



UTILITIES CO.

A Subsidiary of MDU Resources Group, Inc.

400 North Fourth Street
Bismarck, ND 58501
(701) 222-7900

July 11, 2019

Executive Secretary
North Dakota Public Service Commission
State Capitol Building
Bismarck, ND 58505-0480

Re: Certificate of Good Standing/ Certificate
of Merger
Case No. PU-18-75

Montana-Dakota Utilities Co. (Montana-Dakota), herewith submits for filing a Certificate of Good Standing for Montana-Dakota Utilities Co. issued by the Secretary of State of the State of North Dakota on March 25, 2019, along with the Certificate of Merger issued by the State of Delaware.

The Certificate of Good Standing is submitted to reflect Montana-Dakota and Great Plains Natural Gas Company (Great Plains) becoming a wholly-owned subsidiary of MDU Resources Group, Inc. as authorized by this Commission in the Case No. PU-18-75 and effective January 1, 2019. Great Plains is now conducting business as a division of Montana-Dakota as of January 1, 2019.

Please acknowledge receipt by stamping or initialing the duplicate copy of this letter attached hereto and returning the same in the enclosed self-addressed, stamped envelope.

Sincerely,

A handwritten signature in blue ink that reads 'Tamie A. Aberle'.

Tamie A. Aberle
Director of Regulatory Affairs

Cc: Karl Liepitz
Attachments

- 21 PU-18-75 Filed 07/11/2019 Pages: 6
Certificate of Good Standing and Merger Filing
Montana-Dakota Utilities Co.
Tamie Aberle
- 5 PU-08-710 Filed 07/11/2019 Pages: 6
Certificate of Good Standing and Merger Filing
Montana-Dakota Utilities Co.
Tamie Aberle

State of North Dakota SECRETARY OF STATE



Certificate of Good Standing of MONTANA-DAKOTA UTILITIES CO.

SOS Control ID#: 000002335

Certificate #: 016297329

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that, according to the records of this office,

MONTANA-DAKOTA UTILITIES CO.

a Corporation - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective July 2, 1935. This entity has, as of the date set forth below, complied with all applicable North Dakota laws.

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.

DATE: March 25, 2019

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MDU NEWCO SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MDU RESOURCES GROUP, INC." UNDER THE NAME OF "MONTANA-DAKOTA UTILITIES CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2018, AT 8:31 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2019 AT 12:01 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

342014 8100M
SR# 20190020852

Authentication: 202007058
Date: 01-02-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF MERGER

MDU NEWCO SUB, INC.

WITH AND INTO

MDU RESOURCES GROUP, INC.

Dated as of December 31, 2018

Pursuant to Section 251 of the General Corporation Law of the State of Delaware ("DGCL"), the undersigned corporation hereby certifies that:

FIRST: That the name and states of the constituent corporations to the merger are as follows:

(a) MDU Resources Group, Inc., which is incorporated under the laws of the State of Delaware; and

(b) MDU Newco Sub, Inc., which is incorporated under the laws of the State of Delaware.

SECOND: That an Agreement and Plan of Merger, dated as of December 31, 2018 (the "Merger Agreement"), by and among MDU Resources Group, Inc., MDUR, Newco, Inc. and MDU Newco Sub, Inc., has been approved, adopted, executed, certified and acknowledged by each of the constituent corporations in accordance with Sections 251(c) and 251(g) of the DGCL (with respect to MDU Newco Sub, Inc., by the written consent of its sole stockholder in accordance with Section 228 of the DGCL).

THIRD: That the surviving entity in the merger is MDU Resources Group, Inc. (the "Surviving Corporation"), which will continue its existence as said surviving company under the name of "Montana-Dakota Utilities Co." upon the effective date of said merger.

FOURTH: The restated certificate of incorporation of the Surviving Corporation is amended in the merger as follows:

ARTICLE FIRST of the restated certificate of incorporation of the Surviving Corporation shall be amended in its entirety as follows:

"FIRST: The name of this Corporation is MONTANA-DAKOTA UTILITIES CO. (the "Corporation")."

ARTICLE FIFTEENTH of the restated certificate of incorporation of the Surviving Corporation shall be amended in its entirety as follows:

"FIFTEENTH. Any act or transaction by or involving the Corporation, other than the election or removal of directors of the Corporation, that requires for its adoption under the General Corporation Law of Delaware or this Restated Certificate of Incorporation the approval

of the stockholders of the Corporation shall, in accordance with Section 251(g) of the General Corporation Law of Delaware, require, in addition, the approval of the stockholders of MDU Resources Group, Inc. (or any successor thereto by merger), by the same vote as is required by the General Corporation Law of Delaware and/or this Restated Certificate of Incorporation.”

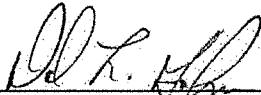
FIFTH: That the merger shall be effective as of 12:01 a.m. Eastern Standard Time on January 1, 2019.

SIXTH: That the executed Merger Agreement is on file at the principal business office of the Surviving Corporation at the following address: 400 North Fourth Street, Bismarck, North Dakota 58501-4092.

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the date first written above.

MDU RESOURCES GROUP, INC.

By: 
Name: David L. Goodin
Title: President and Chief Executive Officer