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July 1, 2009

PUBLIC SERVICE COMMISSION

Janet Marquart
North Dakota Public Service Commission
600 E. Boulevard Ave., Dept. 408
Bismarck, North Dakota 58505-0480

Dear Janet,

Enclosed, please find copies of:

- 1) CPV Ashley Renewable Energy Company, LLC Certificate of Formation in Delaware.
- 2) CPV Ashley Renewable Energy Company, LLC Certificate of Good Standing in Delaware.
- 3) CPV Ashley Renewable Energy Company, LLC Certificate of Authority in North Dakota.
- 4) CPV Ashley Renewable Energy Company, LLC Certificate of Good Standing in North Dakota.

If you have any questions regarding this information, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "John D Hafner".

John D Hafner
Manager, Development
Competitive Power Ventures, Inc.
Phone: (781) 817-8977
Fax: (781) 848-5804
Cell: (617) 543-3886
jhafner@cpv.com

4 **PU-09-370** Filed: 7/8/2009 Pages: 6
Corporate Papers

CPV Ashley Renewable Energy Company, LLC
John Hafner, Mgr., Development

1 **PU-09-544** Filed: 7/8/2009 Pages: 6
Corporate Papers

CPV Ashley Renewable Energy Company, LLC
John Hafner, Mgr., Development

CPV

COMPETITIVE POWER
VENTURES, INC.

50 BRAINTREE HILL OFFICE PARK
SUITE 300
BRAintree, MA 02184

T/ 781-848-0253
F/ 781-848-5804
WWW.CPV.COM

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CPV ASHLEY RENEWABLE ENERGY COMPANY, LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2008, AT 11:26 O'CLOCK A.M.

4494215 8100

080077562

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6333536

DATE: 01-24-08

CERTIFICATE OF FORMATION

OF

CPV ASHLEY RENEWABLE ENERGY COMPANY, LLC

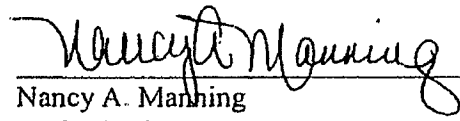
Pursuant to Section 18-201 of the Limited Liability Company Act
of the State of Delaware

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the Limited Liability Company Act of the State of Delaware, hereby certifies that:

FIRST: The name of the limited liability company (hereinafter the "Company") formed hereby is "CPV Ashley Renewable Energy Company, LLC."

SECOND: The address of the registered office of the Company in the State of Delaware is located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The Company's registered agent for service of process at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 24th day of January, 2008.



Nancy A. Manning
Authorized Person

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CPV ASHLEY RENEWABLE ENERGY COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF FEBRUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CPV ASHLEY RENEWABLE ENERGY COMPANY, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



4494215 8300

080161667

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6383187

DATE: 02-14-08

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY OF

CPV ASHLEY RENEWABLE ENERGY COMPANY, LLC
Secretary of State ID#: 24,438,000

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that an application of

CPV ASHLEY RENEWABLE ENERGY COMPANY, LLC

for a Certificate of Authority to transact business in this State, duly signed and executed as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY, have been received in this office and are found to conform to law.

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

CPV ASHLEY RENEWABLE ENERGY COMPANY, LLC

to transact business in this State under the name of

CPV ASHLEY RENEWABLE ENERGY COMPANY, LLC

Issued: February 15, 2008

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

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

CPV ASHLEY RENEWABLE ENERGY COMPANY, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that CPV ASHLEY RENEWABLE ENERGY COMPANY, LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on February 15, 2008, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY.

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

CPV ASHLEY RENEWABLE ENERGY COMPANY, LLC

Issued: June 25, 2009

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

Alvin A. Jaeger
Secretary of State