

DELAWARE COUNTY IOWA
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BOOK 3003 PAGE 647
Prepared by: Karl Moorman, P.O. Box 304, Dyersville, Iowa 52040-0304; Ph. (563)875-9112
DELAWARE CO. RECORDER

**11.00 ARTICLES OF ORGANIZATION OF
Bj Logistics Agency, L.L.C.**

The undersigned Organizer of a limited liability company organized under the Iowa Limited Liability Company Act, Chapter 490A, Code of Iowa, does hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE I

NAME OF THE LIMITED LIABILITY COMPANY

The name of the limited liability company shall be Bj Logistics Agency, L.L.C.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 117 Stow Street, Earlville, Iowa 52041. The initial registered agent at such address is Wilma White, 117 Stow Street, Earlville, Iowa 52041.

ARTICLE III

PRINCIPAL OFFICE

The address of the principal office of the limited liability company is 117 Stow Street, Earlville, Iowa 52041.

ARTICLE IV

PERIOD OF DURATION

The limited liability company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Iowa for filing and the limited liability company's existence shall be perpetual, unless sooner dissolved pursuant to the terms of its operating agreement, or as otherwise provided by law.

ARTICLE V

WRITTEN OPERATING AGREEMENT

Any operating agreement entered into by the members of the limited liability company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the limited liability company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the limited liability company, as amended and in existence from time to time.

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TOM JENK, P.C.

TOM JENK

KARL MOORMAN

ATTORNEYS AT LAW

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**ARTICLE VI
MANAGERS**

The business and affairs of the limited liability company shall be governed by manager(s). The actions of a member of any other person acting in any capacity other than as a manager of the limited liability company shall not bind the limited liability company.

**ARTICLE VII
LIMITATION OF LIABILITY OF MANAGERS**

Manager(s) of the limited liability company shall not be liable to the limited liability company or its members for monetary damages for breach of fiduciary duty as a manager; provided, however, that this limitation of liability does not apply to any of the following:

1. Breach of the manager's duty of loyalty to the limited liability company or its members.
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
3. Transaction from which the manager derives an improper personal benefit or a wrongful distribution in violation of Iowa Code §490A.807.

IN WITNESS WHEREOF, the aforesaid organizer has caused the execution of the foregoing Articles of Organization on this 30th of January, 2003..

Wilma White
Wilma White
Organizer of Bj Logistics Agency, L.L.C.

STATE OF IOWA)
) ss:
COUNTY OF DUBUQUE)

On this 30th day of January, 2003, before the undersigned, a Notary Public in and for the State of Iowa, personally appeared Wilma White, to me personally known to be the person named in and who executed the foregoing as his voluntary act and deed.

TOM JENK, P.C.
TOM JENK
KARL MOORMAN
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Karl Moorman
Notary Public in and f

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