

**SECOND AMENDMENT TO THE THIRD AMENDED AND RESTATED
OPERATING AGREEMENT OF
LAKE AREA CORN PROCESSORS, LLC**

This Second Amendment to the Lake Area Corn Processors, LLC (the "Company") Third Amended and Restated Operating Agreement (the "Operating Agreement") is made and entered into effective as of the 12th day of July, 2011 (the "Effective Date"), pursuant to Section 14.11 of the Operating Agreement, which requires approval of amendments by a Supermajority (as defined in the Operating Agreement) of the Board of Managers. This Second Amendment to the Operating Agreement amends the Operating Agreement as follows:

Section 8.4(b) is removed in its entirety and is replaced by the following:

"A person does not need to be a Member to be elected to the Board of Managers. Each initial Manager shall serve on the Company's Board of Managers until his term would have expired on the Cooperative's Board of Directors, resulting in staggered elections of four Managers annually. Thereafter each Manager shall be elected to office by the Members for a term of three years or until his earlier resignation or removal. If a Manager's term expires, the Manager shall continue to serve until the Manager's successor shall have been elected and qualified."

CERTIFICATION

I certify that the above amendment was duly adopted by the Board of Managers of the Company in accordance with the provisions of the Company's Operating Agreement.

By: *Randall L. Hansen*
Randall L. Hansen, Secretary