

**EXHIBIT D: CERTIFICATE OF ORGANIZATION –
[ECP Rapid City Developer, LLC]
ECP Rapid City, LP**

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845
corpinfo@state.sd.us

CERTIFICATE OF AMENDMENT
DOMESTIC LIMITED PARTNERSHIP
SDCL 48-7-202

FILING FEE: \$125
Make check payable to **SECRETARY OF STATE**

1. The Name and Business ID of the Limited Partnership is:

EG Rapid City, LP

DP258951

Name (Note: This must be the exact name as registered.)

Business ID

2. The amended name of the Limited Partnership:

ECG Rapid City, LP

Note: The name shall contain without abbreviation the words "limited partnership".

3. The date of filing the Certificate of Limited Partnership: 09-18-2023

4. Please complete **ONLY** if there is a change to any of the registered agent information.

South Dakota law permits the registered agent **to be either: A)** a noncommercial registered agent (this may be an individual), **B)** a commercial registered agent, or **C)** an office holder. **Complete only one below, either (a) or (b) or (c).**

(a) The South Dakota Noncommercial Registered Agent's name: _____

Actual Street Address in this State _____ City _____ State _____ ZIP+4 _____

Mailing Address in this State, if Different from Street Address _____ City _____ State _____ ZIP+4 _____

Email Address (Optional) _____

(b) When listing a Commercial Registered Agent, please state their CRA#. This number can be obtained from the Commercial Registered Agent.

Commercial Registered Agent Name _____ CRA# _____

(c) Title of the office or other position with the business: _____

Business Office's Actual Street Address in this State _____ City _____ State _____ ZIP+4 _____

Mailing Address in this State, if Different from Street Address _____ City _____ State _____ ZIP+4 _____

Email Address (Optional) _____

5. The amendment to the Certificate is:

6. The names and business addresses of any **NEW** general partner(s).


General Partner	Address	City	State	ZIP+4

No person may execute this report knowing it is false in any material respect. Any violation may be subject to a criminal penalty (SDCL 22-39-36).

This statement must be executed by at least **one** general partner and by each additional general partner designated as a new general partner (SDCL 48-7-204(2)).

Dated 11/07/2023

Email _____
(Optional)



Signature of an authorized person
C. Hunter Nelson

Printed Name

Dated _____

Email _____
(Optional)

Signature of an authorized person

Printed Name

Dated _____

Email _____
(Optional)

Signature of an authorized person

Printed Name

Secretary of State Office
 500 E Capitol Ave
 Pierre, SD 57501
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CERTIFICATE OF LIMITED PARTNERSHIP

DOMESTIC LIMITED PARTNERSHIP

SDCL 48-7-201

FILING FEE: \$125

Make check payable to SECRETARY OF STATE

1. The name of the Limited Partnership:

EG Rapid City, LP

Note: This must be the exact limited partnership name, and shall contain the words "Limited Partnership" or the initials "L.P." or "LP".

2. The street address of the South Dakota office where records required by SDCL 48-7-105 are kept.

1725 Camden Drive	Rapid City	SD	57701
Actual Street Address	City	State	ZIP+4

polly@elmintoncapital.com	City	State	ZIP+4
Mailing Address, if Different from Street Address			

Email Address (Optional)

3. The South Dakota Registered Agent's name

South Dakota law permits the registered agent **to be either: A)** a noncommercial registered agent (this may be an individual) or **B)** a commercial registered agent. **Complete only one below, either (a) or (b).**

(a) The South Dakota Noncommercial Registered Agent's name: **Business Filings Incorporated**

319 S. Coteau St.	Pierre	SD	57501
Actual Street Address in this State	City	State	ZIP+4

Mailing Address in this State, if Different from Street Address	City	State	ZIP+4
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Email Address (Optional)

(b) When listing a Commercial Registered Agent, please state their CRA#. This number can be obtained from the Commercial Registered Agent.

Business Filings Incorporated	2019348
Commercial Registered Agent Name	CRA#

4. The name and business address of each general partner.

ECG Rapid City GP, LLC	1030 16th Avenue South, Suite 500	Nashville	TN	37212
General Partner	Address	City	State	ZIP+4

General Partner	Address	City	State	ZIP+4
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General Partner	Address	City	State	ZIP+4
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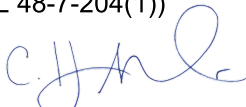
5. If the registration is not to be effective upon filing, the deferred effective date shall be: _____
6. The latest date upon which the Limited Partnership is to dissolve: _____
7. Any other matters the general partners determine to include:

No person may execute this report knowing it is false in any material respect. Any violation may be subject to a criminal penalty (SDCL 22-39-36).

This statement must be executed by **ALL** general partners (SDCL 48-7-204(1))

Dated 09-07-23

Email polly@elmingtoncapital.com
(Optional)



Signature of an authorized person
C. Hunter Nelson

Printed Name

Dated _____

Email _____
(Optional)

Signature of an authorized person

Printed Name



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

ECG Rapid City Developer, LLC
SUITE 500
1030 16TH AVE SOUTH
NASHVILLE, TN 37212

September 1, 2023

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

SOS Control # :	001462559	Formation Locale:	TENNESSEE
Filing Type:	Limited Liability Company - Domestic	Date Formed:	09/01/2023
Filing Date:	09/01/2023 2:15 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2024
Duration Term:	Perpetual	Image # :	B1431-2976
Managed By:	Member Managed		
Business County:	DAVIDSON COUNTY		

Document Receipt

Receipt # : 008342050	Filing Fee:	\$650.00
Payment-Check/MO - RENO & CAVANAUGH PLLC, NASHVILLE, TN		\$1,250.00
Deposit-Account - RENO & CAVANAUGH PLLC, NASHVILLE, TN		\$600.00

Registered Agent Address:
ELMINGTON AFFORDABLE, LLC
SUITE 500
1030 16TH AVE SOUTH
NASHVILLE, TN 37212

Principal Address:
SUITE 500
1030 16TH AVE SOUTH
NASHVILLE, TN 37212

Congratulations on the successful filing of your **Articles of Organization** for **ECG Rapid City Developer, LLC** in the State of Tennessee which is effective on the date shown above. You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee. Please visit the Tennessee Department of Revenue website (www.tn.gov/revenue) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett
Secretary of State

Processed By: Nichole Hambrick


**ARTICLES OF ORGANIZATION
OF
ECG RAPID CITY DEVELOPER, LLC**



The undersigned person, acting as the organizer of a limited liability company under the Tennessee Revised Limited Liability Company Act, adopts the following Articles of Organization for such company (the "Articles").

1. Name. The name of the limited liability company is ECG Rapid City Developer, LLC (the "Company").
2. Registered Office and Agent. The street address, county and zip code of the initial registered office of the Company are 1030 16th Avenue South, Suite 500, Nashville, Davidson County, Tennessee 37212, and the name of the initial registered agent of the Company at that office is Elmington Affordable, LLC.
3. Principal Executive Office. The street address, county and zip code of the principal executive office of the Company are 1030 16th Avenue South, Suite 500, Nashville, Davidson County, Tennessee 37212.
4. Email. The email address of the company is polly@elmingtoncapital.com.
5. Management. The Company will be member-managed.
6. Number of Members. The Company will have thirteen (13) members at the date of the filing of the Articles.

IN WITNESS WHEREOF, these Articles have been signed as of the 1st day of September, 2023.



Dwayne W. Barrett, Organizer

B1431-2976 09/01/2023 2:15 PM Received by Tennessee Secretary of State Tre Hargett



South Dakota Secretary of State

Monae L. Johnson
Secretary of State

Thomas J. Deadrick
Deputy Secretary of State

ECG Rapid City GP, LLC
319 S COTEAU STREET
PIERRE, SD 57501

September 8, 2023

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Business ID :	FL258271		
Filing Type:	Limited Liability Company - Foreign		
Filing Date:	09/07/2023		
Status:	Good Standing	Annual Report	09/01/2024
Duration Term:	Perpetual	Due:	

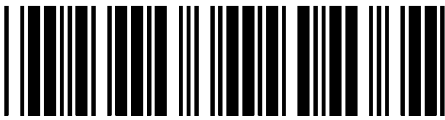
Registered Agent Address:
BUSINESS FILINGS INCORPORATED
319 S COTEAU STREET
PIERRE, SD 57501
(800) 981-7183
agent@bizfilings.com

Principal Address:
1030 16TH AVENUE SOUTH
SUITE 500
NASHVILLE, TN 37212

Congratulations on the successful filing of your Application for Certificate of Authority for ECG Rapid City GP, LLC in the State of South Dakota which is effective on the date shown above.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain an active South Dakota Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Monae L. Johnson
Secretary of State
State of South Dakota



FL258271

APPLICATION FOR CERTIFICATE OF AUTHORITY

Secretary of State
500 E. Capitol Ave
Pierre, SD 57501-5070
(605) 773-4845

FOREIGN LIMITED LIABILITY COMPANY
SDCL 47-34A-1002

Filing Fee: \$750

Total Fee: \$750

Please Type or Print Clearly in Ink
Please submit one Original
Make payable to the SECRETARY OF STATE

Application must be accompanied by a one page **Original Certificate of Existence** issued by the Secretary of State or other official having custody of the organizational records in the state or other jurisdiction under whose law it is organized.

- 1. The name of the Company: **ECG Rapid City GP, LLC**
- 2. If the name indicated above does not include Limited Liability Company, Limited Company or the abbreviation L.L.C., LLC, L.C. or LC. (Limited may be abbreviated as Ltd. and company may be abbreviated as Co.), then what is the alternative name adopted:

ECG Rapid City GP, LLC

- 3. Professional Type (Optional):

- 4. The name of the state or other jurisdiction under whose laws it is organized: **TENNESSEE**

- 5. The address of its principal office (this is the address of the executive offices of the company):

Actual Street Address
**1030 16TH AVENUE SOUTH
SUITE 500
NASHVILLE, TN 37212**

Mailing Address
**1030 16TH AVENUE SOUTH
SUITE 500
NASHVILLE, TN 37212**

- 6. If the jurisdiction under which the company is formed requires the company to maintain an office in that jurisdiction then provide for that office:

Actual Street Address

Mailing Address

- 7. The South Dakota Registered Agent's Name:

South Dakota law permits the registered agent to be either (a) a noncommercial registered agent, or (b) a commercial registered agent.

(b) The South Dakota Commercial Registered Agent's name & CRA#

CRA: **BUSINESS FILINGS INCORPORATED (2019348)**

Actual Street Address in this State

Mailing Address in this State

**319 S COTEAU STREET
PIERRE, SD 57501**

- 8. The duration of the company if other than perpetual is: **Perpetual**

If the document is not to be effective upon filing by the Secretary of State, the delayed effective date is: _____

B0282-0283 09/07/2023 2:15PM Rec'd by SD SOS



9. Beneficial Owners (optional): A beneficial owner is a person who has or in some manner controls an equity security. Please consult an attorney for legal advice if you have any questions concerning this entry. Any question under this heading is considered a request for legal advice and the secretary of state's office is, by statute, not permitted, to provide legal advice.

No person may execute this report knowing it is false in any material respect. Any violation may be subject to a criminal penalty (SDCL 22-39-36).

09/07/2023

Dated

Email (Optional)

Clayton Hunter Nelson

Signature of an Authorized Person

Clayton Hunter Nelson

Printed Name

B0282-0284 09/07/2023 2:15PM Rec'd by SD SOS

State of South Dakota

Office of the Secretary of State

Certificate of Authority

Foreign Limited Liability Company

I, **Monae L. Johnson**, Secretary of State of the State of South Dakota, hereby certify that the APPLICATION FOR CERTIFICATE OF AUTHORITY to transact business in this state for

ECG Rapid City GP, LLC

BUSINESS ID# FL258271

with an effective date of: September 7, 2023, duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company Act, has been received in this office and is found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the APPLICATION FOR CERTIFICATE OF AUTHORITY.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, September 7, 2023.

A handwritten signature in cursive script that reads "Monae L. Johnson".

Monae L. Johnson
Secretary of State

09/07/2023 2:50 PM



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

RENO & CAVANAUGH, PLLC
JESSICA MAYBERRY
424 CHURCH STREET, SUITE 2910
NASHVILLE, TN 37219

September 7, 2023

Request Type: Certificate of Existence/Authorization

Request #: 0546068

Issuance Date: 09/07/2023

Copies Requested: 1

Document Receipt

Receipt #: 008350191

Filing Fee: \$20.00

Payment-Credit Card - State Payment Center - CC #: 3857706273

\$20.00

Regarding: ECG Rapid City GP, LLC

Filing Type: Limited Liability Company - Domestic

Control #: 1462569

Formation/Qualification Date: 09/01/2023

Date Formed: 09/01/2023

Status: Active

Formation Locale: TENNESSEE

Duration Term: Perpetual

Inactive Date:

Business County: DAVIDSON COUNTY

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

ECG Rapid City GP, LLC

* is a Limited Liability Company duly formed under the law of this State with a date of incorporation and duration as given above;

* has paid all fees, interest, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;

* has appointed a registered agent and registered office in this State;

* has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett
Secretary of State

Processed By: Cert Web User

Verification #: 062693730