to me or satisfactorily proven to be the
person who is described in, and who executed the within instrument and acknowledged to me that she/he/they executed
the same.

My Commission Expires: 10-2-11
Notary Public



Marcia Erickson
Notary Public

Date: July 21, 2010

Re: Amendment to *Articles of Incorporation*

From: GROW South Dakota
Lori Finnesand, Chief Executive Officer
104 Ash Street E
Sisseton, SD 58262
605-698-7654 Ext. 29
lorif@nesdcap.org

Employer Identification Number: 56-2667948

This letter is to request a change to the Articles of Incorporation of GROW South Dakota.

ARTICLE 2

PURPOSES

The corporation is organized exclusively for purposes authorized under §501(c)(3) of the Internal Revenue Code and, in general, to engage in any and all activities not prohibited by the laws of the State of South Dakota relating to nonprofit corporations including, but not limited to, the following:

1. To promote and foster economic, housing, and educational development in distressed communities and underserved markets in ~~the northeast portion of~~ South Dakota, to purposefully service low to moderate income individuals and communities, to assist in the attraction of new ~~business or retention of economic, housing or educational opportunities~~ to those communities, and to generally promote and assist ~~northeast~~ South Dakota communities in establishing and maintaining a positive ~~business and economic, housing, and/or educational~~ environment.

The modification requested will expand the Grow South Dakota service area from the northeast quarter of South Dakota to the state of South Dakota. If you have any questions, please feel free to contact me.

Sincerely,

Lori Finnesand
Chief Executive Officer
lorif@nesdcap.org

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

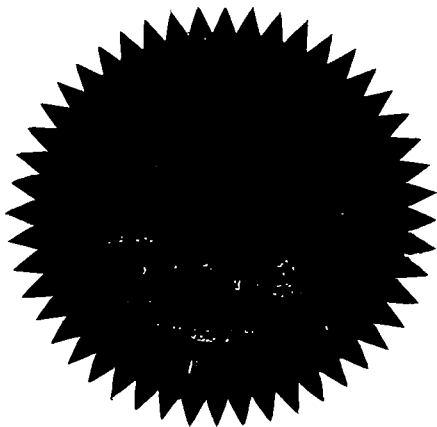
Certificate of Incorporation Nonprofit Corporation

ORGANIZATIONAL ID #: NS013325

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of **GROW SOUTH DAKOTA** duly signed and verified, pursuant to the provisions of the South Dakota 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 issued this Certificate of Incorporation and attach hereto a duplicate 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 January 19, 2007.



Chris Nelson

Chris Nelson
Secretary of State

Filed this 19th day of Jan 2007
Chi Nelson
SECRETARY OF STATE

RECEIVED
JAN 19 2007
S.D. SEC. OF STATE

ARTICLES OF INCORPORATION
OF
GROW SOUTH DAKOTA

Executed by the undersigned for the purpose of forming a South Dakota nonprofit corporation under SDCL 47-22, the South Dakota Nonprofit Corporation Act

ARTICLE 1

NAME

The name of the corporation shall be: **GROW SOUTH DAKOTA.**

ARTICLE 2

PURPOSES

The corporation is organized exclusively for purposes authorized under §501(c)(3) of the Internal Revenue Code and, in general, to engage in any and all activities not prohibited by the laws of the State of South Dakota relating to nonprofit corporations including, but not limited to, the following:

1. To promote and foster economic development in distressed communities and underserved markets in the northeast portion of South Dakota, to purposefully service low to moderate income individuals and communities, to assist in the attraction of new business to those communities, and to generally promote and assist northeast South Dakota communities in establishing and maintaining a positive business and economic environment.
2. To solicit, accept, administer and disburse gifts, grants, and bequests of real and personal property of every kind and nature or to hold said real or personal property in trust in such manner as the corporation deems appropriate for the furthering of the purposes of the corporation;
3. To receive grants and loans from government or other sources and to disburse such grants and loans for the purposes of the corporation;
4. To acquire property by purchase or gift, to convey property, real or personal, or both, by purchase or gift, and to manage, lease or otherwise administer property, real or personal, or both, in such manner as the corporation deems appropriate for the furthering of the purposes of the corporation;
5. To enter into contracts with economic development organizations, nonprofit organizations, for profit organizations, and any and all other similar groups, organizations, or entities that will advance the purposes of the corporation;

6. To enter into contracts with organizations to provide administrative services to aid and assist in the fulfilling of the corporation's purposes, and to pay reasonable compensation to such organizations for services so provided; and,
7. Perform any and all other lawful activities not expressly prohibited by law.

ARTICLE 3

DURATION

The duration of the corporation shall be perpetual.

ARTICLE 4

NO MEMBERS

This corporation shall have no members. Powers normally reserved to the membership shall be vested in the Board of Directors.

ARTICLE 5

APPOINTMENT AND ELECTION OF BOARD OF DIRECTORS

The directors of the corporation shall be elected or appointed by the initial board of directors. In the event that it is necessary to appoint a replacement director, the remaining directors shall have the sole authority to elect or appoint such replacement directors.

ARTICLE 6

INITIAL BOARD OF DIRECTORS

The number of the initial Board of Directors shall be three. The names and addresses of the initial Board of Directors are:

Tobin Morris
326 N Madison Ave
Pierre, SD 57501-2629

Thomas Farber
811 7th St.
Britton, SD 57430

Daniel Menking
488 W. 8th Ave.
Webster, SD 57274-1228

ARTICLE 7
LIMITATION OF AUTHORITY

1. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be in the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law).

2. The members, officers, and directors of the corporation shall not be liable for any corporate debts.

3. No member of the corporation shall have any direct or reversionary interest in the corporate assets.

4. Upon dissolution of the corporation, the directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE 8
REGISTERED OFFICE/AGENT

The registered address of the initial registered office of the corporation shall be: 414 3rd Avenue East, Sisseton, SD 57262. The registered agent at that address shall be: Lori Finnesand.

ARTICLE 9 BY-LAWS

No provision is made for the regulation of the internal affairs of the corporation. Such provisions shall be addressed by the By-Laws of the corporation.

ARTICLE 10 AMENDMENT

The Articles of Incorporation may be amended in the manner by law at the time of amendment.

ARTICLE 11 INCORPORATORS

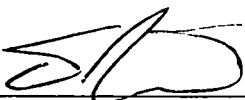
The names and addresses of the incorporators are:

Tobin Morris
326 N. Madison Ave.
Pierre, SD 57501-2629

Thomas Farber
811 7th Street
Britton, SD 57430

Daniel Menking
488 W. 8th Ave.
Webster, SD 57274-1228

Executed in duplicate on this 30th day of November, 2006



TOBIN MORRIS



THOMAS FARBER



DANIEL MENKING

STATE OF SOUTH DAKOTA)
)SS.
COUNTY OF HUGHES)

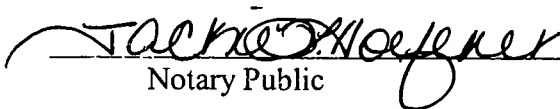
TOBIN MORRIS, THOMAS FARBER, and DANIEL MENKING, being duly sworn, depose and say: That they are the person described in and who signed the foregoing Articles of Incorporation as the incorporators therein; that they have read said Articles and know the contents thereof; that the incorporators intend in good faith to form a corporation for the purpose of the promotion of a lawful business as set forth in said Articles and not for the purpose of enabling a corporation or corporations to avoid the provisions of Chapter 37-1 SDCL (1967), relating to unlawful trusts and combinations and laws amendatory thereto.



TOBIN MORRIS

I, JACKIE HOEFER Notary Public do hereby certify that on this 28th day of DECEMBER, 2006, Tobin Morris personally known to me, or proven to be the same person who executed the above, appeared before me in person and acknowledged that he executed the above instrument pursuant to authority conferred and for the uses and purposes therein set forth.

IN WITNESS THEREOF, I have hereunto set my hand and seal the day and year last above written.

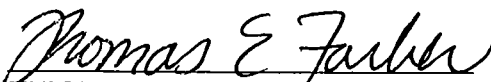


Notary Public

Feb 18, 2011

My commission expires

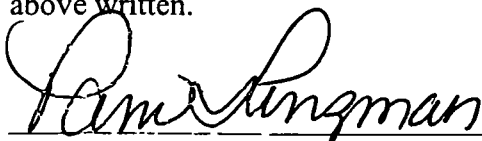
(Seal)



THOMAS FARBER

I, Pam Lutzman, Notary Public do hereby certify that on this 15 day of December, 2006, Thomas Farber personally known to me, or proven to be the same person who executed the above, appeared before me in person and acknowledged that he executed the above instrument pursuant to authority conferred and for the uses and purposes therein set forth.

IN WITNESS THEREOF, I have hereunto set my hand and seal the day and year last above written.



Notary Public

4-10-07

My commission expires

(Seal)

Daniel Menking
DANIEL MENKING

I, CYNTHIA M. KULESA, Notary Public do hereby certify that on this 2nd day of JANUARY, 2006, Daniel Menking personally known to me, or proven to be the same person who executed the above, appeared before me in person and acknowledged that he executed the above instrument pursuant to authority conferred and for the uses and purposes therein set forth.

IN WITNESS THEREOF, I have hereunto set my hand and seal the day and year last above written.

Cynthia M. Kulesa
Notary Public
(Seal)

CYNTHIA M. KULESA, Notary Public
Day County, South Dakota
My Commission Expires March 5, 2010
My commission expires

CONSENT TO APPOINTMENT BY THE REGISTERED AGENT

I, **Lori Finnesand**, hereby give my consent to serve as the registered agent for **Grow South Dakota**.

Dated this 30th day of November, 2006

Lori Finnesand
LORI FINNESAND