

Larkspur, Inc.

December 12, 2012

Minutes – Annual Meeting

A meeting of the stockholders of Larkspur, Inc. was held on December 12, 2012 commencing at 12:36 p.m., at 801 Swink Avenue, Rocky Ford, CO 81067. The meeting was called to order by President Lynden Gill.

President Gill stated that nominations would now be in order for the election of temporary officers. Lynden Gill was elected as temporary Chairman by Leroy Mauch, seconded by Jim Valliant.

Chairman Gill welcomed the stockholders and visitors present and asked that they introduce themselves.

Chairman Gill stated that a Credentials Committee should be appointed at this time. Leroy Mauch, Gilbert Werdel and Brenda Fillmore were appointed as the Credentials Committee.

The Committee recorded stock present in person and by proxy. There was a quorum present with 14,548.688 shares represented at this meeting. Willard Behm moved that the report be accepted and Gilbert Groves seconded the motion and it was accepted by all present. The report of shares is attached to the minutes.

Lynden Gill was nominated as permanent Chairman of the meeting by Willard Behm and Leroy Mauch made a motion to close the nominations which was seconded by Jim Valliant. Leroy Mauch made a motion to accept Lynden Gill as the permanent Chairman of the meeting which was seconded by Willard Behm. All were in favor.

Chairman Gill asked if everyone had read the minutes of the shareholder's meeting of December 5, 2011 and if there were any questions. Hearing none, Leroy moved that the minutes be approved as presented. Gilbert Groves seconded the motion. The motion was passed unanimously.

The current year financial statements and the proposed budget and assessments for the upcoming year were discussed. A minimum assessment of \$2.00 per outstanding share or fraction thereof with a special assessment of \$0.50 per share, if necessary, was proposed. Gilbert Werdel moved to approve the proposed budget, the \$2.00 per share or fraction thereof assessment and the \$0.50 special assessment. Leroy Mauch seconded the motion and all were in favor.

The existing directors were named (Anthony Nunez, Leroy Mauch, Lynden Gill, Reeves Brown and Jim Valliant). Jim Valliant made a motion to nominate the existing directors for the coming year. Leroy Mauch seconded the motion. Gilbert Werdel nominated Willard Behm. There was a motion to cease nominations by Leroy Mauch, seconded by Gilbert Groves. The motion was passed. After a voice vote, the existing board of directors was elected..

Chairman Gill asked if there was any further business to come before the meeting. Hearing none Leroy Mauch made a motion to adjourn the meeting, seconded by Jim Valliant. The motion was approved and the meeting was adjourned.



President



Secretary