

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

MDU RESOURCES GROUP, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that MDU RESOURCES GROUP, INC., a Delaware corporation, authorized to transact business in the State of North Dakota on July 2, 1935, 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 foreign corporations.

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

MDU RESOURCES GROUP, INC.

Issued: August 29, 2000

A handwritten signature in black ink, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

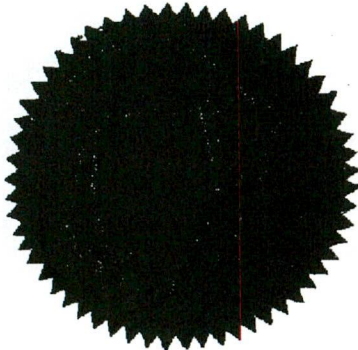
State of Delaware



Office of Secretary of State.

I, Walter Dent Smith, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "MINNESOTA NORTHERN POWER CO.", as received and filed in this office the fourteenth day of March, A. D. 1924, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this seventeenth day of June in the year of our Lord one thousand nine hundred and thirty-five.



Walter Dent Smith
Secretary of State.

State of Delaware



Office of Secretary of State

I Walter Dent Smith, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "MINNESOTA NORTHERN POWER CO.", as received and filed in this office the tenth day of December, A. D. 1924, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this seventeenth day of June in the year of our Lord one thousand nine hundred and thirty-five.


Walter Dent Smith
Secretary of State.

State of Delaware



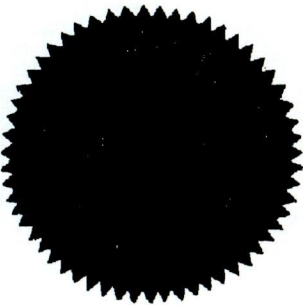
Office of Secretary of State.

I, Walter Dent Smith, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "MINNESOTA NORTHERN POWER CO.", as received and filed in this office the twenty-first day of June, A. D. 1926, at 11 o'clock A. M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this seventeenth day of June in the year of our Lord one thousand nine hundred and thirty-five.

Walter Dent Smith

Secretary of State.



State of Delaware



Office of Secretary of State.

I Walter Dent Smith, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "MINNESOTA NORTHERN POWER CO.", as received and filed in this office the twenty-fourth day of May, A. D. 1938, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this seventeenth day of June in the year of our Lord one thousand nine hundred and thirty-five.


Walter Dent Smith
Secretary of State.

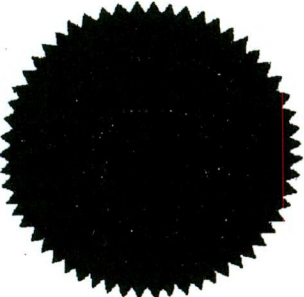
State of Delaware



Office of Secretary of State.

I, Walter Dent Smith, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Determination of Dividend Rate on Preferred Stock of the "MINNESOTA NORTHERN POWER CO.", as received and filed in this office the twenty-fifth day of May, A. D. 1928, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this seventeenth day of June in the year of our Lord one thousand nine hundred and thirty-five.


Walter Dent Smith
Secretary of State.

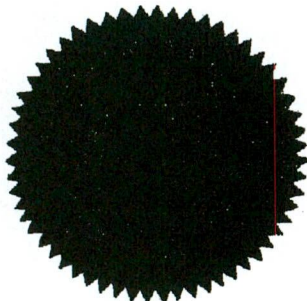
State of Delaware



Office of Secretary of State.

I, Walter Dent Smith, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "MINNESOTA NORTHERN POWER CO.", as received and filed in this office the thirteenth day of August, A. D. 1929, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this seventeenth day of June in the year of our Lord one thousand nine hundred and thirty-five.



Walter Dent Smith
Secretary of State.

State of Delaware



Office of Secretary of State.

I, *Walter Dent Smith*, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Determination of Dividend Rate on Preferred Stock of the "MINNESOTA NORTHERN POWER CO.", as received and filed in this office the thirteenth day of August, A. D. 1929, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this seventeenth day of June in the year of our Lord one thousand nine hundred and thirty-five.

Walter Dent Smith
Secretary of State.

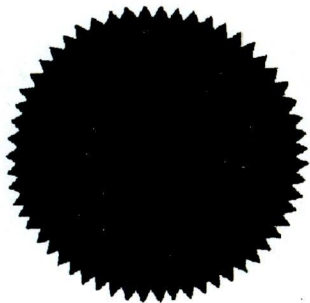
State of Delaware



Office of Secretary of State.

I, Walter Dent Smith, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Increase of Seven Per Cent Preferred Stock by Resolution of the Board of Directors of the "MINNESOTA NORTHERN POWER CO.", as received and filed in this office the seventh day of November, A. D. 1930, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this seventeenth day of June in the year of our Lord one thousand nine hundred and thirty-five.



Walter Dent Smith
Secretary of State.

State of Delaware



Office of Secretary of State

I, Walter Dent Smith, Secretary of State of the State of Delaware,

do hereby certify that the Certificate of Incorporation of the "MINNESOTA NORTHERN POWER CO.", was received and filed in this office the fourteenth day of March, A. D. 1924, at 11 o'clock A.M.;

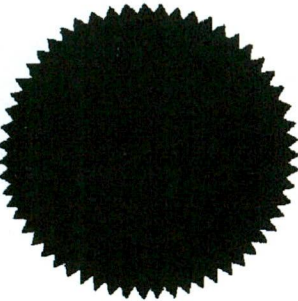
And I do hereby further certify that the Certificate of Agreement of Merger and Consolidation between the "MINNESOTA NORTHERN POWER CO.", "MONTANA-DAKOTA UTILITIES CO.", and "GAS DEVELOPMENT COMPANY", under the name of the "MONTANA-DAKOTA UTILITIES CO.", was received and filed in this office the seventeenth day of June, A. D. 1935, at 11 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence not having been cancelled or dissolved so far as the records of this office show and is duly authorized to transact business.

In Testimony Whereof, I have hereunto set my hand
and official seal, at Dover, this
seventeenth day of June, in the year
of our Lord one thousand nine hundred
and thirty-five.

Walter Dent Smith

Secretary of State.



State of Delaware



Office of Secretary of State

I Walter Dent Smith, Secretary of State of the State of Delaware,

do hereby certify that the following are all of the instruments on file and of record in my office relating to "MONTANA-DAKOTA UTILITIES CO.", a corporation originally incorporated under the name "MINNESOTA NORTHERN POWER CO.", March 14, 1924:

- ✓ 1. Certificate of Incorporation filed March 14, 1924;
- ✓ 2. Certificate of Amendment filed December 10, 1924;
- ✓ 3. Certificate of Amendment filed June 21, 1926;
- ✓ 4. Certificate of Amendment filed May 24, 1928;
- ✓ 5. Certificate of Creation of 6% Series Preferred Stock by Resolution of Board of Directors filed May 25, 1928;
- ✓ 6. Certificate of Amendment filed August 13, 1929;
- ✓ 7. Certificate of Increase of 6% Series Preferred Stock by Resolution of Board of Directors filed August 13, 1929;
- ✓ 8. Certificate of Increase of 7% Preferred Stock by Resolution of Board of Directors filed November 7, 1930;
- ✓ 9. Agreement of Merger and Consolidation between "MINNESOTA NORTHERN POWER CO.", "MONTANA-DAKOTA UTILITIES CO.", and "GAS DEVELOPMENT COMPANY", with and into "MINNESOTA NORTHERN POWER CO.", the name of which was thereby changed to "MONTANA-DAKOTA UTILITIES CO.", filed June 17, 1935;
- ✓ 10. Certificate of Reduction of Capital filed June 17, 1935.

In Testimony Whereof, I have hereunto set my hand

and official seal, at Dover, this
seventeenth day of June, in the year
of our Lord one thousand nine hundred
and thirty-five.

Walter Dent Smith

Secretary of State.

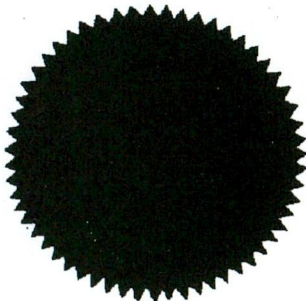
State of Delaware



Office of Secretary of State.

I, Walter Dent Smith, Secretary of State of the State of Delaware,
do hereby certify *that the above and foregoing is a true and correct copy of*
Certificate of Agreement of Merger and Consolidation between the
"MINNESOTA NORTHERN POWER CO.", "MONTANA-DAKOTA UTILITIES CO.",
and "GAS DEVELOPMENT COMPANY", under the name of the "MONTANA-
DAKOTA UTILITIES CO.", as received and filed in this office the
seventeenth day of June, A. D. 1935, at 11 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover, this eighteenth day
of June in the year of our Lord
one thousand nine hundred and thirty-five.



Walter Dent Smith
Secretary of State.

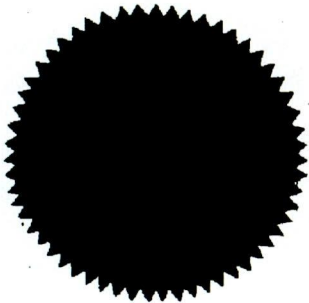
State of Delaware



Office of Secretary of State

I, Walter Dent Smith, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Reduction of Capital of the "MINNESOTA NORTHERN POWER CO.", as received and filed in this office the seventeenth day of June, A. D. 1935, at 11 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal, at Dover, this eighteenth day of June in the year of our Lord one thousand nine hundred and thirty-five.



Walter Dent Smith

Secretary of State.

Certificate of Foreign Corporation

The Montana-Dakota Utilities Co., a corporation organized and existing under the laws of the State of Delaware, by its Vice Assistant President and Secretary, does hereby certify:

That Montana-Dakota Utilities Co., a corporation, was incorporated under the laws of the State of Delaware as Minnesota Northern Power Co. on March 14, 1924 and

that it is engaged in active business under its charter.

IN WITNESS WHEREOF, the said Montana-Dakota Utilities Co.

has caused this certificate to be signed by its Vice Asst. President and Secretary and its corporate seal to be hereunto affixed this

25th day of June 1935

Montana-Dakota Utilities Co.

By [Signature] Vice President.

By [Signature] Asst. Secretary.

STATE OF MINNESOTA
County of HENNEPIN ss.

On this 25 day of June A. D. 1935, before me a Notary Public in and for the County

of Hennepin and State of Minnesota personally appeared R.M. Heskett

Vice President, and E. R. Gamble Asst. Secretary of said Corporation, and each being duly sworn deposes and says

that he is the Vice Assistant President and Secretary respectively of said Corporation, and that jointly they have full right and

authority to execute and sign the foregoing instrument on behalf of and for the said Corporation, and that the same is

as valid and binding as if executed and signed by the Board of Directors of said Corporation.

[Signature] Vice President.

[Signature] Asst. Secretary.

[Signature] Notary Public.

MARGARET FORBES
Notary Public, Hennepin County, Minn.
Commission Expires April 13, 1940.

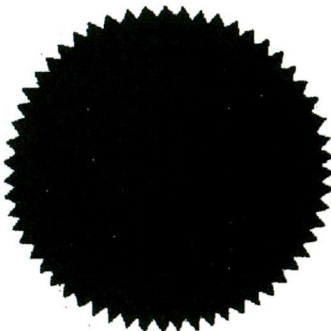
State of Delaware



Office of Secretary of State

I, Walter Dent Smith, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Agreement of Merger and Consolidation between the
"MONTANA-DAKOTA UTILITIES CO.", "MONTANA-DAKOTA POWER COMPANY",
and "MONTANA CITIES GAS COMPANY", under the name of the "MONTANA-
DAKOTA UTILITIES CO.", as received and filed in this office the
thirteenth day of March, A. D. 1936, at 3 o'clock P.M.

*In Testimony Whereof, I have hereunto set my hand
and official seal at Dover, this* thirteenth *day*
of March *in the year of our Lord*
one thousand nine hundred and thirty-six.



Walter Dent Smith
Secretary of State.

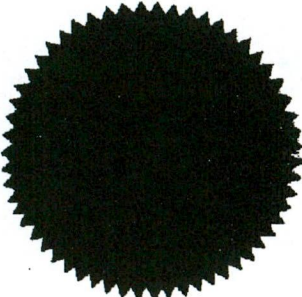
State of Delaware



Office of Secretary of State

I Walter Dent Smith, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "MONTANA-DAKOTA UTILITIES CO.", as received and filed in this office the twenty-seventh day of April, A. D. 1936, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this first day of May in the year of our Lord one thousand nine hundred and thirty-six.



Walter Dent Smith
Secretary of State.

APPLICATION OF FOREIGN CORPORATION FOR A CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN NORTH DAKOTA

TO THE SECRETARY OF STATE,
State of North Dakota, Bismarck, N. Dak.

Montana-Dakota Utilities Co.

....., a corporation incorporated and existing under the laws of the State of Delaware....., in compliance with the provisions of Section 5 of Chapter 116, Laws of North Dakota for 1937, known as the North Dakota Foreign Corporation Act, does hereby certify and set forth with respect to said corporation:

(1) Its name is Montana-Dakota Utilities Co...... and the (state) (country) of organization is Delaware.....

(2) It agrees to add..... to its name for use in the State of North Dakota so that the name of this corporation which it will use in the State of North Dakota is..... (See instructions below.)

(3) The date of its incorporation was March 14....., 1 924....., and the period of its duration is Perpetual.....

(4) The address of its principal office in the state or country of organization is 100 West Tenth Street, Wilmington, Delaware..... (See instructions below.)

(5) The address of its proposed registered office in the State of North Dakota is Bismarck..... (See instructions below); and the name of its proposed resident agent in the State of North Dakota is James Trimble..... whose address is identical with that of its proposed registered office above set forth.

(6) It irrevocably consents to service of process upon it as set forth in section 13 of the North Dakota Foreign Corporation Act or any amendment thereto.

(7) The names and respective addresses of its officers and directors are as follows:

NAME	ADDRESS (See instructions below)	OFFICE
<u>C. G. Yankey</u>	<u>Wausau, Wisconsin</u>	<u>President and Director</u>
<u>Ben Alexander</u>	<u>Conway Bldg., Chicago</u>	<u>V. Pres. & Director</u>
<u>R. M. Heskett</u>	<u>831 Second Avenue South, Minneapolis, Minnesota</u>	<u>V. Pres., Treas. & Director</u>
<u>Aytoh. P. Woodson</u>	<u>Wausau, Wisconsin</u>	<u>Secretary & Director</u>
<u>J. S. Alexander</u>	<u>Wausau, Wisconsin</u>	<u>Director</u>
<u>H. L. Geisse</u>	<u>65 W. Jackson Blvd., Chicago</u>	<u>Director</u>
<u>F. R. Gamble</u>	<u>831 Second Avenue South Minneapolis, Minnesota</u>	<u>Ass't. Sec'y. & Ass't. Treas.</u>
.....
.....

(8) Its authorized aggregate number of shares having par value is 100 000 preferred shares
800 000 common shares
of the par value of \$ 10.00 per share and its authorized aggregate number of shares with-
out par value is None, which authorized shares are itemized by classes and
series as follows:

<u>6% Series Preferred Stock</u>	<u>20 000 shares</u>
<u>5% Series Preferred Stock</u>	<u>80 000 shares</u>
<u>Common Stock</u>	<u>800 000 shares</u>

(9) The issued or allotted aggregate number of its par value shares is 77 331 3/5 preferred shares
679 559 1/6 common shares
of the par value of \$ 10.00 per share and the issued or allotted aggregate number of its
shares without par value is None, which shares are itemized by classes and
series as follows:

(10) The officers executing this application for a certificate of authority to transact business in the
State of North Dakota have been duly authorized so to do by its Board of Directors.

IN WITNESS WHEREOF, Said corporation has caused this application to be executed by its Vice
President and its Assistant Secretary and its corporate seal to be hereunto affixed this
17th day of February, A. D. 19 38.

AFFIX

CORPORATE

SEAL

Montana-Dakota Utilities Co.

[Signature] Vice President.

[Signature] Ass't. Secretary.

STATE OF MINNESOTA }
County of Hennepin } ss.

On this 17th day of February, A. D. 19 38, before me personally appeared

R. M. Heskett and F. R. Gamble

to me personally known, who, being by me duly sworn, did say that they are respectively the Vice
President and Ass't. Secretary of Montana-Dakota Utilities Co.

that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said

instrument was executed in behalf of said corporation by authority of its Board of Directors; that they have read the foregoing application subscribed by them and know the contents thereof, and that the same is true of their own knowledge; and said R. M. Heskett

and F. R. Gamble acknowledged said instrument to be the free act and deed of said corporation.

Amey Russell
Notary Public, _____ County,

AFFIX
NOTARIAL
SEAL
State of N.D.

My commission expires _____

INSTRUCTIONS

Item (2)—If the name of the corporation ends with the word "Corporation" or the word "Incorporated" or the abbreviation "Inc." or contains the word "Company" or the abbreviation "Co." not immediately preceded by the word "and" or the character "&", this item may be disregarded by the applicant corporation; otherwise, the first blank in Item (2) must be filled in with the word "Incorporated" or the abbreviation "Inc." and the second blank must be filled in with the name of the applicant corporation with the added word or abbreviation which it agrees to use in the State of North Dakota. See Section 5 (a) (2) of North Dakota Foreign Corporation Act.

Items (4), (5) and (7)—The addresses given must include the name of the post office, street and number, if any, or name of building and room or office number therein when customarily used as part of a mailing address.

Fees—Initial License Fee \$50.00 (Sec. 6).

For filing application \$5.00 (Sec. 21 (a) (1).)

For issuing Certificate \$2.00 (Sec. 21 (a) (7).)

For remittance with certificate of authority to the register of deeds of county of registered office in North Dakota \$1.00 (Sec. 21 (b)—of North Dakota Foreign Corporation Act, Chapter 116 Laws of North Dakota for 1887.

FOR RECORD BY THE SECRETARY OF STATE OF THE STATE OF NORTH DAKOTA.

All fees and charges paid on February 28, 1938
Certificate issued and recorded, No. 352
Certificate transmitted with fee of \$1.00 to register of deeds, Burlingh
County, on March 14, 1938
Della Erickson Clerk.

FOREIGN CORPORATION
FILE NUMBER 352

(For re-qualification under 1937 Act, to accompany regular printed form of Application.)

**NORTH DAKOTA
IN RE LICENSED FOREIGN CORPORATION'S APPLICATION FOR
CERTIFICATE OF AUTHORITY**

Montana-Dakota Utilities Co., a corporation incorporated and existing under the laws of the State of Delaware applying for a Certificate of Authority to transact business in North Dakota under Chapter 116, Laws of North Dakota for 1937, known as the North Dakota Foreign Corporation Act does hereby certify:

That it holds a license to do business in North Dakota.

~~(A) That its Articles of Incorporation have never been amended~~

(or)

(Use paragraphs A or B whichever are applicable.)

(B) That its Articles of Incorporation were amended as per list on back and certified copies of the Certificate of Amendment have been filed in the office of the Secretary of State of North Dakota. There have been no other amendment of its Articles of Incorporation.

~~(C) That its stated capital has never been reduced~~

(or)

(Use paragraphs C or D whichever are applicable.)

(D) That its stated capital was reduced on June 17, 1935, and an authenticated copy of the certificate filed in connection with said reduction of stated capital has ~~been~~ been filed in the office of the Secretary of State of North Dakota. There has been no other reduction of its stated capital.

~~(E) That it has never been merged, consolidated or changed.~~


(Omit (F) if A and C are used.)

(F) That attached hereto is an authenticated copy of (state nature of instruments attached.)

Exhibits A and B with reference to merger.

IN WITNESS WHEREOF, the undersigned corporation has caused this statement to be executed by its Assistant Secretary this 17th day of February A. D. 1938

MONTANA-DAKOTA UTILITIES CO.


(~~President~~ Assistant Secretary).

LIST OF AMENDMENTS

December	10, 1924	(Increase of Capital)
June	21, 1926	(Amendment to Powers)
May	24, 1928	(Increase of Capital)
August	13, 1929	(Increase of Capital)
November	7, 1930	(Increase of Capital)
June	17, 1935	(Merger and change of name)
June	17, 1935	(Reduction of Capital)
April	27, 1936	(Change in dividend rates)

No. 352

UNITED STATES OF AMERICA

DEPARTMENTS

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

I, JAMES D. GRONNA, Secretary of State
of the State of North Dakota, do hereby certify that

MONTANA-DAKOTA UTILITIES CO.

whose corporate name in North Dakota is

the same

a corporation of the State of Delaware, incorporated on the

Fourteenth day of March, 1 924, with Perpetual existence

therefrom, and which maintains a registered office in the State of North Dakota at Number _____,

_____ in the City of

Bismarck

County of Burleigh

has duly complied with the provisions of the North Dakota Foreign Corporation Act, Chapter 116, Laws of North Dakota for 1937, and is authorized to do business herein with all the powers, rights, and privileges, and subject to the limitations, duties, and restrictions which by law appertain thereto.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this Twenty-eighth day of February A. D., 1938.

STATE SEAL

JAMES D. GRONNA

Secretary of State

By G. A. GILBERTSON

Deputy

FOREIGN CORPORATION
Certificate of Authority

File No. 352

DUPLICATE

Buy "Dakota Maid" Flour

State of Delaware



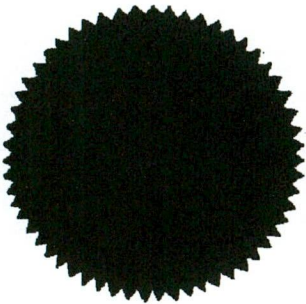
Office of Secretary of State

William J. Storey,

~~Harry A. Willey~~ Secretary of State of the State of Delaware,

do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "MONTANA-DAKOTA UTILITIES CO.", as received and filed in this office the thirtieth day of September, A. D. 1943, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this thirtieth day of September in the year of our Lord one thousand nine hundred and forty-three.



William J. Storey
Secretary of State

State of Delaware

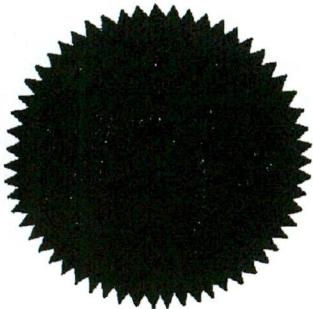


Office of Secretary of State

I William J. Storey, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Amendment of the "MONTANA-DAKOTA UTILITIES CO.",
as received and filed in this office the thirty-first day of
August, A.D. 1945, at 3:30 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover, this thirty-first day
of August in the year of our Lord
one thousand nine hundred and forty-five.



William Storey
Secretary of State.

State of Delaware



Office of Secretary of State.

I, William J. Storey, Secretary of State of the State of Delaware,
do hereby certify *that the above and foregoing is a true and correct copy of*
Certificate of Reduction of Capital of the "MONTANA-DAKOTA
UTILITIES CO.", as received and filed in this office the thirty-
first day of August, A.D. 1945, at 3:30 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this thirty-first *day*
of August *in the year of our Lord*
one thousand nine hundred and forty-five.


William J. Storey,
Secretary of State.

FOREIGN CORPORATION

Notice of Change of Registered Office - Registered Agent, or Both, of

MONTANA-DAKOTA UTILITIES CO.

To THE SECRETARY OF STATE,
State of North Dakota, Bismarck, N. Dak.

MONTANA-DAKOTA UTILITIES CO.

....., a corporation

incorporated and existing under the laws of the State of Delaware
in compliance with the provisions of Section 10 of Chapter 116, Laws of North Dakota for 1937, known
as the North Dakota Foreign Corporation Act, does hereby certify and set forth with respect to the
Registered Office, -Registered Agent, or both, of said corporation in North Dakota, the following state-
ment:

(a) The name of corporation making this statement is Montana-Dakota Utilities Co.

....., and the name which
this corporation uses in the State of North Dakota is Montana-Dakota Utilities Co.

..... (See instructions below.)

(b) The address of its present registered office in the State of North Dakota is Bismarck,
North Dakota.

(c) The address of its registered office in the State of North Dakota from and after the date of filing
of this statement with the Secretary of State of North Dakota is 122 Broadway,
Bismarck, North Dakota (See instructions below.)

(d) The name of its present registered agent in the State of North Dakota is James Trimble.

(e) The name of its registered agent in the State of North Dakota from and after the date of the filing
of this statement with the Secretary of State of North Dakota is John F. Sullivan.

(f) The change of registered office, -registered agent, or both, in the State of North Dakota, as above
set forth, was authorized by resolution duly adopted by the Board of Directors of this corporation on the
28th day of January, 1946

In Witness Whereof, the undersigned corporation has caused this statement to be executed by its

Vice- President and Assistant Secretary and its corporate seal to be hereunto affixed this

28th day of February, A. D. 1946

CORPORATE
SEAL

MONTANA-DAKOTA UTILITIES CO.,

Sevil A. Smith

Vice-President

Assistant Secretary

STATE OF MINNESOTA }
County of Hennepin } ss.

On this 18th day of February, A. D. 1946, before me personally appeared

Cecil W. Smith and F. R. Gamble

to me personally known, who, being by me duly sworn, did say that they are respectively the Vice-
President and Assistant Secretary of Montana-Dakota Utilities Co.

that the seal affixed to the foregoing instrument is
the corporate seal of said corporation, and that said instrument was executed in behalf of said corpora-
tion by authority of its Board of Directors; that they have read the foregoing application subscribed
by them and know the contents thereof, and that the same is true of their own knowledge; and said
Cecil W. Smith and F. R. Gamble
acknowledged said instrument to be the free act and deed of said corporation.

AFFIX

Stetson M. Boyle
Notary Public, Hennepin County,

NOTARIAL

State of Minnesota

SEAL

My Commission Expires Jan. 21, 1953

INSTRUCTIONS

Items (b) and (c) — The addresses given must include the name of the post office, street and number, if any, or name of building and room or office number therein when customarily used as part of a mailing address.

See further Sections 9 and 10 of Chapter 116, Laws of North Dakota 1957.

Fees—Filing change of registered agent only, \$1.00.

Filing change of registered office, when change is within county: Filing fee, \$1.00; Certificate, \$2.00; Register of Deeds fee, \$1.00. Total \$4.00.

Filing change of registered office, when change is to new county: Filing fee, \$1.00; Certificate (2), \$4.00; Register of Deeds fee, \$2.00. Total \$7.00.

FOR RECORD BY THE SECRETARY OF STATE OF THE STATE OF NORTH DAKOTA

All fees and charges paid on March 8, 1946

FOREIGN CORPORATION

Amended Certificate issued Mar. 8, 1946; and transmitted to register of deeds of
Burleigh County on March 8, 1946

FILE NUMBER 352

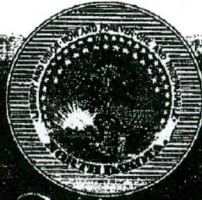
Certified copy of amended certificate issued _____; and transmitted
to register of deeds of _____ County on _____

Clerk Irena Walters

No. 462

UNITED STATES OF AMERICA

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

I, ~~THOMAS HALL~~, Secretary of State

of the State of North Dakota, do hereby certify that

MONTANA-DAKOTA UTILITIES CO., a corporation of the State of Delaware, duly authorized to do business in the State of North Dakota under the provisions of the North Dakota Foreign Corporation Act, Chapter 116, Laws of North Dakota, for 1937, Foreign Corporation Certificate of Authority and File No. 333, has filed with this department Notice of Change of Registered Office and Registered Agent.

The address of the Registered Office in the State of North Dakota from and after this date is 123 Broadway, Bismarck, North Dakota, and the name of its Registered Agent in the State of North Dakota from and after this date is John F. Sullivan.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this Eighth day of March A. D., 19 46.

SEAL

THOMAS HALL

Secretary of State

FOREIGN CORPORATION
Certificate of Change of Registered Office and Registered Agent.

File No. 333

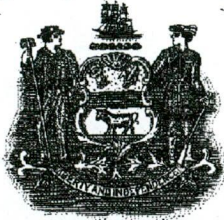
By _____

Deputy

DUPLICATE

Buy "Dakota Maid" Flour

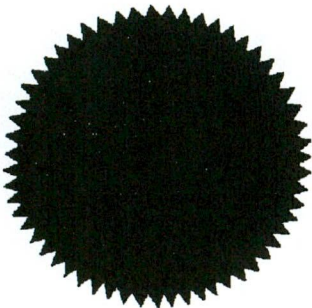
State of Delaware



Office of Secretary of State

I William J. Storey, Secretary of State of the State of Delaware,
do hereby certify *that the above and foregoing is a true and correct copy of*
Certificate of Amendment of the "MONTANA-DAKOTA UTILITIES CO.", as
received and filed in this office the twelfth day of March, A. D.
1947, at 9 o'clock A. M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover, this twelfth *day*
of March *in the year of our Lord*
one thousand nine hundred and forty-seven.




Secretary of State

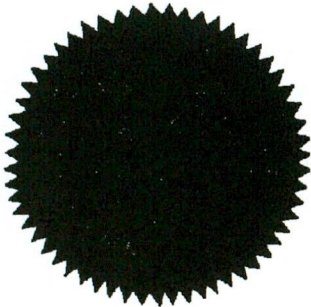
State of Delaware

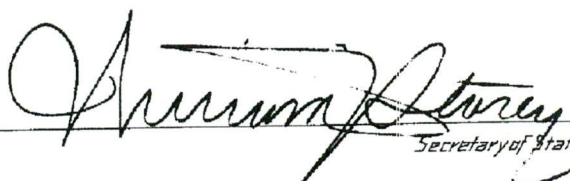


Office of Secretary of State.

I, **William J. Storey**, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "MONTANA-DAKOTA UTILITIES CO.", as received and filed in this office the first day of June, A.D. 1948, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this first day of June in the year of our Lord one thousand nine hundred and forty-eight.




Secretary of State

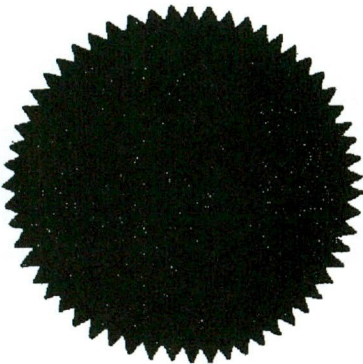
State of Delaware



Office of Secretary of State

I, *Harris B. McDowell, Jr.*, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "MONTANA-DAKOTA UTILITIES CO.", as received and filed in this office the ninth day of January, A.D. 1951 at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this ninth day of January in the year of our Lord one thousand nine hundred and fifty-one.



Harris B. McDowell, Jr.
Secretary of State

Allen A. Nohel
Ass't. Secretary of State

FOREIGN CORPORATION

Notice of Change of Registered Office—Registered Agent, or Both, of

TO THE SECRETARY OF STATE,
State of North Dakota, Bismarck, N. Dak.

~~Montana-Dakota Utilities Co.~~....., a corporation
incorporated and existing under the laws of the State of Delaware
in compliance with the provisions of Section 10 of Chapter 116, Laws of North Dakota for 1937, known
as the North Dakota Foreign Corporation Act, does hereby certify and set forth with respect to the
Registered Office, Registered Agent, or both, of said corporation in North Dakota, the following state-
ment:

(a) The name of corporation making this statement is ~~Montana-Dakota Utilities Co.~~.....
....., and the name which
this corporation uses in the State of North Dakota is ~~Montana-Dakota Utilities Co.~~.....

(See instructions below.)

(b) The address of its present registered office in the State of North Dakota is Bismarck.....

(c) The address of its registered office in the State of North Dakota from and after the date of filing
of this statement with the Secretary of State of North Dakota is same.....

(See instructions below.)

(d) The name of its present registered agent in the State of North Dakota is John E. Sullivan.....

(e) The name of its registered agent in the State of North Dakota from and after the date of the filing
of this statement with the Secretary of State of North Dakota is Walter G. Renden.....

(f) The change of ~~registered office~~, registered agent, or both, in the State of North Dakota, as above
set forth, was authorized by resolution duly adopted by the Board of Directors of this corporation on the
29th day of January, 1951.

In Witness Whereof, the undersigned corporation has caused this statement to be executed by its
Vice President and Assistant Secretary and its corporate seal to be hereunto affixed this
19 day of February, A. D. 1951.

CORPORATE
SEAL

~~MONTANA-DAKOTA UTILITIES CO.~~.....
 Cecil W. Smith , Vice President
 [Signature] , Assistant Secretary

STATE OF MINNESOTA }
County of HENNEPIN } ss.

On this 19th day of February, A. D. 1951, before me personally appeared

Cecil W. Smith and Jorgen Lone

to me personally known, who, being by me duly sworn, did say that they are respectively the Vice President and Assistant Secretary of Montana-Dakota Utilities Co.

that the seal affixed to the forgoing instrument is the corporate seal of said corporation, and that said instrument was executed in behalf of said corporation by authority of its Board of Directors; that they have read the foregoing application subscribed by them and know the contents thereof, and that the same is true of their own knowledge; and said Cecil W. Smith and Jorgen Lone acknowledged said instrument to be the free act and deed of said corporation.

AFFIX

NOTARIAL

SEAL

MARIE V. SALMON
Notary Public, Hennepin County, Minn.
Residing at Minneapolis, Minn.
My Commission Expires March 7, 1954.

Marie V. Salmon
Notary Public, Hennepin County,
State of Minnesota
My Commission Expires March 7, 1954

INSTRUCTIONS

Items (b) and (c)—The addresses given must include the name of the post office, street and number, if any, or name of building and room or office number therein when customarily used as part of a mailing address.

See further Sections 9 and 10 of Chapter 116, Laws of North Dakota 1937.

Fees—Filing change of registered agent only, \$1.00.

Filing change of registered office, when change is within county: Filing fee, \$1.00; Certificate, \$2.00; Register of Deeds fee, \$1.00. Total \$4.00.

Filing change of registered office, when change is to new county: Filing fee, \$1.00; Certificate (2), \$4.00; Register of Deeds fee, \$2.00. Total \$7.00.

FOR RECORD BY THE SECRETARY OF STATE OF THE STATE OF NORTH DAKOTA

All fees and charges paid on FEBRUARY 23, 1951

Amended Certificate issued; and transmitted to register of deeds of County on

Certified copy of amended certificate issued; and transmitted to register of deeds of County on

Clerk ANNE FRANSEN

FOREIGN CORPORATION

FILE NUMBER 352

Buy "Dakota Maid" Flour

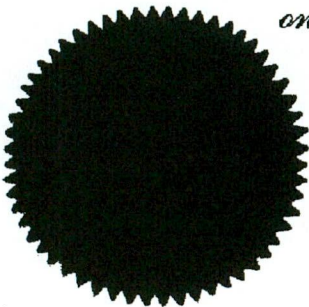
State of Delaware



Office of Secretary of State

I, John N. McDowell, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Designation of the 4.70% Series Preferred Stock of the "MONTANA-DAKOTA UTILITIES CO.", as received and filed in this office the twenty-ninth day of November, A.D. 1955, at 3:30 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this thirteenth day of December in the year of our Lord one thousand nine hundred and fifty-five.



John N. McDowell
Secretary of State

M. D. Lamberton
Asst. Secretary of State

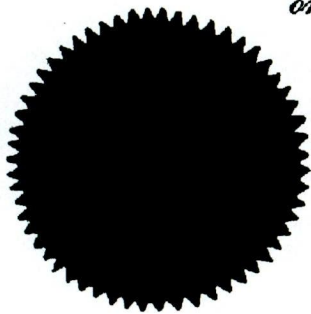
State of Delaware



Office of Secretary of State

I, George J. Schulz, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "MONTANA-DAKOTA UTILITIES CO.", as received and filed in this office the twenty-fourth day of April, A.D. 1959, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-fourth *day of* April *in the year of our Lord one thousand nine hundred and* fifty-nine.



George J. Schulz
Secretary of State

M. D. Tomlinson

Asst. Secretary of State

State of Delaware



Office of Secretary of State

I, *George J. Schulz*, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "MONTANA-DAKOTA UTILITIES CO.", as received and filed in this office the sixteenth day of December, A.D. 1960, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this sixteenth day of December in the year of our Lord one thousand nine hundred and sixty.



George J. Schulz
Secretary of State
M. D. Tomlinson

Ass't. Secretary of State

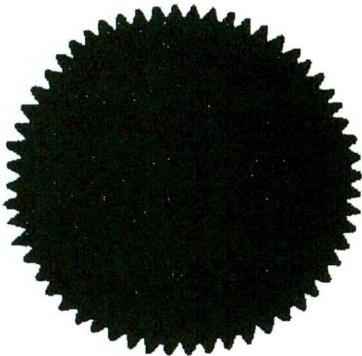
State of Delaware



Office of Secretary of State.

J. Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Designation of 5.10% Series Preferred Stock of the
"MONTANA-DAKOTA UTILITIES CO.", as received and filed in this office
the twenty-eighth day of April, A. D. 1961, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-eighth day
of April in the year of our Lord
one thousand nine hundred and sixty-one.



J. Elisha C. Dukes

Secretary of State

A. F. Brown

Ass't Secretary of State

State of Delaware



Office of Secretary of State

J. Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "MONTANA-DAKOTA UTILITIES CO.",
as received and filed in this office the twenty-seventh day of
April, A.D. 1964, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-seventh day
of April in the year of our Lord
one thousand nine hundred and sixty-four.

J. Elisha C. Dukes

Secretary of State

R. L. Duns

Asst Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH
OF

MONTANA-DAKOTA UTILITIES CO.

To the Secretary of State
of the State of North Dakota:

Pursuant to the provisions of Section 10 or 111 of the North Dakota Business Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

First: The name of the corporation is Montana-Dakota Utilities Co.

Second: The address of its present registered office is Bismarck, North Dakota

Third: The address to which its registered office is to be changed is Bismarck,
North Dakota - 320 No. 4th (Box 400)

Fourth: The name of its present registered agent is Walter Renden

Fifth: The name of its successor registered agent is William R. Pearce

Sixth: The address of its registered office and the address of the business office of its registered agent as changed will be identical.

Seventh: Such change was authorized by resolution duly adopted by its board of directors.

Dated November 24 19 65

MONTANA-DAKOTA UTILITIES CO.
(Exact Corporate Name)
By David M. Heskett APPROVED
David M. Heskett, President BY [Signature]

David M. Heskett being first duly sworn says that he is the President of Montana-Dakota Utilities Co. and that he has read the foregoing application and knows the contents thereof, and verily believes the statements made therein to be true.

David M. Heskett

Subscribed and sworn to before me this 24th day of November 19 65

Earl H. A. Isensee
Notary Public
Earl H. A. Isensee
State of Minnesota, Henn. County
My Commission Expires Jan. 10 19 70

Certificate No. 352

Filing Date Nov. 24, 1965

Recorded in Volume _____

Page _____

[Signature]
Secretary of State

Deputy

"Buy Dakota Maid Flour"



State of DELAWARE

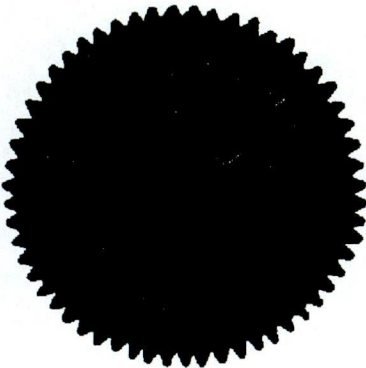


Office of SECRETARY OF STATE

I, Robert H. Reed, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Amendment of the "MONTANA-DAKOTA UTILITIES CO.", as received and filed in this office the twenty-ninth day of April, A.D. 1974, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-ninth day of April in the year of our Lord one thousand nine hundred and seventy-four.



Robert H. Reed
Robert H. Reed Secretary of State

M. B. Siddle
Ass't Secretary of State

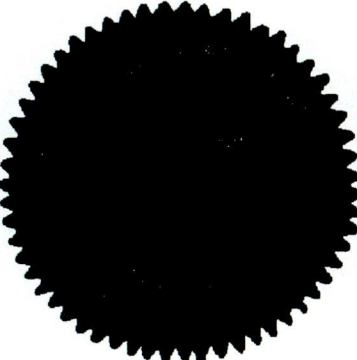


State of DELAWARE

Office of SECRETARY OF STATE

I, Robert H. Reed, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Designation of 11% Series Preferred Stock of the "Montana-Dakota Utilities Co.", as received and filed in this office the twelfth day of November, A.D. 1974, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this _____ twelfth day of _____ November in the year of our Lord one thousand nine hundred and _____ seventy-four.



Robert H. Reed

Robert H. Reed

Secretary of State

Grover A. Biddle

Grover A. Biddle Assistant Secretary of State



State of DELAWARE



Office of SECRETARY OF STATE

I, Robert H. Reed, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "MONTANA-DAKOTA UTILITIES CO.", as received and
filed in this office the twenty-eighth day of April, A.D. 1975, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* twenty-eighth *day*
of April *in the year of our Lord*
one thousand nine hundred and seventy-five .



Robert H. Reed

Robert H. Reed

Secretary of State

Grover A. Biddle

Grover A. Biddle Assistant Secretary of State

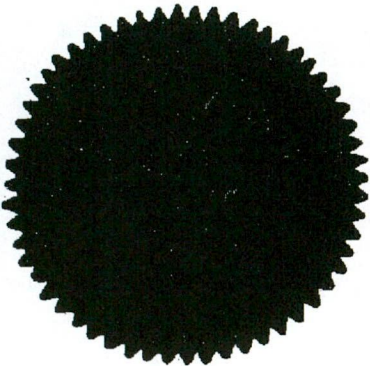


State
of
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "MONTANA-DAKOTA UTILITIES CO.", as received and filed
in this office the eighteenth day of January, A.D. 1978, at 4:29 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-third day
of June in the year of our Lord
one thousand nine hundred and seventy-eight.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

John W. [unclear]

Assistant Secretary of State

(Applicable to both Domestic and Foreign Corporations)

FEE \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH
OF

MONTANA-DAKOTA UTILITIES CO.

To the Secretary of State
of the State of North Dakota:

Pursuant to the provisions of Sections 10-1910 or 10-2209 of the North Dakota Business Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

First: The name of the corporation is MONTANA-DAKOTA UTILITIES CO.

Second: The address of its present registered office is 320 North Fourth Street,
Bismarck, North Dakota 58501

Third: The address to which its registered office is to be changed is 400 North Fourth
Street, Bismarck, North Dakota 58501

Fourth: The name of its present registered agent is William R. Pearce

Fifth: The name of successor registered agent is Joseph R. Maichel

Sixth: The address of its registered office and the address of the business office of its registered agent as changed will be identical.

Seventh: Such change was authorized by resolution duly adopted by its board of directors.

Dated September 15 1978

MONTANA-DAKOTA UTILITIES CO.

(Exact Corporate Name)

By [Signature]

(Signature of President or Vice-President)

J. A. SCHUCHART, President

J. A. SCHUCHART

President

being first duly sworn says that he is [Signature]

and that he has read the foregoing application and

knows the contents thereof, and verily believes the statements made therein to be true.

By [Signature]

(Signature of Executing Officer)

J. A. SCHUCHART

Subscribed and sworn to before me this 15th day of September 1978 [Signature]

[Signature]

Notary Public

Wanda C. Thompson

NOTARIAL SEAL

State of North Dakota

Filing Date 9-21-78

My Commission Expires 11-9- 1980

[Signature]
Secretary of State

Deputy

RECEIVED
SEP 21 1978
STATE OF NORTH DAKOTA



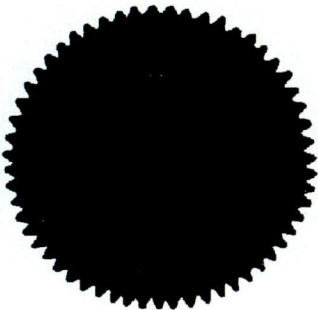
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "Montana-Dakota Utilities Co.", as received and
filed in this office the twenty-fifth day of April, A.D. 1979, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-fifth *day*
of April *in the year of our Lord*
one thousand nine hundred and seventy-nine.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

[Signature]

Assistant Secretary of State

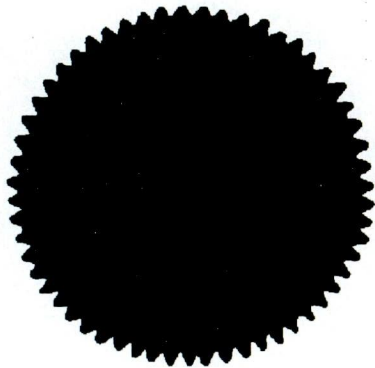


State
of
DELAWARE

Office of SECRETARY OF STATE

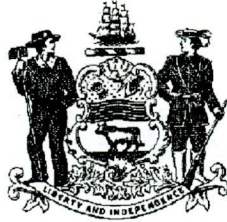
I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate Designating 10.25% Series Preferred Stock A of the "MONTANA-DAKOTA
UTILITIES CO.", as received and filed in this office the twelfth day of December,
A.D. 1980, at 11:30 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ twelfth _____ day
of _____ December _____ in the year of our Lord
one thousand nine hundred and _____ eighty.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Designation
filed in this office on December 29, 1981

STATE OF NORTH CAROLINA
Department of State
Filed for record the 5th
day of March 1982
Glenn C. Kenton
SECRETARY OF STATE
Lee M. [Signature]
DEPUTY



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: E. Anna

DATE: February 10, 1982

Domestic and Foreign Business Corporations - Fee \$7.50
Domestic and Foreign Nonprofit Corporations - Fee \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

To the Secretary of State,
State of North Dakota

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

1. The name of the corporation is Montana-Dakota Utilities Co.
2. The address of its present registered office is: 400 North Fourth Street,
Bismarck, N.D.
3. The address of the new registered office is: _____
(Complete street address required. A post office box number may be added.)
4. The name of its present registered agent is Joseph R. Maichel
5. The name of successor registered agent is Steven G. Gerhart
6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.



Dated May 5, 19 83 Montana-Dakota Utilities Co.
(Corporate Name)

Joseph R. Maichel
(Signature of President or Vice President)

 * VERIFICATION *
 *
 * Joseph R. Maichel, being first duly sworn says that he is the
 * (Name of above officer)
 * Group Vice President - Distribution and that he has read the foregoing application
 * (Title)
 * and knows the contents thereof, and verily believes the statements made therein to be true.
 *
 * By Leonie Orchard
 * (Verification Officer Signature)
 *
 * Subscribed and sworn to before me this 5th day of May, 19 83.
 *
 * Leonie Orchard
 * (Notary Public)
 *
 * Notary Seal State of North Dakota
 *
 * My Commission expires: 10-22-88
 *
 * *****

Filing Date 7-12, 19 83
Ben Miller
Secretary of State



State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on May 5, 1983

STATE OF NORTH DAKOTA }
Department of State }
Filed for record the 13th
day of May 1983
Gene Miller
SECRETARY OF STATE
Lee M.
DEPUTY

SECRETARY OF STATE
CAPITOL BUILDING
BISMARCK, N.D. 58505

MAY 10 '83

RECEIVED



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: M. T. ...

DATE: May 5, 1983



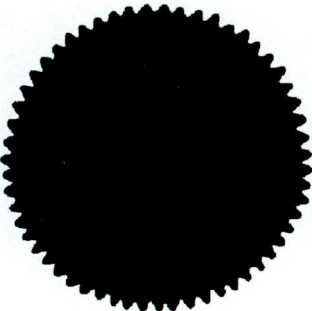
State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware, do hereby certify that the "Montana-Dakota Utilities Co.", filed a Certificate of Amendment, changing its corporate title to "MDU RESOURCES GROUP, INC.", on the twenty-fifth day of April, A.D. 1985, at 1 o'clock P.M.

Certificate No. 1396
Filing Date 7-25 1985
Ben Miller
(Secretary of State)
SM
(By Deputy)

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-fifth day of June in the year of our Lord one thousand nine hundred and eighty-five.



Michael Harkins
Michael Harkins, Secretary of State

Application For
AMENDED CERTIFICATE OF AUTHORITY

TO THE SECRETARY OF STATE
State of North Dakota, Bismarck, N.D.

Pursuant to the provisions of Chapter 10-22 of the North Dakota Business Corporation Act, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in your State, and for that purpose submits the following statements:

1. A Certificate of Authority was issued to the corporation by your office on July 2, 19 35, authorizing it to transact business in your State under the name of Montana-Dakota Utilities Co.

2. The corporate name of the corporation has been changed to MDU Resources Group, Inc.
(If name has not been changed, insert words "No Change")

3. The corporate name of this corporation is the same as, or deceptively similar to the name of a domestic corporation, or a domestic limited partnership existing under the laws of North Dakota, or of a foreign corporation or foreign limited partnership authorized to transact business in North Dakota, or a name the exclusive right to which is reserved, or a fictitious name or trade name registered in North Dakota. Therefore, attached to this application for certificate of authority is one of the following:
(Check one.)
 - A resolution of the board of directors adopting a trade name for use in transacting business in this state, together with an application and all requirements to register such trade name.
The trade name adopted is _____
 - Written consent of the corporation or other holder of a reserved or registered name, together with a filing fee of \$10.
 - A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of this corporation to the use of the name in North Dakota.
 - Not Applicable

4. The name of this corporation does not contain the word "corporation", "company", "incorporated", or "limited", or an abbreviation of one of these words. The name of the corporation with one of these words or abbreviations it elects to add for use in North Dakota is _____

(over)

REC'D
JUL 25 1935

5. It desires to pursue in the transaction of business in your State other or additional purposes than set forth in its prior application for a Certificate of Authority, as follows: No Change
(If purposes not changed, insert words "No Change")

6. This application is accompanied by a certified statement of amendment duly authenticated by the proper officer of the state or country where the corporation is incorporated.

We the undersigned have read the foregoing application, know the contents thereof, and verily believe the statements made therein to be true.

Dated: July 19, 1985

By Joseph R. Marchel
(President or Vice President) JRM
And Robert W. Hubert
(Secretary or Assistant Secretary)

Certificate No. 1396

Filed: July 25, 19 85

Receipt No. 08619 Filed By: Em

Ken Min
Secretary of State

By _____
Deputy

Certificate No. 1334



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come:

I, Ben Hester, Secretary of State of the State of North Dakota do hereby certify that duplicate originals of an application of MONTANA-DAKOTA UTILITIES CO. for an amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the North Dakota BUSINESS Corporation Act, 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 me by law, hereby issues this amended Certificate of Authority to MONTANA-DAKOTA UTILITIES CO. to transact business in this State under the name of MDU RESOURCES GROUP, INC. and attaches hereto a duplicate original of the application for such amended certificate.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this 25th day of July, A. D., 1967

Ben Hester Secretary of State
By _____ Deputy

File No. 333-7

Domestic and Foreign Business Corporations - Fee \$ 10.00
Domestic and Foreign Nonprofit Corporations - Fee \$5.00

352-F

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

To the Secretary of State
State of North Dakota


Pursuant to the provisions of Sections 10-19-10 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

1. The name of the corporation is MDU Resources Group, Inc.
2. The present address of record of the registered office is: 400 North Fourth Street,
Bismarck, ND 58501
3. The address of the new registered office is: _____
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: Steven G. Gerhart
5. The name of successor registered agent is Lester H. Loble, II
6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

MDU RESOURCES GROUP, INC.

Dated: December 22, 19 87



(Signature of President or Vice President)

H. J. Mellen, Jr., Senior Vice President -
Finance and Chief Financial Officer

Filing Date 1-4, 19 88

Secretary of State Ben Meier By Bm

Receipt # 31970-F

DEC 31 11 42 AM '87
BEN MEIER
SEC. OF STATE

STATEMENT OF CONSENT TO SERVE AS REGISTERED AGENT

To the Secretary of State
State of North Dakota

File No. 352-F

To be filed by Domestic and Foreign Business Corporations.
File duplicate originals - (Two copies, both bearing original signatures.)
Filing fee - \$10.00

Complete this section if the registered agent is an individual.

I, Lester H. Loble, II, hereby accept the appointment to serve
(Print legibly or type)
in the capacity of registered agent for the corporation known as MDU Resources Group, Inc.

(Exact corporate name)

December 22, 19 87
(Month, Day, & Year)

Lester H Loble II
(Signature of registered agent)

Complete this section if the registered agent is a corporation.

I, _____, being the _____ of
(Print legibly or type) (Title)

(Exact corporate name)

_____ hereby accept on behalf of

(Exact corporate name)

_____ the appointment to serve in the
capacity of registered agent for the corporation known as _____

(Exact corporate name)

_____, 19 _____
(Month, Day, & Year)

(Exact corporate name of corporation acting as agent)

By _____

(Title)

This filing is pursuant to Sec. 10-18.1-18, Sec. 10-22-06, and Sec. 10-22-08, N.D.C.C.

Filing Date: 1-4, 1988

Bruce Miller By LM

Receipt No. 31970-F

BEN MEIER
SEC. OF STATE
DEC 31 11 54 AM '87



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY FOR FOREIGN BUSINESS CORPORATION
SECRETARY OF STATE
 SFN 13107 (3-92)

File 352 F

FOR OFFICIAL USE ONLY	
ID Number	1344307
WKO Number	420419
Date Filed	9-29-95
Clerk	SR

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

Pursuant to Section 10-22-13 of the North Dakota Century Code, the undersigned officer of the corporation submits the following information for an amended certificate of authority:

1. Name of Corporation as Authorized by the North Dakota Secretary of State: **MDU Resources Group, Inc.**

2. Amended Authority is Required Because of Change of
 Name
 Purpose(s) pursued in the transaction of business in the State of North Dakota

3. Corporate Name as Amended: **Not Applicable**

4. Corporate Name to be Used in North Dakota Pursuant to Section 10-22-03 or 10-31-06 of the North Dakota Century Code (SEE INSTRUCTION): **Not Applicable**

5. The amended corporate name is the same as, or deceptively similar to a name registered with the North Dakota Secretary of State and the application for an amended certificate of authority is being submitted with:
 Consent to use of name
 A resolution of the board of directors adopting a trade name for use in transacting business in North Dakota, and an application therefor.
 The trade name adopted is:

Certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota

A. Complete Mailing Address of Principal Place of Business (Street, PO Box, City, State, Zip) 400 North Fourth Street, Bismarck, ND 58501		B. Telephone Number 222-7852	C. Federal ID Number 41-0423660
A. State or Country Where Incorporated Delaware	B. Address in State or Country Where Incorporated 1209 Orange Street Wilmington, DE 19801	C. Date Incorporated March 14, 1924	D. Duration of Corporation <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Other (Specify)

A. Name of Registered Agent in North Dakota Lester H. Loble, II	B. Federal ID/Social Security Number of Registered Agent 616-11-1060
---	--

C. Address of Registered Agent in North Dakota (Street, PO Box, City, State, Zip Code)
400 North Fourth Street, Bismarck, ND 58501

5. Purpose or purposes the corporation proposes to pursue in the transaction of business in the State of North Dakota
 Any lawful act or activity, including but not limited to, (1) owning and operating electric and gas public utility systems and (2) transacting business as a multidimensional natural resource company.

OFFICERS AND DIRECTORS OF THE CORPORATION						
OFFICE	Check Box If Officer Also Serves As Director	NAME	SOCIAL SECURITY NUMBER	COMPLETE MAILING ADDRESS		
				Street	City	State Zip Code
PRESIDENT	<input type="checkbox"/>	See Exhibits 1 and 2				
VICE PRESIDENT	<input type="checkbox"/>					
SECRETARY	<input type="checkbox"/>					
TREASURER	<input type="checkbox"/>					
DIRECTOR						
DIRECTOR						

7. The application is accompanied by
 Amended certificate of authority fee of \$40
 Certified statement of amendment duly authenticated by the incorporating officer of the state or country of incorporation.

Certification of professional license
 Signed consent to use of name and fee of \$10
 Trade Name application and fee of \$25
 Consent of registered agent and fee of \$10

8. The undersigned, an officer of the corporation, has read the foregoing application, knows the contents thereof, and believes the statements made thereon to be true.

MDU RESOURCES GROUP, INC.

By: [Signature] 8/14/95
Date

MDU Resources Group, Inc.
Directors

Name	Social Security No.	Address
John A. Schuchart	[REDACTED]	400 N. 4th St., Bismarck, ND 58501
H. J. Mellen, Jr.	[REDACTED]	400 N. 4th St., Bismarck, ND 58501
Douglas C. Kane	[REDACTED]	400 N. 4th St., Bismarck, ND 58501
Richard L. Muus	[REDACTED]	1621 Sixth Street, SW, Minot, ND 58701
Robert L. Nance	[REDACTED]	P.O. Box 7168, Billings, MT 59103-7168
John L. Olson	[REDACTED]	P.O. Box 1708, Sidney, MT 59270-1708
San W. Orr, Jr.	[REDACTED]	P.O. Box 65, Wausau, WI 54402-8065
Charles L. Scofield	[REDACTED]	P.O. Box 2048, Williston, ND 58802-2048
Homer A. Scott, Jr.	[REDACTED]	P.O. Box 2007, Sheridan, WY 82801
J. T. Simmons	[REDACTED]	Ponderosa Acres Lot #2, Burbank, SD 57010
Stanley F. Staples, Jr.	[REDACTED]	P.O. Box 2137, Wausau, WI 54402-2137
Sister Thomas Welder	[REDACTED]	7500 University Dr., Bismarck, ND 58504-9652

MDU Resources Group, Inc.
Officers

Title	Name	Social Security No.	Address
Chairman of the Board of Directors	John A. Schuchart	[REDACTED]	400 N. 4th St. Bismarck, ND 58501
President & Chief Executive Officer	H. J. Mellen, Jr.	[REDACTED]	400 N. 4th St. Bismarck, ND 58501
Executive Vice President & Chief Operating Officer	Douglas C. Kane	[REDACTED]	400 N. 4th St. Bismarck, ND 58501
President & Chief Executive Officer of Montana-Dakota Utilities Co. Division	Ronald D. Tipton	[REDACTED]	400 N. 4th St. Bismarck, ND 58501
Vice President - Corporate Communications	Cathleen M. Christopherson	[REDACTED]	400 N. 4th St. Bismarck, ND 58501
Vice President, Controller & Chief Accounting Officer	Vernon A. Raile	[REDACTED]	400 N. 4th St. Bismarck, ND 58501
Vice President, Treasurer & Chief Financial Officer	Warren L. Robinson	[REDACTED]	400 N. 4th St. Bismarck, ND 58501
Vice President - Corporate Development	Martin A. White	[REDACTED]	400 N. 4th St. Bismarck, ND 58501
Vice President - Public Affairs & Environmental Policy	Robert E. Wood	[REDACTED]	400 N. 4th St. Bismarck, ND 58501
General Counsel and Secretary	Lester H. Loble, II	[REDACTED]	400 N. 4th St. Bismarck, ND 58501
Assistant Treasurer & Assistant Secretary	Douglass A. Mahowald	[REDACTED]	400 N. 4th St. Bismarck, ND 58501
Assistant Secretary	Douglas W. Schulz	[REDACTED]	400 N. 4th St. Bismarck, ND 58501

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "MDU RESOURCES GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTEENTH DAY OF MARCH, A.D. 1924, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TENTH DAY OF DECEMBER, A.D. 1924, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIRST DAY OF JUNE, A.D. 1926, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF MAY, A.D. 1928, AT 1 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FIFTH DAY OF MAY, A.D. 1928, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTEENTH DAY OF AUGUST, A.D. 1929, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRTEENTH DAY OF



Edward J. Freel

Edward J. Freel, Secretary of State

0342014 8310

950202053

AUTHENTICATION:

7630860

DATE:

09-06-95

Office of the Secretary of State

AUGUST, A.D. 1929, AT 10 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE SEVENTH DAY OF
NOVEMBER, A.D. 1930, AT 9 O'CLOCK A.M.

CERTIFICATE OF REDUCTION, FILED THE SEVENTEENTH DAY OF JUNE,
A.D. 1935, AT 11 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, CHANGING ITS NAME FROM
"MINNESOTA NORTHERN POWER CO." TO "MONTANA-DAKOTA UTILITIES
CO.", FILED THE SEVENTEENTH DAY OF JUNE, A.D. 1935, AT 11
O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE THIRTEENTH DAY
OF MARCH, A.D. 1936, AT 3 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF
APRIL, A.D. 1936, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF
SEPTEMBER, A.D. 1943, AT 9 O'CLOCK A.M.

CERTIFICATE OF REDUCTION, FILED THE THIRTY-FIRST DAY OF
AUGUST, A.D. 1945, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTY-FIRST DAY OF
AUGUST, A.D. 1945, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF MARCH,



E. J. Freel

Edward J. Freel, Secretary of State

0342014 8310

950202053

AUTHENTICATION:

7630860

DATE:

09-06-95

Office of the Secretary of State

A.D. 1947, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF JUNE, A.D. 1948, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF JANUARY, A.D. 1951, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 1955, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF APRIL, A.D. 1959, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTEENTH DAY OF DECEMBER, A.D. 1960, AT 10 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1961, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1964, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF APRIL, A.D. 1974, AT 10 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWELFTH DAY OF NOVEMBER, A.D. 1974, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF



Edward J. Freel

Edward J. Freel, Secretary of State

0342014 8310

950202053

AUTHENTICATION:

7630860

DATE:

09-06-95

State of Delaware
Office of the Secretary of State

APRIL, A.D. 1975, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE EIGHTEENTH DAY OF
JANUARY, A.D. 1978, AT 4:29 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE FOURTH DAY OF OCTOBER,
A.D. 1978, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF
APRIL, A.D. 1979, AT 10 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWELFTH DAY OF
DECEMBER, A.D. 1980, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 1981, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTH DAY OF MAY, A.D.
1983, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM
"MONTANA-DAKOTA UTILITIES CO." TO "MDU RESOURCES GROUP, INC.",
FILED THE TWENTY-FIFTH DAY OF APRIL, A.D. 1985, AT 1 O'CLOCK
P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF
APRIL, A.D. 1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF JUNE, A.D.



Edward J. Freel

Edward J. Freel, Secretary of State

0342014 8310

AUTHENTICATION:

7630860

950202053

DATE:

09-06-95

State of Delaware
Office of the Secretary of State

1987, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE FOURTEENTH DAY OF
DECEMBER, A.D. 1988, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF
APRIL, A.D. 1991, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF MAY, A.D.
1994, AT 10 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE SEVENTH DAY OF
NOVEMBER, A.D. 1994, AT 4 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE SEVENTH DAY OF
NOVEMBER, A.D. 1994, AT 4:01 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE SEVENTH DAY OF
NOVEMBER, A.D. 1994, AT 4:02 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE SEVENTH DAY OF
NOVEMBER, A.D. 1994, AT 4:03 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE NINTH DAY OF NOVEMBER, A.D.
1994, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.



Edward J. Freel

Edward J. Freel, Secretary of State

0342014 8310

AUTHENTICATION:

7630860

950202053

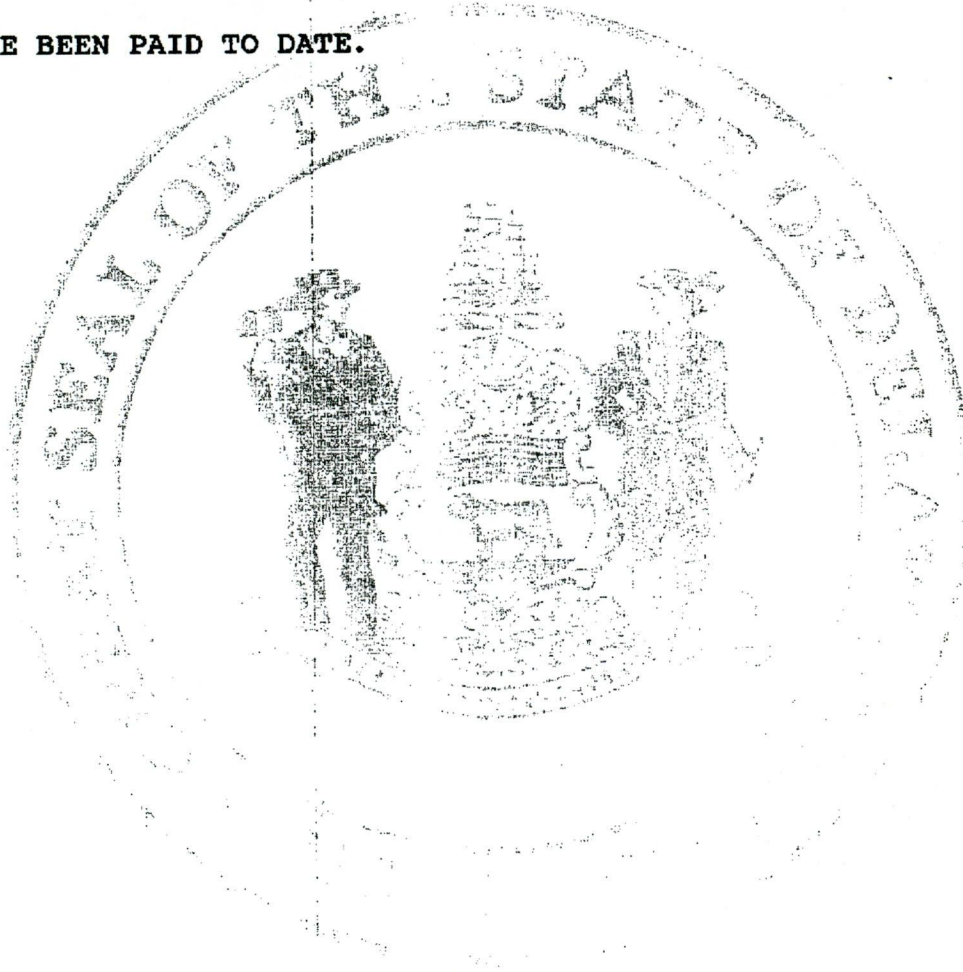
DATE:

09-06-95

State of Delaware
Office of the Secretary of State

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



E. J. Freel

Edward J. Freel, Secretary of State

0342014 8310

950202053

AUTHENTICATION:

7630860

DATE:

09-06-95

Copy

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MDU RESOURCES GROUP, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF MAY, A.D. 1994, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0342014 8100

950164329

AUTHENTICATION:

DATE:

7582143

07-24-95

Copy

5-2-94

MDU RESOURCES GROUP, INC.
Certificate of Amendment
of
Certificate of Incorporation

MDU Resources Group, Inc., a corporation duly organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. That the Board of Directors of said Corporation, at a meeting duly convened and held on the 4th day of November, 1993, proposed two separate amendments to the Certificate of Incorporation of the Corporation, as heretofore amended, and at said meeting adopted resolutions setting forth the proposed amendments, declaring their advisability, and directing that the proposed amendments be considered at the next annual meeting of said Corporation by the stockholders entitled to vote in respect thereof, such amendments being set forth in the Corporation's Proxy Statement for the 1994 Annual Stockholders Meeting as follows:

RESOLVED, that the Board of Directors of MDU Resources Group, Inc., (the "Corporation") hereby declares it advisable:

(a) that, as permitted by law, the purpose of the Corporation be amended to include any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware to reflect the fact that the Corporation is a multidimensional natural resource company; and

(b) that, in order to effect the foregoing the Certificate of Incorporation of the Corporation, as heretofore amended, be further amended by deleting Article THIRD in its entirety, and by inserting in place thereof a new Article THIRD to read as follows:

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. Included within this purpose, without limiting the generality of the foregoing sentence is (1) to own and operate electric and gas public utility systems and (2) to transact business as a multidimensional natural resource company.

The Corporation shall have and exercise all the powers conferred upon corporations by the General Corporation Law of Delaware.

FURTHER RESOLVED, that the Board of Directors hereby directs that the proposed amendment be attached as an exhibit to the proxy statement for the Company's Annual Meeting of Stockholders to be held on April 26, 1994, for consideration by the Stockholders entitled to vote in respect thereof.

* * * * *

RESOLVED, that the Board of Directors of MDU Resources Group, Inc. hereby declares it advisable:

(A) That the number of shares of Common Stock which the Company is authorized to issue be increased from 50,000,000 shares of Common Stock with the par value of \$5.00, to 75,000,000 shares with the par value of \$3.33, effective at the close of business on the date on which the appropriate Certificate of Amendment to the Company's Certificate of Incorporation is filed in the office of the Secretary of State of the State of Delaware;

(B) That, in order to effect the foregoing, the Certificate of Incorporation of the Company, as heretofore amended, be further amended by deleting the first paragraph of Article FOURTH, and by inserting in place thereof a new first paragraph of said Article FOURTH to read as follows:

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is Seventy-seven Million (77,000,000) divided into four classes, namely, Preferred Stock, Preferred Stock A, Preference Stock, and Common Stock. The total number of shares of such Preferred Stock authorized is Five Hundred Thousand (500,000) shares of the par value of One Hundred Dollars (\$100) per share (hereinafter called the "Preferred Stock") amounting in the aggregate to Fifty Million

Dollars (\$50,000,000). The total number of shares of such Preferred Stock A authorized is One Million (1,000,000) shares without par value (hereinafter called the "Preferred Stock A"). The total number of shares of such Preference Stock authorized is Five Hundred Thousand (500,000) shares without par value (hereinafter called the "Preference Stock"). The total number of shares of such Common Stock authorized is Seventy-five Million (75,000,000) of the par value of Three and 33/100 Dollars (\$3.33) per share (hereinafter called the "Common Stock"), amounting in the aggregate to Two Hundred Forty-nine Million Seven Hundred Fifty Thousand Dollars (\$249,750,000).

FURTHER RESOLVED, that the Board of Directors hereby directs that the proposed amendment be attached as an exhibit to the proxy statement for the Company's Annual Meeting of Stockholders to be held on April 26, 1994 for consideration by the Stockholders entitled to vote in respect thereof.

A copy of the resolutions was attached as Exhibit A and Exhibit B to the Corporation's Proxy Statement for the 1994 Annual Stockholders Meeting, and the body of the Proxy Statement contained a discussion of the proposed amendments.

2. That thereafter, on the 26th day of April, 1994, at 11:00 a.m., in accordance with the Bylaws of the Corporation, and upon notice given in accordance with the laws of the State of Delaware and said Bylaws, the Annual Meeting of Stockholders of the Corporation was held, and there were present at such meeting, in person or by proxy, the holders of more than a majority of the shares of Common Stock of the Corporation outstanding and entitled to vote, constituting a quorum of said stockholders.

3. That at said Annual Meeting of Stockholders, the proposals to amend the Certificate of Incorporation (i) to modify the corporate purposes of the Corporation and (ii) to increase the number of authorized shares of Common Stock from 50,000,000 shares

to 75,000,000 shares and decrease the par value of such shares from \$5.00 per share to \$3.33 per share were presented for consideration, and a vote of the holders of the Common Stock voting in person or by proxy was taken for and against said proposal.

4. That a majority of the outstanding stock of the Corporation entitled to vote and present at the Annual Meeting in person or by proxy voted in favor of the proposal to amend Article THIRD to the Certificate of Incorporation as indicated in the following table:

	<u>Shares Out- standing</u>	<u>Shares Repre- sented</u>	<u>Shares Voted For Proposal</u>	<u>Shares Voted Against Proposal</u>
Common Stock	18,984,654	16,477,036	15,791,694	685,342*

*Includes 393,492 abstentions

5. That a majority of the outstanding stock of the Corporation entitled to vote and present at the Annual Meeting in person or by proxy voted in favor of the proposal to amend Article FOURTH to the Certificate of Incorporation as indicated in the following table:

	<u>Shares Out- standing</u>	<u>Shares Repre- sented</u>	<u>Shares Voted For Proposal</u>	<u>Shares Voted Against Proposal</u>
Common Stock	18,984,654	16,477,036	14,894,495	1,582,541*

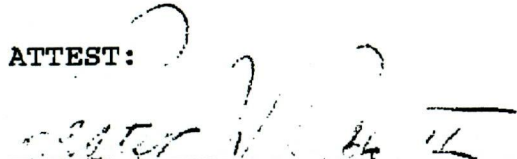
*Includes 391,087 abstentions


6. That said amendments to the Certificate of Incorporation of MDU Resources Group, Inc. as hereinbefore set forth have been therefore duly adopted in accordance with the provisions of Section 242 of the General Corporation Laws of the State of Delaware.

IN WITNESS WHEREOF, MDU Resources Group, Inc. has caused its corporate seal to be hereunto affixed, and this Certificate to be signed by John A. Schuchart, its Chairman of the Board and Chief Executive Officer, and Lester H. Loble, II, its Secretary, this 27th day of April, 1994.

MDU RESOURCES GROUP, INC.

ATTEST:


Lester H. Loble, II, Secretary

By: 
John A. Schuchart
Chairman of the Board and
Chief Executive Officer



**REGISTERED AGENT/OFFICE
STATEMENT OF CHANGE
SECRETARY OF STATE
SFN 13019 (9-97)**

FOR OFFICE USE ONLY

ID #	1,344,300
File #	352 F
WO #	592553
Filed	1/9/98 By <i>eb</i>

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1. **FILING FEE:** \$20.00 if changing the registered agent
FILING FEE: \$10.00 if changing the address of the registered agent
NO FEE: A fee is not required to add or change a post office box or when an address change is the result of rezoning or postal reassignment

**RECEIVED
JAN 08 1998
SEC. OF STATE**

TYPE OR PRINT LEGIBLY

2.A. Name of the organization (corporation, limited liability company, limited liability partnership, or real estate investment trust) NDU RESOURCES GROUP, INC.	B. Federal ID # 410423660
--	---

3. Registered agent and address of registered agent currently on record with the North Dakota Secretary of State
**LESTER H LOBLE II
400 N 4TH ST
BISMARCK ND 58501-4022**

4. Name of the new registered agent, or new name of an agent that has changed name
No change

5. New physical and mailing address of the registered agent (Complete address must include Street/RR, PO Box if applicable, city, state, zip + 4)
 This address may not only be a post office box number.
Physical Address: Schuchart Building, 918 East Divide Avenue, Bismarck, ND 58501
Mailing Address: P.O. Box 5650, Bismarck, ND 58506-5650
 The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6.A. Change of address is (check one) (SEE INSTRUCTION 6.A. on reverse) <input checked="" type="checkbox"/> Result of relocation, or appointment of new registered agent and address <input type="checkbox"/> Result of rezoning or postal reassignment	B. Does this address also serve as the principal place of business <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
---	---

7. This change was authorized (check one)
 By resolution duly adopted by the board of directors, the board of governors, the limited liability partnership, or real estate investment trust, OR
 By the registered agent whose name or business address has changed. The registered agent has mailed a copy of this statement to the organization.

8. The undersigned, a person authorized to sign this statement, knows the contents thereof, and believes the statements made to be true.

Lester H. Loble II / 12/19/97
 Original signature Date
Lester H. Loble, II

CONSENT OF NEWLY APPOINTED REGISTERED AGENT (Complete only if #4 above is completed)

9.A. 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	B. Social Security or Federal ID # of registered agent
--	--

10. The undersigned, as registered agent, or as authorized to sign on behalf of the registered agent, consents to act in the capacity of registered agent until removed or until a resignation is submitted to the Secretary of State in accordance with North Dakota laws.

 Original signature of newly appointed registered agent Date



**TRADE NAME
REGISTRATION
SECRETARY OF STATE
SFN 13401 (9-93)**

5
Nov 13 1995 3 39 47

FOR OFFICE USE ONLY

ID #	7534900		
WO #	433366		
Approved By			
Filed	1-3-96	By	NS
Expiration Date	1-3-2001		

1. FILING FEE \$25.00
Five Year Duration

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

For reference, see North Dakota Century Code, Chapter 47-25.

2. Trade Name

Montana-Dakota Utilities Co.*

3. The nature of the business transacted (in detail)

A public utility providing electric, natural gas, and propane service.

*(Note: Owner transacts its utility operations as "Montana-Dakota Utilities Co., a Division of MDU Resources Group, Inc.")

4. Trade Name is used and owned by (select one)

- Individual Corporation incorporated in state of _____
 Husband & Wife Limited Liability Company organized in state of _____
 Other - Define (See Instructions) _____

5. Telephone # of owner

701-222-7900

6. The owner(s), their Social Security/Federal ID #, and the addresses of their principal places of business

NAME	SOCIAL SECURITY/ FEDERAL ID #	COMPLETE ADDRESS			
		Street/RR	PO Box	City	State Zip Code
MDU Resources Group, Inc.	41-0423660	400 N. Fourth Street,		Bismarck, ND	58501
1344301					

7. I (we), a (the) owner(s), say that I (we) have read the foregoing registration, know the contents thereof, and believe the statements made thereon to be true.

MDU RESOURCES GROUP, INC.

By: *Douglas C. Kane* / 11/9/95
Signature Date

Douglas C. Kane
Executive Vice President and Chief Operating Officer

Signature Date

SEARCH OF RECORDS REPORT

April 26, 1990

MDU RESOURCES GROUP, INC.
BOX 1457
BISMARCK, ND 58502

The following is the base data on file in the Office of the Secretary of State on MDU RESOURCES GROUP, INC.

Entity Type: FOREIGN BUSINESS CORPORATION

State of Organization: DE

Current Status: Active

Status Date: 07/02/35

Last Annual Report Filed: 08/30/89

Last Annual Report Year: 89

Registered Agent: LESTER H. LOBLE, II

Address: 400 N. 4TH ST.
BISMARCK, ND
58501

Class: Number of Shares: Par:

For Reference: Darcy Schlosser
Clerk

701-224-4283
Phone

APPLICATION OF FOREIGN CORPORATION FOR A CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN NORTH DAKOTA

TO THE SECRETARY OF STATE,
State of North Dakota, Bismarck, N. Dak.

Montana-Dakota Utilities Co.-----, a corporation incorporated and
 existing under the laws of the State of Delaware-----, in compliance with the provisions
 of Section 5 of Chapter 116, Laws of North Dakota for 1937, known as the North Dakota Foreign Cor-
 poration Act, does hereby certify and set forth with respect to said corporation:

- (1) Its name is Montana-Dakota Utilities Co.-----and the (state)
 (country) of organization is Delaware-----.
- (2) It agrees to add-----to its name for use in the State of
 North Dakota so that the name of this corporation which it will use in the State of North Dakota is
 ----- (See instructions below.)
- (3) The date of its incorporation was March 14,-----, 1 924-----, and the period of its duration
 is Perpetual-----.
- (4) The address of its principal office in the state or country of organization is 100 West
Tenth Street, Wilmington, Delaware----- (See instructions below.)
- (5) The address of its proposed registered office in the State of North Dakota is-----
Bismarck----- (See instructions below); and the name of its
 proposed resident agent in the State of North Dakota is James Trimble
 whose address is identical with that of its proposed registered office above set forth.
- (6) It irrevocably consents to service of process upon it as set forth in section 13 of the North Da-
 kota Foreign Corporation Act or any amendment thereto.
- (7) The names and respective addresses of its officers and directors are as follows:

NAME	ADDRESS (See instructions below)	OFFICE
<u>C. C. Yawkey</u>	<u>Wausau, Wisconsin</u>	<u>President and Director</u>
<u>Ben Alexander</u>	<u>Conway Bldg., Chicago</u>	<u>V. Pres. & Director</u>
<u>R. M. Heskett</u>	<u>831 Second Avenue South, Minneapolis, Minnesota</u>	<u>V. Pres., Treas. & Director</u>
<u>Aytech. P. Woodson</u>	<u>Wausau, Wisconsin</u>	<u>Secretary & Director</u>
<u>J. S. Alexander</u>	<u>Wausau, Wisconsin</u>	<u>Director</u>
<u>H. L. Geisse</u>	<u>65 W. Jackson Blvd., Chicago</u>	<u>Director</u>
<u>F. R. Gamble</u>	<u>831 Second Avenue South Minneapolis, Minnesota</u>	<u>Ass't. Sec'y. & Ass't. Treas.</u>
-----	-----	-----
-----	-----	-----

(8) Its authorized aggregate number of shares having par value is 100 000 preferred shares
800 000 common shares
of the par value of \$ 10.00 per share and its authorized aggregate number of shares with-
out par value is None, which authorized shares are itemized by classes and
series as follows:

6% Series Preferred Stock	20 000 shares
5% Series Preferred Stock	80 000 shares
Common Stock	800 000 shares

(9) The issued or allotted aggregate number of its par value shares is 77 331 3/5 preferred shares
679 559 1/6 common shares
of the par value of \$ 10.00 per share and the issued or allotted aggregate number of its
shares without par value is None, which shares are itemized by classes and
series as follows:

(10) The officers executing this application for a certificate of authority to transact business in the
State of North Dakota have been duly authorized so to do by its Board of Directors.

IN WITNESS WHEREOF, Said coporation has caused this application to be executed by its Vice
President and its Assistant Secretary and its corporate seal to be hereunto afixed this
17th day of February, A. D. 19 38.

AFFIX
CORPORATE
SEAL

Montana-Dakota Utilities Co.
[Signature] Vice President.
[Signature] Ass't. Secretary.

STATE OF MINNESOTA }
County of Hennepin } ss.

On this 17th day of February, A. D. 19 38, before me personally appeared
R. M. Heskett and F. R. Gamble,
to me personally known, who, being by me duly sworn, did say that they are respectively the Vice
President and Ass't. Secretary of Montana-Dakota Utilities Co.,
that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said

instrument was executed in behalf of said corporation by authority of its Board of Directors; that they have read the foregoing application subscribed by them and know the contents thereof, and that the same is true of their own knowledge; and said R. M. Heskett

and F. R. Gamble acknowledged said instrument to be the free act and deed of said corporation.

Umy Spill

AFFIX Notary Public, _____ County,

NOTARIAL State of _____

SEAL My commission expires _____

INSTRUCTIONS

Item (2)—If the name of the corporation ends with the word "Corporation" or the word "Incorporated" or the abbreviation "Inc." or contains the word "Company" or the abbreviation "Co." not immediately preceded by the word "and" or the character "&", this item may be disregarded by the applicant corporation; otherwise, the first blank in Item (2) must be filled in with the word "Incorporated" or the abbreviation "Inc." and the second blank must be filled in with the name of the applicant corporation with the added word or abbreviation which it agrees to use in the State of North Dakota. See Section 5 (a) (2) of North Dakota Foreign Corporation Act.

Items (4), (5) and (7)—The addresses given must include the name of the post office, street and number, if any, or name of building and room or office number therein when customarily used as part of a mailing address.

Fees—Initial License Fee \$50.00 (Sec. 6).

For filing application \$5.00 (Sec. 21 (a) (1).)

For issuing Certificate \$2.00 (Sec. 21 (a) (7).)

For remittance with certificate of authority to the register of deeds of county of registered office in North Dakota \$1.00 (Sec. 21 (b))—of North Dakota Foreign Corporation Act, Chapter 116 Laws of North Dakota for 1937.

FOR RECORD BY THE SECRETARY OF STATE OF THE STATE OF NORTH DAKOTA.

All fees and charges paid on February 28, 1938

Certificate issued and recorded, No. 352

Certificate transmitted with fee of \$1.00 to register of deeds, Burlingame

County, on March 14, 1938

Della Erickson Clerk.

FOREIGN CORPORATION

FILE NUMBER 352

(For re-qualification under 1937 Act, to accompany regular printed form of Application.)

NORTH DAKOTA
IN RE LICENSED FOREIGN CORPORATION'S APPLICATION FOR
CERTIFICATE OF AUTHORITY

-----Montana-Dakota Utilities Co.-----, a corporation incorporated and existing under the laws of the State of Delaware----- applying for a Certificate of Authority to transact business in North Dakota under Chapter 116, Laws of North Dakota for 1937, known as the North Dakota Foreign Corporation Act does hereby certify:

That it holds a license to do business in North Dakota.

~~(A) That its Articles of Incorporation have never been amended.~~

(or)

(Use paragraphs A or B whichever are applicable.)

(B) That its Articles of Incorporation were amended ^{as} ~~in~~ per list on back ----- and ~~has~~ ^{copies} authenticated ~~copy~~ of the Certificates of Amendment ^{have} ~~has (has not)~~ been filed in the office of the Secretary of State of North Dakota. There ^{have} ~~has~~ been no other amendment of its Articles of Incorporation.

~~(C) That its stated capital has never been reduced.~~

(or)

(Use paragraphs C or D whichever are applicable.)

(D) That its stated capital was reduced on June 17, 1935 -----, and an authenticated copy of the certificate filed in connection with said reduction of stated capital has ~~(has not)~~ been filed in the office of the Secretary of State of North Dakota. There has been no other reduction of its stated capital.

~~(E) That it has never been a party to a consolidation or merger.~~

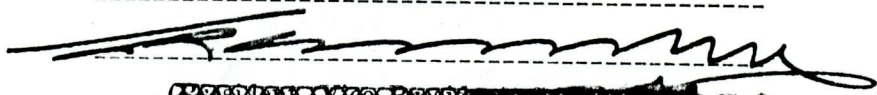
(Omit (F) if A and C are used.)

(F) That attached hereto is an authenticated copy of (state nature of instruments attached.)

Exhibits A and B with reference to merger.

IN WITNESS WHEREOF, the undersigned corporation has caused this statement to be executed by its Assistant Secretary this 17th day of February A. D. 19 38

MONTANA-DAKOTA UTILITIES CO.


(President, Vice President, or Assistant Secretary).

LIST OF AMENDMENTS

December	10, 1924	(Increase of Capital)
June	21, 1926	(Amendment to Powers)
May	24, 1928	(Increase of Capital)
August	13, 1929	(Increase of Capital)
November	7, 1930	(Increase of Capital)
June	17, 1935	(Merger and change of name)
June	17, 1935	(Reduction of Capital)
April	27, 1936	(Change in dividend rates)

Certificate of Foreign Corporation

The Montana-Dakota Utilities Co., a corporation organized and existing under the laws of the State of Delaware, by its Vice President and Assistant Secretary, does hereby certify:

That Montana-Dakota Utilities Co., a corporation, was incorporated under the laws of the State of Delaware as Minnesota Northern Power Co. on March 14, 1924 and that it is engaged in active business under its charter.

IN WITNESS WHEREOF, the said Montana-Dakota Utilities Co.

has caused this certificate to be signed by its Vice President and Asst. Secretary and its corporate seal to be hereunto affixed this

25th day of June 1935

Montana-Dakota Utilities Co.

By [Signature]
Vice President.

By [Signature]
Asst. Secretary.

STATE OF MINNESOTA }
County of HENNEPIN } ss.

On this 25 day of June A. D. 19 35, before me a Notary Public in and for the County of Hennepin and State of Minnesota personally appeared R.M. Heskett

Asst.
Vice President, and F. R. Gamble /Secretary of said Corporation, and each being duly sworn deposes and says that he is the Vice Assistant President and/Secretary respectively of said Corporation, and that jointly they have full right and authority to execute and sign the foregoing instrument on behalf of and for the said Corporation, and that the same is as valid and binding as if executed and signed by the Board of Directors of said Corporation.

[Signature]
Vice President.

[Signature]
Asst. Secretary.

[Signature]
Notary Public.

MARGARET FORBES
Notary Public, Hennepin County, Minn.
Commission expires April 13, 1946.

No. 352



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

I, JAMES D. GRONNA, Secretary of State of the State of North Dakota, do hereby certify that

MONTANA-DAKOTA UTILITIES CO.

whose corporate name in North Dakota is

the same

a corporation of the State of Delaware, incorporated on the fourteenth day of March, 1 924, with Perpetual existence therefrom, and which maintains a registered office in the State of North Dakota at Number _____,

_____ in the City of Bismarck, County of Burleigh, has duly complied with the provisions of the North Dakota Foreign Corporation Act, Chapter 116, Laws of North Dakota for 1937, and is authorized to do business herein with all the powers, rights, and privileges, and subject to the limitations, duties, and restrictions which by law appertain thereto.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this Twenty-eighth day of February A. D., 19 38.

STATE SEAL

JAMES D. GRONNA

Secretary of State

By C. A. GILBERTSON

Deputy

FOREIGN CORPORATION
Certificate of Authority

File No. 352

DUPLICATE

Buy "Dakota Maid" Flour

FOREIGN CORPORATION

Notice of Change of Registered Office - Registered Agent, or Both, of

MONTANA-DAKOTA UTILITIES CO.

To THE SECRETARY OF STATE,
State of North Dakota, Bismarck, N. Dak.

MONTANA-DAKOTA UTILITIES CO.

....., a corporation
incorporated and existing under the laws of the State of Delaware
in compliance with the provisions of Section 10 of Chapter 116, Laws of North Dakota for 1937, known
as the North Dakota Foreign Corporation Act, does hereby certify and set forth with respect to the
Registered Office,-Registered Agent, or both, of said corporation in North Dakota, the following state-
ment:

(a) The name of corporation making this statement is Montana-Dakota Utilities Co.
....., and the name which
this corporation uses in the State of North Dakota is Montana-Dakota Utilities Co.
..... (See instructions below.)

(b) The address of its present registered office in the State of North Dakota is Bismarck,
North Dakota.

(c) The address of its registered office in the State of North Dakota from and after the date of filing
of this statement with the Secretary of State of North Dakota is 122 Broadway,
Bismarck, North Dakota (See instructions below.)

(d) The name of its present registered agent in the State of North Dakota is James Trimble.

(e) The name of its registered agent in the State of North Dakota from and after the date of the filing
of this statement with the Secretary of State of North Dakota is John F. Sullivan.

(f) The change of registered office,-registered agent, or both, in the State of North Dakota, as above
set forth, was authorized by resolution duly adopted by the Board of Directors of this corporation on the
28th day of January, 1946.

In Witness Whereof, the undersigned corporation has caused this statement to be executed by its
Vice- President and Assistant Secretary and its corporate seal to be hereunto affixed this
28th day of February, A. D. 1946.

CORPORATE
SEAL

MONTANA-DAKOTA UTILITIES CO.,

Seal W Smith

Vice-President

~~Assistant~~ Secretary

STATE OF MINNESOTA }
County of Hennepin } ss.

On this 28th day of February, A. D. 1946, before me personally appeared
Cecil W. Smith and F. R. Gamble,
to me personally known, who, being by me duly sworn, did say that they are respectively the Vice-
President and Assistant Secretary of Montana-Dakota Utilities Co.
-----, that the seal affixed to the foregoing instrument is
the corporate seal of said corporation, and that said instrument was executed in behalf of said corpora-
tion by authority of its Board of Directors; that they have read the foregoing application subscribed
by them and know the contents thereof, and that the same is true of their own knowledge; and said
Cecil W. Smith and F. R. Gamble
acknowledged said instrument to be the free act and deed of said corporation.

AFFIX.
NOTARIAL
SEAL

Stephen M. Boyle
Notary Public, Hennepin County,
State of Minnesota
My Commission Expires Jan. 21, 1953

INSTRUCTIONS

Items (b) and (c)—The addresses given must include the name of the post office, street and number, if any, or name of building and room or office number therein when customarily used as part of a mailing address.

See further Sections 9 and 10 of Chapter 116, Laws of North Dakota 1937.

Fees—Filing change of registered agent only, \$1.00.

Filing change of registered office, when change is within county: Filing fee, \$1.00; Certificate, \$2.00; Register of Deeds fee, \$1.00. Total \$4.00.

Filing change of registered office, when change is to new county: Filing fee, \$1.00; Certificate (2), \$4.00; Register of Deeds fee, \$2.00. Total \$7.00.

FOR RECORD BY THE SECRETARY OF STATE OF THE STATE OF NORTH DAKOTA

All fees and charges paid on March 8, 1946
Amended Certificate issued Mar. 8, 1946; and transmitted to register of deeds of
Burleigh County on March 8, 1946
Certified copy of amended certificate issued _____; and transmitted
to register of deeds of _____ County on _____
Clerk Irene Walters

FOREIGN CORPORATION
FILE NUMBER 352

No. 462

UNITED STATES OF AMERICA



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

THOMAS HALL,

I, ~~FRANCIS STEPHENSON~~, Secretary of State of the State of North Dakota, do hereby certify that

MONTANA-DAKOTA UTILITIES CO., a corporation of the State of Delaware, duly authorized to do business in the State of North Dakota under the provisions of the North Dakota Foreign Corporation Act, Chapter 116, Laws of North Dakota, for 1937, Foreign Corporation Certificate of Authority and File No. 352, has filed with this department Notice of Change of Registered Office and Registered Agent.

The address of the Registered Office in the State of North Dakota from and after this date is 123 Broadway, Bismarck, North Dakota, and the name of its Registered Agent in the State of North Dakota from and after this date is John F. Sullivan.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this Eighth day of March A. D., 19 46.

SEAL

THOMAS HALL

Secretary of State

FOREIGN CORPORATION

Certificate of Change of Registered Office and Registered Agent.

File No. 352

DUPLICATE

By _____ Deputy

Buy "Dakota Maid" Flour

FOREIGN CORPORATION

Notice of Change of Registered Office—Registered Agent, or Both, of

TO THE SECRETARY OF STATE,
State of North Dakota, Bismarck, N. Dak.

~~Montana-Dakota Utilities Co.~~....., a corporation
incorporated and existing under the laws of the State of Delaware
in compliance with the provisions of Section 10 of Chapter 116, Laws of North Dakota for 1937, known
as the North Dakota Foreign Corporation Act, does hereby certify and set forth with respect to the
Registered Office,-Registered Agent, or both, of said corporation in North Dakota, the following state-
ment:

(a) The name of corporation making this statement is ~~Montana-Dakota Utilities Co.~~.....
....., and the name which
this corporation uses in the State of North Dakota is ~~Montana-Dakota Utilities Co.~~.....

(See instructions below.)

(b) The address of its present registered office in the State of North Dakota is Bismarck.....

(c) The address of its registered office in the State of North Dakota from and after the date of filing
of this statement with the Secretary of State of North Dakota is same.....

(See instructions below.)

(d) The name of its present registered agent in the State of North Dakota is John F. Sullivan.....

(e) The name of its registered agent in the State of North Dakota from and after the date of the filing
of this statement with the Secretary of State of North Dakota is Walter G. Renden.....

(f) The change of ~~registered office~~,-registered agent, or both, in the State of North Dakota, as above
set forth, was authorized by resolution duly adopted by the Board of Directors of this corporation on the
29th day of January, 1951.....

In Witness Whereof, the undersigned corporation has caused this statement to be executed by its
Vice..... President and Assistant..... Secretary and its corporate seal to be hereunto affixed this
19 day of February, A. D. 1951.....

CORPORATE
SEAL

MONTANA-DAKOTA UTILITIES CO.
Revil W. Smith, Vice President
[Signature], Assistant Secretary

STATE OF MINNESOTA }
County of HENNEPIN } ss.

On this 19th day of February, A. D. 1951, before me personally appeared Cecil W. Smith and Jorgen Lone, to me personally known, who, being by me duly sworn, did say that they are respectively the Vice President and Assistant Secretary of Montana-Dakota Utilities Co.

that the seal affixed to the forgoing instrument is the corporate seal of said corporation, and that said instrument was executed in behalf of said corporation by authority of its Board of Directors; that they have read the foregoing application subscribed by them and know the contents thereof, and that the same is true of their own knowledge; and said Cecil W. Smith and Jorgen Lone acknowledged said instrument to be the free act and deed of said corporation.

Marie V. Salmon
Notary Public, Hennepin County,
State of Minnesota
My Commission Expires March 7, 1954

AFFIX

NOTARIAL

SEAL

MARIE V. SALMON
Notary Public, Hennepin County, Minn.
Residing at [unclear], Minn.
My Commission Expires March 7, 1954.

INSTRUCTIONS

Items (b) and (c)—The addresses given must include the name of the post office, street and number, if any, or name of building and room or office number therein when customarily used as part of a mailing address.

See further Sections 9 and 10 of Chapter 116, Laws of North Dakota 1937.

Fees—Filing change of registered agent only, \$1.00.

Filing change of registered office, when change is within county: Filing fee, \$1.00; Certificate, \$2.00; Register of Deeds fee, \$1.00. Total \$4.00.

Filing change of registered office, when change is to new county: Filing fee, \$1.00; Certificate (2), \$4.00; Register of Deeds fee, \$2.00. Total \$7.00.

FOR RECORD BY THE SECRETARY OF STATE OF THE STATE OF NORTH DAKOTA

All fees and charges paid on FEBRUARY 23, 1951
Amended Certificate issued; and transmitted to register of deeds of
County on
Certified copy of amended certificate issued; and transmitted
to register of deeds of County on
Clerk ANNE FRANSEN

FOREIGN CORPORATION
FILE NUMBER 352

Buy "Dakota Maid" Flour

Fee \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH
OF

MONTANA-DAKOTA UTILITIES CO.

To the Secretary of State
of the State of North Dakota:

Pursuant to the provisions of Section 10 or 111 of the North Dakota Business Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

First: The name of the corporation is Montana-Dakota Utilities Co.

Second: The address of its present registered office is Bismarck, North Dakota

Third: The address to which its registered office is to be changed is Bismarck,
North Dakota - 320 No 4th (Box 400)

Fourth: The name of its present registered agent is Walter Renden

Fifth: The name of its successor registered agent is William R. Pearce

Sixth: The address of its registered office and the address of the business office of its registered agent as changed will be identical.

Seventh: Such change was authorized by resolution duly adopted by its board of directors.

Dated November 24 19 65.

MONTANA-DAKOTA UTILITIES CO.
(Exact Corporate Name)

By David M. Heskett APPROVED
David M. Heskett, President BY [Signature]

David M. Heskett, being first duly sworn says that he is the
President of Montana-Dakota Utilities Co. and that he has read the foregoing application and
knows the contents thereof, and verily believes the statements made therein to be true.

David M. Heskett

Subscribed and sworn to before me this 24th day of November 19 65.

Certificate No. 352

Filing Date Nov 29 19 65

Recorded in Volume _____

Page _____

[Signature]
Secretary of State

Deputy

Earl H. Isensee
Notary Public
Earl H. A. Isensee
State of Minnesota, Henn, County

My Commission Expires Jan. 10 19 70.

(Applicable to both Domestic and Foreign Corporations)

FEE \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH
OF

MONTANA-DAKOTA UTILITIES CO.

To the Secretary of State

of the State of North Dakota:

Pursuant to the provisions of Sections 10-1910 or 10-2209 of the North Dakota Business Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

First: The name of the corporation is MONTANA-DAKOTA UTILITIES CO.

Second: The address of its present registered office is 320 North Fourth Street,
Bismarck, North Dakota 58501

Third: The address to which its registered office is to be changed is 400 North Fourth
Street, Bismarck, North Dakota 58501

Fourth: The name of its present registered agent is William R. Pearce

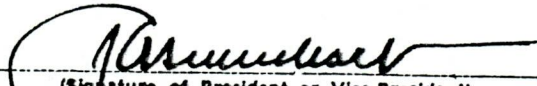
Fifth: The name of successor registered agent is Joseph R. Maichel

Sixth: The address of its registered office and the address of the business office of its registered agent as changed will be identical.

Seventh: Such change was authorized by resolution duly adopted by its board of directors.

Dated September 15 1978.

MONTANA-DAKOTA UTILITIES CO.
(Exact Corporate Name)

By 
(Signature of President or Vice-President)
J. A. SCHUCHART, President

J. A. SCHUCHART being first duly sworn says that he is the
President and that he has read the foregoing application and
knows the contents thereof, and verily believes the statements made therein to be true.

By 
(Signature of Executing Officer)
J. A. SCHUCHART

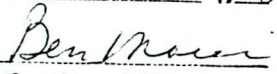

Subscribed and sworn to before me this 15th day of September 1978.


Notary Public
Wanda C. Thompson

NOTARIAL SEAL

State of North Dakota

My Commission Expires 11-9- 1980.

Filing Date 9-21 1978

Secretary of State

Deputy



Domestic and Foreign Business Corporations - Fee \$7.50
Domestic and Foreign Nonprofit Corporations - Fee \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

To the Secretary of State,
State of North Dakota

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

- The name of the corporation is Montana-Dakota Utilities Co.
- The address of its present registered office is: 400 North Fourth Street,
Bismarck, N.D.
- The address of the new registered office is: _____
(Complete street address required. A post office box number may be added.)
- The name of its present registered agent is Joseph R. Maichel
- The name of successor registered agent is Steven G. Gerhart
- The address of its registered office and the address of the business office of its registered agent as changed will be identical.
- Such change was authorized by resolution duly adopted by its board of directors.

Dated May 5, 19 83 Montana-Dakota Utilities Co.

Joseph R. Maichel
(Signature of President or Vice President)



* VERIFICATION *

Joseph R. Maichel, being first duly sworn says that he is the
(Name of above officer)
Group Vice President - Distribution and that he has read the foregoing application
(Title)
and knows the contents thereof, and verily believes the statements made therein to be true.

By Leonie Orchard
(Verification Officer Signature)

Subscribed and sworn to before me this 5th day of May, 19 83.

Leonie Orchard
(Notary Public)

Notary Seal

State of North Dakota

My Commission expires: 10-22-88

Filing Date 9-12, 19 83

Ben Miller BY SM
Secretary of State

Foreign Corporation
SUBMIT DUPLICATE ORIGINALS

File No. 352-A
Fee: \$40.00

Application For

AMENDED CERTIFICATE OF AUTHORITY

TO THE SECRETARY OF STATE
State of North Dakota, Bismarck, N.D.

Pursuant to the provisions of Chapter 10-22 of the North Dakota Business Corporation Act, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in your State, and for that purpose submits the following statements:

1. A Certificate of Authority was issued to the corporation by your office on July 2, 19 35, authorizing it to transact business in your State under the name of Montana-Dakota Utilities Co.

2. The corporate name of the corporation has been changed to MDU Resources Group, Inc.
(If name has not been changed, insert words "No Change")

3. The corporate name of this corporation is the same as, or deceptively similar to the name of a domestic corporation, or a domestic limited partnership existing under the laws of North Dakota, or of a foreign corporation or foreign limited partnership authorized to transact business in North Dakota, or a name the exclusive right to which is reserved, or a fictitious name or trade name registered in North Dakota. Therefore, attached to this application for certificate of authority is one of the following:
(Check one.)

A resolution of the board of directors adopting a trade name for use in transacting business in this state, together with an application and all requirements to register such trade name.

The trade name adopted is _____

Written consent of the corporation or other holder of a reserved or registered name, together with a filing fee of \$10.

A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of this corporation to the use of the name in North Dakota.

Not Applicable

4. The name of this corporation does not contain the word "corporation", "company", "incorporated", or "limited", or an abbreviation of one of these words. The name of the corporation with one of these words or abbreviations it elects to add for use in North Dakota is _____

(over)

RECEIVED
JUL 25 1935

5. It desires to pursue in the transaction of business in your State other or additional purposes than set forth in its prior application for a Certificate of Authority, as follows: No Change

(If purposes not changed, Insert words "No Change")

6. This application is accompanied by a certified statement of amendment duly authenticated by the proper officer of the state or country where the corporation is incorporated.

We the undersigned have read the foregoing application, know the contents thereof, and verily believe the statements made therein to be true.

Dated: July 19, 1985

By Joseph R. Marchel
(President or Vice President)
And Thomas J. Hubert
(Secretary or Assistant Secretary)

10/85

Certificate No. 1396

Filed: July 25, 19 85

Receipt No. 08619 Filed By: LM

Don Min

Secretary of State

By _____
Deputy

Certificate No. 1746

UNITED STATES OF AMERICA



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come:

I, Ben Meier, Secretary of State of the State of North Dakota do hereby certify that duplicate originals of an application of MONTANA-DAKOTA UTILITIES CO. for an amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the North Dakota BUSINESS Corporation Act, 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 me by law, hereby issues this amended Certificate of Authority to

MONTANA-DAKOTA UTILITIES CO.
to transact business in this State under the name of

MDU RESOURCES GROUP, INC.
and attaches hereto a duplicate original of the application for such amended certificate.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this 25th day of July A. D., 1935.

Ben Meier

Secretary of State

By _____

Deputy

File No. 382-F

Domestic and Foreign Business Corporations - Fee \$ 10.00
Domestic and Foreign Nonprofit Corporations - Fee \$5.00

352-F

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

1. The name of the corporation is MDU Resources Group, Inc.
2. The present address of record of the registered office is: 400 North Fourth Street,
Bismarck, ND 58501
3. The address of the new registered office is: _____
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: Steven G. Gerhart
5. The name of successor registered agent is Lester H. Loble, II
6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

MDU RESOURCES GROUP, INC.

Dated: December 22, 19 87



(Signature of President or Vice President)

H. J. Mellen, Jr., Senior Vice President-
Finance and Chief Financial Officer

Filing Date 1-4, 19 88

Ben Meier By Ben Meier
Secretary of State

Receipt # 31970-F

REC 31 11 42 AM '87
BEN MEIER
SEC. OF STATE

STATEMENT OF CONSENT TO SERVE AS REGISTERED AGENT

To the Secretary of State
State of North Dakota

File No. 352-F

To be filed by Domestic and Foreign Business Corporations.
File duplicate originals - (Two copies, both bearing original signatures.)
Filing fee - \$10.00

Complete this section if the registered agent is an individual.

I, Lester H. Loble, II, hereby accept the appointment to serve
(Print legibly or type)
in the capacity of registered agent for the corporation known as MDU Resources Group, Inc.

(Exact corporate name)

December 22, 19 87
(Month, Day, & Year)

Lester H Loble II
(Signature of registered agent)

Complete this section if the registered agent is a corporation.

I, _____, being the _____ of
(Print legibly or type) (Title)
_____, hereby accept on behalf of
(Exact corporate name)

_____, the appointment to serve in the
(Exact corporate name)
capacity of registered agent for the corporation known as _____

(Exact corporate name)

_____, 19_____
(Month, Day, & Year)

(Exact corporate name of corporation acting as agent)

By _____

(Title)

This filing is pursuant to Sec. 10-19.1-15, Sec. 10-22-06, and Sec. 10-22-08, N.D.C.C.

Filing Date: 1-4, 19 88

Ben Meier By BM

Receipt No. 21970-F

DEC 31 11 34 AM '87
BEN MEIER
SEC. OF STATE



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 21 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: April 20, 1990

Jim Kusler
Jim Kusler

BY: Darryl Schloesser

SECRETARY OF STATE