



Book 2006 Page 1260

Document 2006 1260 Type 06 008 Pages 4
Date 4/05/2006 Time 9:48 AM
Rec Amt \$22.00

DEBORAH L. PEYTON, RECORDER/REGISTRA
DELAWARE COUNTY IOWA

ARTICLES OF ORGANIZATION

THE IOWA STATE BAR ASSOCIATION

Official Form No. 112

Recorder's Cover Sheet

Preparer Information:

Jude C. Milbert
229 1st Avenue East
Dyersville, Iowa 52040
563-875-9113

Taxpayer Information:

Bill's Welding, L.L.C.
1886 300th Avenue
Earlville, Iowa 52041

Return Document To:

Ⓜ MILBERT FINANCIAL & TAX SERVICES INC.
Jude C. Milbert
229 1st Avenue East
Dyersville, Iowa 52040

Grantors:

William Rolfes

Grantees:

Bill's Welding, LLC

Legal Description:

Document or instrument number of previously recorded documents:

325169

900206 2 17135 00 095 030130 889025

Prepared by: Jude C. Milbert, 229 1st Ave E, Dyersville, Iowa 52040 (563) 875-9113

**ARTICLES OF ORGANIZATION
OF
BILL'S WELDING, L.L.C.**

The undersigned, William J. Rolfes, Organizer of a Limited Liability Company organized under the Iowa Limited Liability Company Act, Chapter 490A, Code of Iowa, do 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

BILL'S WELDING, L.L.C.

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 1886 300th Avenue, Earlville, Delaware County, Iowa, 52041. The initial Registered Agent at such address is William J. Rolfes.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the principal office of the Limited Liability Company is 1886-300th Avenue, Earlville, Iowa 52041.

**ARTICLE IV
PERIOD OF DURATION**

The Limited Liability Company's existence shall commence on April 1, 2006, and shall continue for a period of ninety-nine (99) years, 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,

3

RECEIVED
SECRETARY OF STATE
IOWA
06 MAR 15 AM 10:23

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.

**ARTICLE VI
MANAGERS**

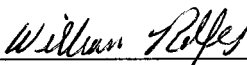
The business and affairs of the Limited Liability Company shall be governed by manager(s). The actions of a member of any other person acting in any capacity other than as a manager of the limited liability company shall not bind the Limited Liability Company.

**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 13th day of March, 2006.



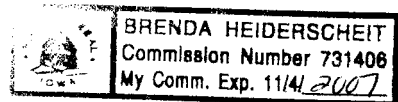
William J. Rolfes

Organizer of Bill's Welding, L.L.C.

STATE OF IOWA)
) ss:
COUNTY OF DUBUQUE)

On this 13th day of March, 2006, before the undersigned, a Notary Public in and for the State of Iowa, personally appeared William J. Rolfes, to me personally known to be the persons named in and who executed the foregoing as their voluntary act and deed.

Brenda Heiderschiet
Notary Public in and for the State of Iowa



FILED
IOWA
SECRETARY OF STATE
3-15-06
10:23 AM
W456350

