

# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF GOOD STANDING OF

PRAIRIEWINDS ND 1, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that PRAIRIEWINDS ND 1, INC. , a North Dakota BUSINESS CORPORATION, was incorporated in this office on August 7, 2007 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota BUSINESS CORPORATION.

**ACCORDINGLY** the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

PRAIRIEWINDS ND 1, INC.

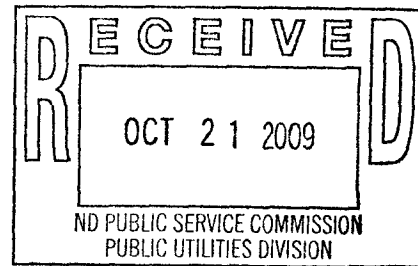
Issued: October 6, 2009

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger  
Secretary of State

# State of North Dakota

## SECRETARY OF STATE



### CERTIFICATE OF INCORPORATION OF PRAIRIEWINDS ND 1, INC.

Secretary of State ID#: 23,666,300

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that Articles of Incorporation for the incorporation of

PRAIRIEWINDS ND 1, INC.

duly signed and verified pursuant to the North Dakota statutes governing a North Dakota BUSINESS CORPORATION, have been received in this office and are found to conform to law.

**ACCORDINGLY** the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation to

PRAIRIEWINDS ND 1, INC.

Effective date of incorporation: August 7, 2007

Issued: August 7, 2007

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger  
Secretary of State

23.666.300 BC

412175

**RECEIVED** ARTICLES OF INCORPORATION

OCT 27 2009 OF

**PUBLIC SERVICE COMMISSION** PrairieWinds ND 1, Inc.

**RECEIVED**

JUL 26 2007,  
SEC. OF STATE

The undersigned incorporator, being a natural person of full age of 18 years or more, and desiring to form a body corporate under the laws of the State of North Dakota hereby signs, verifies and delivers in duplicate to the Secretary of State of the State of North Dakota these ARTICLES OF INCORPORATION.

**ARTICLE I**

**Name**

The name of the corporation shall be PrairieWinds ND 1, Inc.

**ARTICLE II**

**Registered Office and Agent**

The registered office of the corporation shall be at 1717 East Interstate Avenue, Bismarck, North Dakota 58503-0561, and the name of the initial registered agent at such address is Ronald R. Harper. Either the registered office or the registered agent of the corporation may be changed in the manner provided by law.

**ARTICLE III**

**Incorporators**

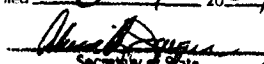

The name and address of each incorporator is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Claire M. Olson	3013 North Colorado Drive Bismarck, ND 58503

**ARTICLE IV**

**Capital**

The aggregate number of shares which this corporation shall have the authority to issue is one thousand (1,000) shares each with a one dollar (\$1.00) par value, which shares shall be designated common stock. The shareholders shall have the power to fix and determine the consideration to be paid for shares of the corporation.

NORTH DAKOTA  
 Filed 8-7 2007  
  
 Secretary of State  
 MDH  


**ARTICLE V**

**Period of Duration**

The existence of this corporation shall be perpetual, unless dissolved according to law.

**ARTICLE VI**

**Purpose**

The purposes for which this corporation is organized and the nature of the business to be carried on by it are as follows:

To design, install, construct, own and operate wind turbine facilities in the State of North Dakota and to sell the electric capacity and electric power and energy associated with and/or produced by such wind turbine generators and associated facilities. The corporation shall also have the power and authority to construct, lease, own and/or operate such transmission and distribution facilities as might be necessary or helpful to the transport of electric power and energy to and from such wind turbine generation facilities. The corporation further shall have the right to purchase, lease, own and otherwise to acquire real estate sufficient to conduct the activities described above..

**ARTICLE VII**

**Initial Board of Directors**

The initial board of directors of the corporation shall consist of ten (10) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

Kermit Pearson  
11306 434<sup>th</sup> Avenue  
Lake City, SD 57247-6112

Gary Drost  
472 150<sup>th</sup> Avenue  
Luverne, MN 56156-4141

Clifford Gjellstad  
5357 17<sup>th</sup> Avenue N  
Norwich, ND 58758-9708

Don Applegate  
39503 Honeysuckle Road  
Oakland, IA 51560-4207

Wayne Child  
9816 Child Road  
Cheyenne, WY 82009-9545

Roberta Rohrer  
2870 Sollid Road  
Conrad, MT 59425-9282

Roy Ireland  
PO Box 417  
Martin, SD 57551-0417

Dean McCabe  
904 10<sup>th</sup> St  
Circle, MT 59215-0514

Eugene Appeldorn  
1994 590<sup>th</sup> Street  
Echo, MN 56237-1563

Reuben Ritthaler  
PO Box 160 – Materi Road 976  
Upton, WY 82730-0160

## **ARTICLE VIII**

### **Subsequent Board of Directors**

The corporation shall have no less than five (5) nor more than ten (10) directors. Directors shall hold office for the term described herein and until such directors' successors shall be duly elected and qualified, unless such director is sooner removed from office in accordance with the provisions of the Bylaws.

The shareholders by resolution shall have the authority to determine, from time to time, and to change at any time by resolution of the shareholders, the number and qualifications of directors.

## **ARTICLE IX**

### **Right to Fix Consideration for Shares**

The shareholders of the corporation, at a meeting duly called for such purpose, shall, by the affirmative vote of the holders of a majority of the voting power of the shares present, fix and determine the consideration to be received for shares of the corporation when payment of the consideration for which shares are to be issued has been received by the corporation, the shares shall be considered fully paid and non-assessable.

## **ARTICLE X**

### **Quorum and Vote of Shareholders and Directors**

- (a) Shareholders. The quorum of the shareholders of this corporation for each annual or special meeting of the shareholders shall be two-thirds (2/3) of the shares then outstanding and entitled to vote. No resolution of the corporation at any meeting of the shareholders shall be adopted except by the vote of a majority of the shares represented at a properly-called meeting at which a quorum of the shares is present.
- (b) Directors. A quorum of the board of directors of this corporation for each regular or special meeting of the board of directors shall be a majority of the directors then duly elected or appointed. No resolution of the corporation at any meeting whether regular or special, shall be adopted by the board of directors except by the majority vote of those directors present and constituting a quorum of the board of directors.

## **ARTICLE XI**

### **Amendments**

These ARTICLES OF INCORPORATION may not be amended, modified or altered except by the affirmative vote of at least two-thirds (2/3) of the outstanding shares of the corporation at a regular or special meeting of the shareholders, duly called, at which a quorum is present.

**ARTICLE XII**

**Amendments to the Bylaws**

The bylaws of this corporation shall not be amended, modified or altered except by the vote of the shareholders of the corporation at a meeting of the shareholders, duly called, at which a quorum is present.

**ARTICLE XIII**

**Compensation of Directors**

By resolution of the shareholders, each director may be paid his expenses, if any, of attendance at each meeting of the board of directors and may be paid a stated salary as director of a fixed sum for attendance at each meeting of the board of directors or both. No such salary shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

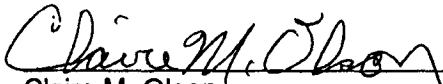
**ARTICLE XIV**

**Indemnification of Directors**

This corporation shall indemnify its officers and directors in accordance with North Dakota Century Code Section 10-19.1-91.

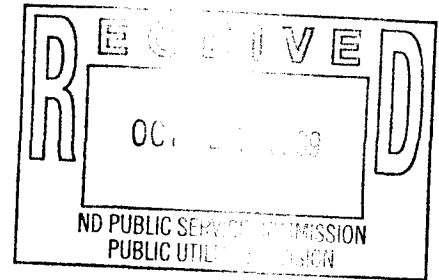
IN WITNESS WHEREOF, the above named incorporator(s) signed these ARTICLES OF INCORPORATION this 24th day of July, 2007.

INCORPORATOR:

  
\_\_\_\_\_  
Claire M. Olson

Adopted February 13, 2008  
Amended June 11, 2008

**BYLAWS  
OF  
PRAIRIEWINDS ND1, INC.**



**ARTICLE I**

**Offices**

The principal office, as well as the registered office, of the corporation in the State of North Dakota shall be located at 1717 East Interstate Avenue in the City of Bismarck, North Dakota. The corporation may have such other offices, either within or without the State of North Dakota, as the board of directors may designate or as the business of the corporation may require from time to time. The address of both the principal office and the registered office may be changed from time to time by the board of directors.

**ARTICLE II**

**Shareholders**

Section 1. Regular Meeting. The regular meeting of the shareholders shall be held on the first Thursday following the second Monday of December in each year, beginning with the year 2008 at the hour of 1:00 o'clock p.m., or at such other time on such other day within such month as shall be fixed by the board of directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the regular meeting shall be a legal holiday in the State of North Dakota, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any regular meeting of the shareholders, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

If a regular meeting of the shareholders has not been held during the immediately preceding 15 months, a shareholder or shareholders holding five percent (5%) or more of all voting shares may demand a regular meeting of the shareholders by written notice of demand given to the president or the secretary of the corporation. Within 30 days after receipt of the demand by one of those officers, the board shall cause a regular meeting of the shareholders to be called and held on notice no later than 90 days after receipt of the demand, all at the expense of the corporation. If the board fails to cause a regular meeting to be called and held, the shareholder or shareholders making the demand may call the meeting by giving notice as required by law, all at the expense of the corporation.

Section 2. Special Meetings. Special meetings of the shareholders, for any purpose or purposes may be called at any time, by:

1. The president;

2. Two or more directors;
3. A shareholder or shareholders holding ten percent (10%) or more of the voting shares by written notice of demand given to the president or secretary of the corporation and containing the purposes of the meeting. Within 30 days after receipt of the demand by one of those officers, the board shall cause a special meeting of shareholders to be called and held on notice no later than 90 days after receipt of the demand, all at the expense of the corporation. If the board fails to cause a special meeting to be called and held, the shareholder or shareholders making the demand may call the meeting by giving notice as required by law, all at the expense of the corporation.

**Section 3. Place of Meeting.** The board of directors may designate any place, either within or without the State of North Dakota, as the place of meeting for any regular meeting or for any special meeting called by the board of directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of North Dakota.

**Section 4. Notice of Meeting.** Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail and/or e-mail, by or at the direction of the president, or the officer or other persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered three days after it is deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage prepaid. A shareholder may waive notice of a meeting of shareholders in accordance with law.

The business transacted at a special meeting is limited to the purposes stated in the notice of hearing. Any business transacted at a special meeting that is not included in those stated purposes is voidable by or on behalf of the corporation, unless all of the shareholders have waived notice of the meeting in accordance with the law or these bylaws.

**Section 5. Closing of Transfer Books or Fixing of Record Date.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any distribution, or in order to make a determination of shareholders for any other purpose, the board of directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, thirty (30) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than thirty (30) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders or shareholders entitled to receive payment of a distribution is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

**Section 6. Voting Record.** The officer or agent having charge of the stock transfer books for shares of the corporation shall make a complete record of the shareholders entitled to vote at each meeting of shareholders or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting for the purposes thereof.

**Section 7. Quorum.** A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

**Section 8. Proxies.** A shareholder may cast or authorize the casting of a vote by filing a written appointment of a proxy with an officer of the corporation at or before the meeting at which the appointment is to be effective. An appointment of a proxy for shares held jointly by two or more shareholders is valid if signed by any one of them, unless the corporation receives from any one of those shareholders either written notice denying the authority of that person to appoint a proxy or appointing a different proxy. The appointment of a proxy is valid for 11 months, unless a longer period is expressly provided in the appointment. No appointment is irrevocable unless the appointment is coupled with an interest in the shares or in the corporation. An appointment may be terminated at will, unless the appointment is coupled with an interest, in which case it shall not be terminated except in accordance with the terms of an agreement, if any, between the parties to the appointment. Termination may be made by filing written notice of the termination of the appointment with an officer of the corporation, or by filing a new written appointment of a proxy with an officer of the corporation. Termination in either manner revokes all prior proxy appointments and is effective when filed with an officer of the corporation. The death or incapacity of a person appointing a proxy does not revoke the authority of the proxy, unless written notice of the death or incapacity is received by an officer of the corporation before the proxy exercises the authority under that appointment. Unless the appointment specifically provides otherwise, if two or more persons are appointed as proxies for a shareholder, any one of them may vote the shares on each item of business in accordance with specific instructions contained in the appointment; and if no specific instructions are contained in the appointment with respect to voting the shares on a particular item of business, the shares shall be voted as a majority of the proxies determine. If the proxies are equally divided, the shares shall not be voted.

Unless the appointment of a proxy contains a restriction, limitation, or specific reservation of authority, the corporation may accept a vote or action taken by a person named in the appointment. The vote of a proxy is final, binding, and not subject to challenge.

**Section 9. Voting of Shares.** Unless otherwise provided by these Bylaws, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

**Section 10. Voting of Shares by Certain Holders.** Shares registered in the name of another corporation may be voted by the president or another legal representative of that corporation. Shares held in the following capacities:

- a. shares registered in the name of a subsidiary of the corporation;
- b. those held in the name of or under the control of the corporation or a subsidiary in a fiduciary capacity;
- c. shares under the control of a person in a capacity as a personal representative, an administrator, executor, guardian, conservator, or attorney in fact;
- d. shares registered in the name of a trustee of a trust;
- e. shares registered in the name of or under the control of a trustee in bankruptcy or a receiver

May be voted only to the extent, by the person and in the manner prescribed bylaw.

Section 11. Informal Action by Shareholders. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. The written action is effective when it has been signed by all of those shareholders, unless a different effective time is provided in the written action.

Section 12. Cumulative Voting. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates; provided that, the shareholder desiring to cumulate votes gives written notice of intent to cumulate the votes to any officer of the corporation before the meeting, or to the presiding officer at the meeting at which the election is to occur at any time before the election of directors at the meeting.

### **ARTICLE III**

#### **Board of Directors**

Section 1. Number. The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, Chairman and Vice Chairman of the Board of Directors, each of whom shall be elected by the board of directors. One or more Assistant Secretaries may be elected or appointed by the board of directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the board of directors shall be elected by the board of directors at the first meeting of the board of directors held after each regular meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. In the absence of an election or appointment of officers by the board, the person or persons exercising the principal functions of the president or secretary are deemed to have been elected to those offices, except for the purpose of determining the location of the principal executive office, which in that case is the registered office of the corporation.

Section 3. Removal. Any officer or agent may be removed by the board of directors with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. Chairman of the Board of Directors. The Chairman shall preside at the meetings of the board of directors and at the annual meeting and special meetings of the shareholders, and shall have such other duties and responsibilities as may be determined by resolution of the Board of Directors.

Section 6. Vice Chairman of the Board of Directors. The Vice Chairman shall perform the duties and responsibilities of the Chairman of the board of directors when the Chairman is unable to perform such duties under any circumstances. If a vacancy occurs in the office of Chairman of the board of directors, the Vice Chairman shall serve as Chairman until a successor Chairman shall be duly elected.

Section 7. President. The President shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and of the board of directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, certificates for shares of the corporation and deeds, mortgages, bonds, contracts, or other instrument which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

Section 8. The Vice President. The Vice President shall, in absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties and have such other powers as the board of directors may prescribe from time to time.

Section 9. The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the secretary by such shareholder; (e) sign with the President, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the board of directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 10. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the board of directors. If required by the board of directors, the President shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine.

## **ARTICLE IV**

### **Officers**

Section 1. Number. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the board of directors. One or more Assistant Secretaries may be elected or appointed by the board of directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the board of directors shall be elected by the board of directors at the first meeting of the board of directors held after each regular meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. In the absence of an election or appointment of officers by the board, the person or persons exercising the principal functions of the president or secretary are deemed to have been elected to those offices, except for the purpose of determining the location of the principal executive office, which in that case is the registered office of the corporation.

Section 3. Removal. Any officer or agent may be removed by the board of directors with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and of the board of directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, certificates for shares of the corporation and deeds, mortgages, bonds, contracts, or other instrument which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

Section 6. The Vice President. The Vice President shall, in absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties and have such other powers as the board of directors may prescribe from time to time.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the secretary by such shareholder; (e) sign with the President, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the board of directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 8. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the board of directors. If required by the board of directors, the President shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine.

## **ARTICLE V**

### **Contracts, Loans, Checks and Deposits**

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

## **ARTICLE VI**

### **Certificates for Shares and Their Transfer**

Section 1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the board of directors. Such certificates shall be signed by the President and by the Secretary. Each certificate for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefore upon such terms and indemnity to the corporation as the board of directors may prescribe.

Section 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

## **ARTICLE VII**

### **Fiscal Year**

The fiscal year of the corporation shall begin on the first (1<sup>st</sup>) day of January and end on the thirty-first (31<sup>st</sup>) day of December in each year.

## **ARTICLE VIII**

### **Distributions**

The board of directors may, from time to time, declare and the corporation may pay distributions on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

## **ARTICLE IX**

### **Corporate Seal**

The corporation shall have no corporate seal.

## **ARTICLE X**

### **Waiver of Notice**

Whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the North Dakota Business Corporation Code (North

Dakota Century Code Chapter 10-19.1), a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XI**

### **Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by the shareholders at any regular or special meeting of the shareholders duly called, at which a quorum is present.

## **ARTICLE XII**

### **Committee**

**Section 1. Appointment.** The board of directors, by resolution adopted by a majority of the full board, may designate two or more directors to constitute an executive committee. The designation of such an executive committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law.

**Section 2. Authority.** The executive committee, when the board of directors is not in session, shall have and may exercise all of the authority of the board of directors except to the extent, if any, that such authority shall be limited by the resolution appointing the executive committee and except also that the executive committee shall not have the authority of the board of directors in reference to adopting a plan of merger or consolidation, recommending to the shareholders the sale, lease or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business or recommending to the shareholders a voluntary dissolution of the corporation or a revocation thereof.

**Section 3. Tenure and Qualifications.** Each member of the executive committee shall hold office until the next regular annual meeting of the board of directors following his designation and until his successor is designated as a member of the executive committee and is elected and qualified.

**Section 4. Meetings.** Regular meetings of the executive committee may be held without notice at such times and places as the executive committee may fix from time to time by resolution. Special meetings of the executive committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the committee at his business address. Any member of the executive committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the executive committee need not state the business proposed to be transacted at the meeting.

**Section 5. Quorum.** A majority of the members of the executive committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the

executive committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 6. Action Without A Meeting. Any action required or permitted to be taken by the executive committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the executive committee.

Section 7. Vacancies. Any vacancy in the executive committee may be filled by a resolution adopted by a majority of the full board of directors.

Section 8. Resignations and Removal. Any member of the executive committee may be removed at any time with or without cause by resolution adopted by a majority of the full board of directors. Any member of the executive committee may resign from the committee at any time by giving written notice to the President of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Procedure. The executive committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the board of directors for its information at the meeting thereof held next after the proceedings shall have been taken.

Duly adopted by the Board of Directors and the Shareholders of PrairieWinds ND1, Inc. on the 11th day of June, 2008.

  
Claire M. Olson, Assistant Secretary



**REGISTERED AGENT  
CONSENT TO SERVE  
SECRETARY OF STATE  
SFN 7974 (06-2006)**

FOR OFFICE USE ONLY

ID#:	23666300BC	
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TYPE OR PRINT LEGIBLY

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership or real estate investment trust): <i>Prairie Winds ND 1, Inc.</i>	
3. Name of the registered agent: <i>Ronald R. Harper</i>	
4. Registered agent is (Check one) <input type="checkbox"/> An individual North Dakota resident <input type="checkbox"/> A corporation <input type="checkbox"/> A limited liability company <input type="checkbox"/> A limited liability partnership	5. Federal ID # or social security # of registered agent:
6. According to state law, the newly appointed registered agent must sign a statement of consent to serve in that capacity (see instruction number 6 for authorized signers).  "The undersigned, as the newly appointed registered agent for the organization named in number 2, consents to act as the registered agent for this organization until a change or resignation is submitted to the Secretary of State according to the provisions of North Dakota state law."  Signature of Registered Agent: <i>X [Signature]</i>   Date: <i>7-31-07</i>	

