

# *State of North Dakota* SECRETARY OF STATE



## **Certificate of Good Standing of MONTANA-DAKOTA UTILITIES CO.**

**SOS Control ID#: 0000002335**

**Certificate #: 020936524**

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:** November 18, 2021

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

Alvin A. Jaeger  
Secretary of State

# Delaware

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The First State

*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 RESTATED CERTIFICATE OF "MONTANA-DAKOTA UTILITIES CO.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 2019, AT 3:45 O`CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.*



  
Jeffrey W. Bullock, Secretary of State

342014 8100  
SR# 20194185745

Authentication: 202908277  
Date: 05-28-19

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MONTANA-DAKOTA UTILITIES CO.**

Montana-Dakota Utilities Co. (formerly known as MDU Resources Group, Inc. and originally incorporated as Minnesota Northern Power Co. on March 14, 1924) hereby submits this Amended and Restated Certificate of Incorporation, duly adopted by the sole stockholder of Montana-Dakota Utilities Co. in accordance with Sections 242 and 245 of the General Corporation Law of Delaware.

1. The name of the corporation is Montana-Dakota Utilities Co. (the "Corporation").
2. The registered office of the Corporation in the state of Delaware is located at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The business and purposes 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.
4. The total number of shares of all classes of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock; all of such shares shall be without par value.
5. The private property of the sole stockholder shall not be subject to the payment of corporate debts to any extent whatever.
6. In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized:

To make, alter, or repeal the bylaws of the Corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.


By resolution passed by a majority of the Board of Directors, to designate one or more committees, which, to the extent provided in such resolution or in the bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall be named as stated in the bylaws of the Corporation or as may be determined from time to time by resolutions adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a meeting of the sole stockholder duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority to sell, lease, or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in and/or other securities of any corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

The Corporation may in its bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

7. For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation, and regulation of the powers of the Corporation and of its directors and the sole stockholder, it is further provided:
  - a. The election of directors of this Corporation need not be by written ballot.
  - b. Both directors and the sole stockholder shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the state of Delaware, and to keep the books of the Corporation (subject to the provisions of the statutes), outside of the state of Delaware at such places as may be from time to time designated by the Board of Directors.
  - c. No director of the Corporation shall be liable to the Corporation or the sole stockholder for monetary damages for breach of fiduciary duty as a director except for liability (a) for any breach of the director's duty of loyalty to the Corporation or the sole stockholder, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the General Corporation Law of Delaware, or (d) for any transaction from which the director derived an improper personal benefit.
  - d. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the sole stockholder herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation on May 15, 2019.

  
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Daniel S. Kuntz  
General Counsel and Secretary