

STATE OF NORTH DAKOTA
 Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 26 pages as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 10-23-09

BY: ls. *Alvin A. Jaeger*
 Alvin A. Jaeger
 SECRETARY OF STATE

STATEMENT OF CONSENT TO SERVE AS REGISTERED AGENT

To the Secretary of State
State of North Dakota

File No. 29 F

To be filed by Domestic and Foreign 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, Wallace M. Stigen, hereby accept the appointment to serve
(Print legibly or type)
in the capacity of registered agent for the corporation known as Otter Tail Power Company

(Exact corporate name)

April 22, , 19 88
(Month, Day, & Year)

X Wallace M. Stigen
(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
(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)

Filing Date: 7-27, 19 88
Ben Miller
Secretary of State

Filed By: _____

Receipt No. 50918

REC'D
STATE OF NORTH DAKOTA
7-27-88

Domestic and Foreign Business Corporations - fee \$10.00

File No. 299F
39361000

Domestic and Foreign Nonprofit Corporations - fee \$10.00

2

184325

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

File duplicate originals. -(Two copies, both bearing original signatures.)

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 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 Otter Tail Power Company
2. The present address of record of the registered office is: 123 N 3rd, Wahpeton, ND 58075
3. The address of the new registered office is: 1910 4th Street North, P.O. Box 70, Wahpeton, ND 58074-0070
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: _____
5. The name of successor registered agent is: _____
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.

Dated: March 20, 1992

Beverly A. Nollan, Asst. Sec'y.
(Signature and title)

Filing Date April 3, 1992

Tom Tuster Filed By: DS
Secretary of State

273784

Domestic and Foreign Business Corporations - fee \$10.00

File No. 3236100

Domestic and Foreign Nonprofit Corporations - fee \$10.00

29K

Jul 28 1993

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

File duplicate originals. -(Two copies, both bearing original signatures.)

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 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 Otter Tail Power Company
2. The present address of record of the registered office is: 1910 4th St N,
PO Box 70, Wahpeton, ND 58074-0070
3. The address of the new registered office is: 315 2nd St SE, PO Box 2220,
Jamestown, ND 58402-2220
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: Wallace M. Stigen
5. The name of successor registered agent is: Marlowe E. Johnson
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.

Dated: July 20, 19 93

Beverly A. Naylor
(Signature and Title)
Assistant Secretary

Filing Date 7-26, 19 93
Albert J. Sauer
Filed By: [Signature]
Secretary of State



**STATEMENT OF CONSENT TO SERVE
AS REGISTERED AGENT
SECRETARY OF STATE
SFN 7974 (6-91)**

**RECEIVED
JUL 26 1993
SEC. OF STATE**

FOR OFFICIAL USE ONLY	
ID Number	3236100
WKO Number	273780
Date Filed	7-26-93
Clerk	<i>[Signature]</i>

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation for Which the Registered Agent is to Serve	
Otter Tail Power Company	
3. Name of the Registered Agent	
Marlowe E. Johnson	
A. Registered Agent is (Check One)	Social Security/Federal ID Number of Registered Agent
<input checked="" type="checkbox"/> An Individual North Dakota Resident <input type="checkbox"/> A Corporation	
4. The designated registered agent hereby consents to act in that capacity for the above named corporation until removed or resignation is submitted in accordance with North Dakota statutes.	
<i>Marlowe E. Johnson</i> Signature of Registered Agent	<i>July 20, 1993</i> Date



AMENDED CERTIFICATE OF AUTHORITY RECEIVED
FOREIGN CORPORATION APPLICATION
 SECRETARY OF STATE
 SFN 13107 (6-99)

MAY 10 2001

SEC. OF STATE

FOR OFFICE USE ONLY

ID #	3,236,100
File #	29 E
WO #	862383
Filed	5-11-01
By	LJS

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1.A. The application MUST be accompanied by ALL of the following:

- Filing fee of \$40
- If amending the name, a current, ORIGINAL Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Incorporation are filed.

B. The following MAY be required:

- Signed Consent of Registered Agent and fee of \$10
- Signed consent to use of name and fee of \$10
- Trade Name Registration and fee of \$25

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Section 10-19.1-137 or 10-33-130.

2. Type of corporation applying for amended certificate of authority: (check one) <input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional <input type="checkbox"/> Foreign Nonprofit		3. Reason for Amended Certificate of Authority <input checked="" type="checkbox"/> Name changed <input type="checkbox"/> Correction	
4. Name of corporation <u>EXACTLY</u> as currently authorized by the North Dakota Secretary of State Otter Tail Power Company		5. Federal ID #	
6. Name of corporation <u>as amended, EXACTLY</u> as it appears on Certificate of Fact from state or country of origin Otter Tail Corporation			
7. If the corporation chooses to use a name other than its corporate name, that name is a trade name and <u>must</u> be registered with the North Dakota Secretary of State. (SEE INSTRUCTION 7) If applicable, provide the trade name below and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota.			
8. If the corporation has been notified by the North Dakota Secretary of State that its amended corporate name is the same as, or deceptively similar to a name already registered, this application for Amended Certificate of Authority must be accompanied by one of the following: (check one) <input checked="" type="checkbox"/> Consent to use of name from the conflicting name holder(s) <input type="checkbox"/> An application for registration of a trade name for use in transacting business in North Dakota. The trade name adopted is: <input type="checkbox"/> 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			
9. Physical and mailing address of principal executive office which <u>may not only be a post office box</u> (Street/RR, and PO Box if applicable, City, State, Zip+4) 215 Cascade Street South, Fergus Falls, MN 56537			
10. State or country where incorporated Minnesota	11. EXACT date incorporated (Month, day, AND year) July 5, 1907	12. Duration of corporation <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Other (Specify)	13. Telephone # 14. Toll-free telephone # 800-492-4944
15. Name of required registered agent in <u>North Dakota</u> (SEE INSTRUCTION 15) Marlowe E. Johnson		16. Federal ID/social security # of registered agent	
17. Physical and mailing address of registered agent in <u>NORTH DAKOTA</u> which may not only be a post office box (Street/RR, and PO Box if applicable, City, State, Zip + 4) 315 Second Street SE, PO Box 2220, Jamestown, ND 585402-2220			
18. Nature of business or activities the corporation conducts or intends to conduct in the State of North Dakota			

Production, transmission, distribution & sale of electric energy in Minnesota, North Dakota & South Dakota.

OFFICE	Check box if officer also serves as director	NAME	COMPLETE MAILING ADDRESS				
			Street/RR	PO Box	City	State	Zip + 4
PRESIDENT	<input type="checkbox"/>	See Attached					
VICE PRESIDENT	<input type="checkbox"/>						
SECRETARY	<input type="checkbox"/>						
TREASURER	<input type="checkbox"/>						
DIRECTOR							
DIRECTOR							

20. "The undersigned, a person authorized by the corporation to sign this application, knows the contents thereof, and believes the statements are true."

Original signature George Koeck, Secretary Date April 26, 2001

21. Name of person to contact about this application
Georgia Ireland

Daytime telephone #
612/343-8207

OTTER TAIL CORPORATION

OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
John C. MacFarlane	Director and CEO	215 Cascade Street South Fergus Falls, MN 56537
John D. Erickson	President	215 Cascade Street South Fergus Falls, MN 56537
Kevin Moug	CFO & Treasurer	215 Cascade Street South Fergus Falls, MN 56537
Douglas L. Kjellerup	Vice President, COO - Energy Delivery	215 Cascade Street South Fergus Falls, MN 56537
George A. Koeck	Secretary and General Counsel	215 Cascade Street South Fergus Falls, MN 56537
Lauris N. Molbert	Executive Vice President - Corporate Development	215 Cascade Street South Fergus Falls, MN 56537
Ward L. Uggerud	Vice President, COO - Energy Supply	215 Cascade Street South Fergus Falls, MN 56537
Loren Hanson	Assistant Secretary & Assistant Treasurer	215 Cascade Street South Fergus Falls, MN 56537
Arvid R. Liebe	Director	c/o Liebe Drug, Inc. 109 South Main Milbank, SD 57252
Gary J. Spies	Director	c/o Service Food, Inc. 321 Lincoln Avenue West Fergus Falls, MN 56537
Thomas M. Brown	Director	c/o Dorsey & Whitney LLP 220 South Sixth Street Minneapolis, MN 55402
Maynard D. Helgaas	Director	c/o Midwest Agri-Development Corp. 806 - 17 th Street SE Jamestown, ND 58401

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Robert N. Spolum	Director	c/o Robert Spolum & Associates 417 Main Avenue - Suite 127 Fargo, ND 58103
Dennis R. Emmem	Director	215 Cascade Street South Fergus Falls, MN 56537
Kenneth L. Nelson	Director	c/o Barrel O'Fun Snack Foods Co. Box 230 Perham, MN 56573
Nathan I. Partain	Director	c/o Duff & Phelps Investment Management Co. 55 East Monroe Street Suite 3600 Chicago, IL 60603

State of Minnesota

SECRETARY OF STATE

Certificate of Name Change

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that the corporation listed below filed an amendment of its articles of incorporation, or, in the case of a non-Minnesota corporation, a certificate of name change, changing its name with this office on the date listed below, and that the corporation has complied with the relevant laws of Minnesota with respect to that filing.

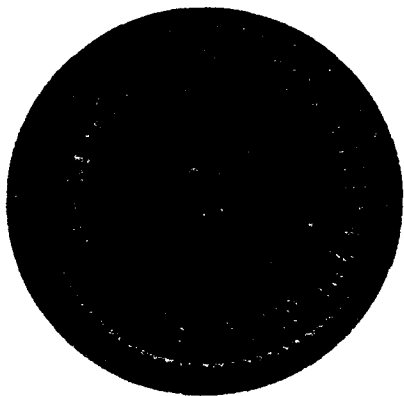
Old Name: Otter Tail Power Company

New Name: Otter Tail Corporation

State of Incorporation: MN

Date Amendment filed: 04/09/2001

This certificate has been issued on 05/09/01.



Mary Kiffmeyer
Secretary of State.

REGISTERED AGENT/OFFICE
STATEMENT OF CHANGE
SECRETARY OF STATE
SFN'13019A (4-99)

RECEIVED
MAY 15 2002
SEC. OF STATE

ID# 3236100
File# 29
WO# 948763
Filed 5-16-02 By *R*

SEE REVERSE SIDE FOR 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

TYPE OF PRINT LEGIBLY

2. Name of the organization (corporation, limited liability company, limited liability partnership, or real estate investment trust) 3. Federal ID#
Otter Tail Corporation

4. Name of new registered agent (or new name of current registered agent)
Lauris Molbert

5. New Address of the registered agent (New address must be agent's physical address, post office box if applicable, city and state, zip + 4 digit extension). The agent's address cannot only be a post office box number.
3203 32nd Ave. S., Suite 110, PO Box 9156, Fargo, ND 58106-9156

6. Change of address is (check one) 7. Does the address in number 5 also serve as the address of the principal place of business of the organization name in number 2?
 (see instruction 6 on reverse)

Result of relocation, or appointment of new registered agent and address

Result of rezoning or postal reassignment yes no

8. The appointment of a new registered agent can only be authorized by resolution of the governing board. However, the current registered agent of record on file with the Secretary of State is authorized to change its address or its name (see instructions). Indicate below how the changes in number 4 and/or 5 were authorized. (check one)

a) By resolution duly adopted by the board of directors, the board of governors, the limited liability partnership, or real estate investment trust, OR

b) By the registered agent whose name or business address has changed. The registered agent has mailed a copy of this statement to the organization.

9. If number 8(a) is checked, this statement may be signed by an officer, a manager, a partner, or an individual authorized by the organization. If number 8(b) is checked, this statement may be signed by the current registered agent on file with the Secretary of State.

"As required by state law, I certify that the address of the registered office and the address of the registered agent's business office, as listed in number 6 above, is identical. I also certify the box checked in number 9 is authorized as noted. I also certify that I am authorized to sign this registered agent/office change and I know the information is correct."

[Handwritten Signature]
 original signature 5-14-02
Date

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

10. The new registered agent is (Check One) 11. SS#/Federal ID# of Registered Agent

An individual ND Resident **502-54-2018**

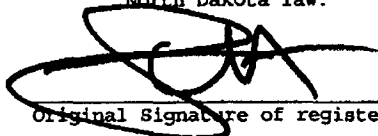
A Corporation

A Limited Liability Company

A Limited Liability Partnership

12. An individual appointed as registered agent must sign a consent to serve in that capacity. When a corporation, a limited liability company, or limited liability partnership is named as registered agent, an officer or someone authorized by the organization may sign on behalf of the corporation, limited liability company, or limited liability partnership.

"The undersigned, as the newly appointed registered agent, agrees to act as the registered agent for this organization until a change, or resignation, is submitted to the Secretary of State under the provision of North Dakota law."



5-14-02

Original Signature of registered agent named in number 4 Date

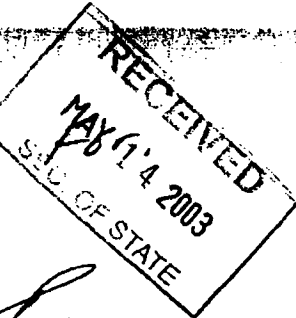
13. Name of person to contact if questions about this document
Jennifer Smestad

Daytime Phone #
(701) 451-3574

RECEIVED
MAY 15 2002
SEC. OF STATE

**REGISTERED AGENT/OFFICE
STATEMENT OF CHANGE
SECRETARY OF STATE
SFN 13019 (04-02)**

ID#: 3236 100
File#: 000029
WO#: 45858
Filed: 5-14-03 By: *[Signature]*



1. **FILING FEE:** \$20.00 To change the registered agent (and address if applicable)
FILING FEE: \$10.00 To change the address or name of the current registered agent
NO FEE: To change the address resulting from a postal reassignment, rezoning, or 911 address implementation

TYPE OR PRINT LEGIBLY SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

2. Name of the organization (corporation, limited liability company, limited liability partnership, limited liability partnership, or real estate investment trust): Otter Tail Corporation		3. Federal ID number: 41-0462685
4. Name of the new registered agent (or new name of current registered agent): Lauris N. Molbert		
5. New Address of the registered agent named in number 4 (it cannot only be a post office box -- it must be the agent's physical address - if applicable for expedited mailing purposes, a post office box can be added to the physical address): 4334 18th Ave. SW, Suite 200, PO Box 9156, Fargo, ND 58106-9156		
6. Change of address is: (check one) (see instruction 7 on reverse side) <input checked="" type="checkbox"/> New location for current registered agent or the appointment of new registered agent. <input type="checkbox"/> Postal reassignment, rezoning, or implementation of 911 address.		7. Is the address in number 5 the same address as the principal place of business for the organization named in number 2? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
ONE OF THE FOLLOWING BOXES MUST BE CHECKED:		
8. The appointment of a new registered agent can only be authorized by resolution of the governing board. (If number 5 of this form is completed, box "a" must be checked below.) However, the current registered agent named in number 4 is authorized to change its address or its name (see instructions). Indicate below how the changes in number 4 and/or 5 were authorized. (check one)		
<input type="checkbox"/> a) The new registered agent named in number 4 was appointed by a resolution, as required by state law, adopted by the governing structure of the organization named in number 2. <input checked="" type="checkbox"/> b) The registered agent named in number 4 is authorized to change its address and/or name and has mailed a copy of this form to the governing structure of the organization named in number 2.		
9. If number 8(a) is checked, an officer, a manager, or other individual authorized by the organization named in number 2 may sign the following certification. If number 8(b) is checked, the registered agent named in number 4 may sign the certification. "As required by state law, I certify that the address of the current registered agent (as provided in number 4) or, if applicable, the new address for the current or the newly appointed registered agent (as provided in number 6) is the same address as that for the business office where the registered agent can be located during normal business hours. I further certify that I know that the information supplied in this form is true and correct and that I am authorized to sign it." Original signature: <i>[Signature]</i> Date: <u>5-12</u> , 2003		

CONSENT OF NEWLY APPOINTED REGISTERED AGENT (Complete only if number 5 above is completed)

10. The new registered agent is: (check one) <input checked="" type="checkbox"/> A North Dakota resident <input type="checkbox"/> A corporation <input type="checkbox"/> A limited liability company <input type="checkbox"/> A limited liability partnership		11. Social Security or Federal ID number of registered agent: _____
12. According to state law, the newly appointed registered agent must sign a statement of consent to serve in that capacity (see instruction number 13 for authorized signers) "The undersigned, as the newly appointed registered agent for the organization named in number 2, consents to act as the registered agent for the organization until a change or resignation is submitted to the Secretary of State according to the provisions of the North Dakota state law." Original signature of registered agent named in number 4: <i>[Signature]</i> Date: <u>5-12</u> , 2003		
13. Name of person to contact about this form: Jennifer Smestad	E-Mail Address: _____	Daytime telephone # and extension, if any: (701) 451-3574



**REGISTERED AGENT/OFFICE
STATEMENT OF CHANGE
SECRETARY OF STATE
SFN 13019A (4-99)**

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

FOR OFFICE USE ONLY

ID #	3236,100	for
File #	29	
WO #	133807	
Filed	5-18-04	By <i>[Signature]</i>

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

MAY 19 2004
SEC. OF STATE

TYPE OR PRINT LEGIBLY

2. Name of the organization (corporation, limited liability company, limited liability partnership, or real estate investment trust) 3. Federal ID #

Otter Tail Corporation

4. Name of the new registered agent, (or new name of current registered agent)

George A. Koeck

5. New address of the registered agent (New address must be agent's physical address, post office box if applicable, city and state, zip + 4 digit extension). The agent's address cannot only be a post office box number.

4334 18th Ave. SW, Suite 200, PO Box 9156
Fargo, ND 58106-9156

6. Change of address is (check one) (see instruction 6 on reverse)
 Result of relocation, or appointment of new registered agent and address
 Result of rezoning or postal reassignment

7. Does the address in number 5 also serve as the address of the principal place of business of the organization named in number 2?
 Yes No

8. The appointment of a new registered agent can only be authorized by resolution of the governing board. However, the current registered agent of record on file with the Secretary of State is authorized to change its address or its name (see instructions). Indicate below how the changes in number 4 and/or 5 were authorized. (check one)

- a) By resolution duly adopted by the board of directors, the board of governors, the limited liability partnership, or real estate investment trust, OR
 b) By the registered agent whose name or business address has changed. The registered agent has mailed a copy of this statement to the organization.

9. If number 8(a) is checked, this statement may be signed by an officer, a manager, a partner, or an individual authorized by the organization. If number 8(b) is checked, this statement may be signed by the current registered agent on file with the Secretary of State.

"As required by state law, I certify that the address of the registered office and the address of the registered agent's business office, as listed in number 5 above, is identical. I also certify the box checked in number 8 is authorized as noted. I also certify that I am authorized to sign this registered agent/office change and I know the information is correct."

George A Koeck 5-11-04
Original signature Date

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

10. The new registered agent is (check one)
 A North Dakota resident
 A corporation
 A limited liability company
 A limited liability partnership

11. Social Security or Federal ID # of registered agent

12. An individual appointed as registered agent must sign a consent to serve in that capacity. When a corporation, a limited liability company, or limited liability partnership is named as registered agent, an officer or someone authorized by the organization may sign on behalf of the corporation, limited liability company, or limited liability partnership.

"The undersigned, as the newly appointed registered agent, agrees to act as the registered agent for this organization until a change, or resignation, is submitted to the Secretary of State under the provisions of North Dakota law."

George A Koeck 5-11-04
Original signature of registered agent named in number 4 Date

13. Name of person to contact if questions about this document Daytime telephone #
 Jackie Rogness 701-451-3577

File #29

FOR OFFICE USE ONLY



AMENDED CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
APPLICATION
SECRETARY OF STATE
SFN 13107 (07-2008)

RECEIVED
JUL 01 2009
SEC. OF STATE

ID Number	3236100 F		
WO Number	594191		
Filed:	7-1-09	By:	MDH

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

- 1.A. The application **MUST** be accompanied by **ALL** of the following:
- Filing fee of \$40
 - If amending the name, a current Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Incorporation are filed.

- B. The following **MAY** be required:
- Signed consent to use of name and fee of \$10
 - Trade Name Registration and fee of \$25

TYPE OR PRINT LEGIBLY For reference, see North Dakota Century Code, Section 10-19.1-137 or 10-33-130.

2. Type of corporation applying for amended certificate of authority (check one) <input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional <input type="checkbox"/> Foreign Nonprofit		3. Reason for Amended Certificate of Authority <input checked="" type="checkbox"/> Name changed <input type="checkbox"/> Correction	
4. Name of corporation <u>EXACTLY</u> as currently authorized by the North Dakota Secretary of State Otter Tail Corporation		5. Federal ID Number	
6. Name of corporation <u>as amended, EXACTLY</u> as it appears on Certificate of Fact from state or country of origin Otter Tail Power Company			
7. If applicable, provide the trade name and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota. Only provide the trade name in this line if: a) The "new" corporate name is not in the form as required of corporations in North Dakota. b) The Secretary of State has notified the corporation that its "new" corporate name is the same as or deceptively similar to a name already registered, and the corporation is unable to obtain consent to use of name from the previous filer or a 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. c) The corporation <u>does not</u> wish to <u>use or protect</u> its "new" corporate name in North Dakota and <u>chooses</u> to use a name <u>other than its corporate name</u> .			
8. <u>Physical and mailing</u> address of principal executive office which <u>may not only be a post office box</u> : (Street/RR, PO Box, City, State, Zip+4) 215 S Cascade Street, PO Box 496, Fergus Falls, MN 56538-0496			
9. STATE or country where incorporated MN	10. <u>EXACT</u> date incorporated: (Month, day, <u>AND</u> year) 7-5-1907	11. Duration of corporation <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Other (Specify)	12. Telephone Number (701) 451-3598 13. Toll-free telephone Number
14.A. Name of <u>commercial</u> registered agent in <u>North Dakota</u>		OR 14.B. Name of <u>noncommercial</u> registered agent in <u>North Dakota</u> George Koeck	
14.C. Address of <u>noncommercial</u> registered agent in <u>North Dakota</u> : (Street/RR, PO Box, City, State, Zip+4) <u>May not be only a post office box</u> . 4334 18th Ave SW, STE 200, PO Box 9156, Fargo, ND 58106-9156			
15. Nature of business or activities the corporation conducts or intends to conduct in the State of North Dakota PRODUCTION, TRANSMISSION, DISTRIBUTION & SALE OF ELECTRIC ENERGY IN MINNESOTA, NORTH DAKOTA & SD			
16. Check box if officer also serves as director OFFICERS AND DIRECTORS OF THE CORPORATION			
OFFICER	NAME	COMPLETE MAILING ADDRESS	
	Street/RR	PO Box	City State Zip+4
PRESIDENT	<input type="checkbox"/> SEE ATTACHED SCHEDULE <input checked="" type="checkbox"/>		
VICE PRES.	<input type="checkbox"/>		
SECRETARY	<input type="checkbox"/>		
TREASURER	<input type="checkbox"/>		
DIRECTOR			
DIRECTOR			
17. The undersigned, a person authorized by the corporation to sign this application, knows the contents thereof, and believes the statements to be true I further authorize the Secretary of State to correct numbers 4, 6, 9, 10, 14A and 14B if not correctly reflected. Signature			Date July 1, 2009
18. Name of person to contact if questions about this document George A. Koeck		E-mail address	Daytime telephone number (701) 451-3598

EXHIBIT A
Otter Tail Power Company
Officers

<u>Name & Title</u>	<u>Address</u>
Chuck MacFarlane - CEO	215 S. Cascade St. Fergus Falls, MN 56538
Ward Uggerud - Sr. Vice President	4334 18 th Ave. SW, Suite 200 PO Box 9156 Fargo, ND 58106-9156
Rod Scheel - VP, Asset Management	4334 18 th Ave. SW, Suite 200 PO Box 9156 Fargo, ND 58106-9156
Mark Helland - VP, Customer Service	4334 18 th Ave. SW, Suite 200 PO Box 9156 Fargo, ND 58106-9156
Tom Brause – VP, Administration	4334 18 th Ave. SW, Suite 200 PO Box 9156 Fargo, ND 58106-9156
George Bell – VP, Finance	4334 18 th Ave. SW, Suite 200 PO Box 9156 Fargo, ND 58106-9156
Todd Wahlund – VP, Renewable Energy Development & Risk Mgmt	4334 18 th Ave. SW, Suite 200 PO Box 9156 Fargo, ND 58106-9156
George Koeck - Secretary	4334 18 th Ave. SW, Suite 200 PO Box 9156 Fargo, ND 58106-9156
Kevin Moug - CFO	4334 18 th Ave. SW, Suite 200 PO Box 9156 Fargo, ND 58106-9156
Suzanne Allen - Treasurer	4334 18 th Ave. SW, Suite 200 PO Box 9156 Fargo, ND 58106-9156

EXHIBIT A
Otter Tail Power Company
Board of Directors

Name and Address

John Erickson
215 South Cascade Street
Fergus Falls, MN 56538

Lauris Molbert
215 South Cascade Street
Fergus Falls, MN 56538

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF NAME CHANGE

I, Mark Ritchie, Secretary of State of Minnesota, keeper of the Great Seal of the State and custodian of the documents pertaining to businesses governed by the laws of this State, do hereby certify that: The entity listed below has filed a name change with this office changing the name on the date listed below and that the entity has complied with the relevant laws of Minnesota with respect to that filing.

Old Name: Otter Tail Corporation

New Name: Otter Tail Power Company

Date Name Change was filed: 06/30/2009 effective 07/01/2009

Chapter Governed By: 302A

Formed Under the Laws of: Minnesota

This Certificate was issued on: June 30, 2009



Mark Ritchie
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.

----- Otter Tail Power Company -----, a corporation incorporated and existing under the laws of the State of Minnesota -----, 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 Otter Tail Power Company ----- and the (state) (country) of organization is Minnesota -----.

(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 Otter Tail Power Company ----- (See instructions below.)

(3) The date of its incorporation was July 5 -----, 1907, and the period of its duration is perpetual -----.

(4) The address of its principal office in the state or country of organization is 125 Mill St. So., Fergus Falls, Minnesota ----- (See instructions below.)

(5) The address of its proposed registered office in the State of North Dakota is 516 Dakota Ave., Wahpeton, North Dakota ----- (See instructions below); and the name of its proposed resident agent in the State of North Dakota is L. E. Guess ----- 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 18 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>Samuel P. Adams</u> -----	<u>Fergus Falls, Minnesota</u> -----	<u>Vice Pres. & Treas.</u>
<u>W. L. Hatch</u> -----	<u>Fergus Falls, Minnesota</u> -----	<u>Secretary</u>
<u>C. S. Kennedy</u> -----	<u>Fergus Falls, Minnesota</u> -----	<u>Vice Pres. & Gen. Mgr.</u>
<u>Fred Leffler</u> -----	<u>Fergus Falls, Minnesota</u> -----	<u>Assistant Secretary</u>
<u>G. W. Robinson</u> -----	<u>St. Paul, Minnesota</u> -----	
<u>G. W. Welch</u> -----	<u>Fergus Falls, Minnesota</u> -----	
<u>Cyrus G. Wright</u> -----	<u>Fergus Falls, Minnesota</u> -----	<u>Vice President</u>
<u>Thomas C. Wright</u> -----	<u>Fergus Falls, Minnesota</u> -----	<u>President</u>
<u>Yarmon A. Wright</u> -----	<u>Fergus Falls, Minnesota</u> -----	<u>Chairman of Board</u>

(8) Its authorized aggregate number of shares having par value is _____ of the par value of \$ _____ per share and its authorized aggregate number of shares without par value is 80,000, which authorized shares are itemized by classes and series as follows:

Founders Common	10,000
Special "	20,000
\$5.50 Dividend Preferred	18,000
\$8.00 " "	32,000

(9) The issued or allotted aggregate number of its par value shares is _____ of the par value of \$ _____ per share and the issued or allotted aggregate number of its shares without par value is 72,947, which shares are itemized by classes and series as follows:

Founders Common	6,400
Special "	17,512
\$5.50 Dividend Preferred	17,229
\$8.00 " "	31,806

(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 _____ President and its _____ Secretary and its corporate seal to be hereunto affixed this 8th day of July, A. D. 1937.

AFFIX _____
CORPORATE SEAL _____
OTTER TAIL POWER COMPANY
Thomas C. Wright President.
[Signature] Secretary.

STATE OF Minnesota ss.
County of Otter Tail

On this 8th day of July, A. D. 1937, before me personally appeared Thomas C. Wright and W. L. Hatch, to me personally known, who, being by me duly sworn, did say that they are respectively the _____ President and _____ Secretary of Otter Tail Power Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said

(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**

----- ~~Otter Tail Power Company~~ -----, a corporation incorporated and
existing under the laws of the State of Minnesota ----- 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.
(Complete new articles adopted Nov., 1933 and copy
(or) filed with Secretary of State of North Dakota.)

(Use paragraphs A
or B whichever are
applicable.)

~~(B) That its Articles of Incorporation were amended on -----
----- and an authenticated copy of the Certificate of Amend-
ment has (has not) been filed in the office of the Secretary of State of
North Dakota. There has been no other amendment of its Articles of In-
corporation.~~

(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 -----
-----, and an authenticated copy of the certifi-
cate 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 in-
struments attached.)

None

IN WITNESS WHEREOF, the undersigned corporation has caused this statement to be executed

by its President ----- this 25 day of July ----- A. D. 1937..

Otter Tail Power Co.
Ronald C. Wright, Pres.

(President, Vice President, Secretary or
Assistant Secretary).

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 Thomas C. Wright

and W. L. Hatch acknowledged said instrument to be the free act and deed of said corporation.

FRANK W. HATCH COMPANY
Handwritten signature
Notary Public, _____ County,

AFFIX

NOTARIAL

SEAL

State of _____
My commission expires _____
*Fred Laffler, Notary Public
Otter Tail County, Minn.
My Commission Expires July 10, 1940*

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 \$3.00 (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 August 5-1937
Certificate issued and recorded, No. 29
Certificate transmitted with fee of \$1.00 to register of deeds, Richland
County, on August 5-1937
Frank Walters Clerk.

FOREIGN CORPORATION
FILE NUMBER 29



*J. Julius A. Schmahl, Secretary of State
of the State of Minnesota*

*do hereby certify that I have compared the annexed copy with
record of the original instruments in my office of*

Articles of Incorporation of Otter Tail Power Company, as
recorded in Book O-3 of Incorporations, on page 407, and
amendments thereto, as recorded in books Q-3, page 693;
S-3, page 118; and W-3, page 210,

and that said copy is a true and correct transcript of said
instruments

and of the whole thereof

*In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State, at
the Capitol, in Saint Paul, this 6th
day of February A. Nineteen hundred
and Fourteen.*

*Julius A. Schmahl
Secretary of State*



Articles of Incorporation of
Otter Tail Power Company

Comp.

STATE OF NORTH DAKOTA,
SECRETARY'S OFFICE.

Filed for record the 24

day of Feb 1914

and recorded in Vol. 11

of Charters & Articles

page 41

James Hall

Secretary.

Alfred D. Dool

✓

By hand of J. W. Steele
Toll Power Company
JWS

STATE OF NORTH DAKOTA,
SECRETARY'S OFFICE.

Filed for record the 24

day of Feb 1914

and registered in Vol. 11

of Charters & Articles

page 45

Thomas Hall

Secretary.

Wm. Steele
JWS

✓

United States of America.



I, Mike Holm, Secretary of State of the State of Minnesota, keeper of the Great Seal of said State, and custodian of the documents pertaining to the formation of corporations under the laws of said state, do hereby certify:

That "OTTER TAIL POWER COMPANY" is a corporation of the State of Minnesota, created, organized and existing under and by virtue of and in full and complete compliance with the laws of said state made by filing articles of incorporation on the 5th day of July, 1907 and by filing proof of publication on the 18th day of July, 1907; that said authority is now in force and has not been cancelled or revoked, and that said corporation is engaged in, or is authorized to engage in active business as a corporation of the State of Minnesota upon the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the Great Seal of the State of Minnesota to be hereunto affixed this 1st day of August, 1929.



A handwritten signature in cursive script, appearing to read "Mike Holm".

Secretary of State.

CERTIFICATE OF THE
CORPORATE OFFICERS OF
"OTTER TAIL POWER COMPANY"

FIELD and FIELD
Attorneys at Law
Fergus Falls National Bank Building
Fergus Falls, Minn.



*I, Mike Holm, Secretary of State
of the State of Minnesota,*

*do hereby certify that I have compared the annexed copy with
record of the original instruments in my office of*

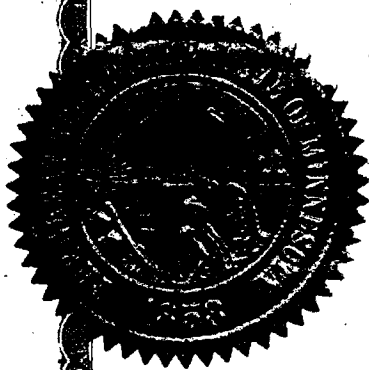
Amendments of Articles of Incorporation of
Otter Tail Power Company as recorded as
follows: Book K-4, page 317; Book P-4, page
638; Book R-4, page 233; Book S-4, page 257;
Book T-4, page 735; Book U-4, page 29; Book
U-4, page 725; Book X-4, page 323; and Book
Y-4, page 373,

and that said copy is a true and correct transcript of said
instruments

and of the whole thereof.

*In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State, at
the Capitol, in Saint Paul, this first
day of August A. D. nineteen hundred
and twenty-nine.*

Mike Holm
Secretary of State



STATE OF MINNESOTA
COUNTY OF OTTER TAIL

On this 15th day of March, 1929, before me personally appeared Vernon A. Wright and W.L. Hatch, to me personally known, who being by me duly sworn did severally depose and say, that the said Vernon A. Wright is President and that the said W.L. Hatch, is Secretary of Otter Tail Power Company, the Corporation named in the foregoing certificate; that in such capacity they executed said instrument in behalf of said Corporation and by authority of the holders of a majority of Founders Common Stock of said Corporation; that the seal affixed thereto is the corporate seal of said Corporation; and said Vernon A. Wright and W.L. Hatch severally acknowledged that they executed said instrument as their free act and deed and as the free act and deed of said corporation.

Fred Leffler, Notary Public,
Otter Tail County, Minn.
My Commission Expires July 10, 1933.

(Notarial Seal)

Filed for record in this office on the 15th day of March, A.D. 1929 at 11 o'clock A.M.

Mike Holm, Secretary of State.

STATE OF MINNESOTA
COUNTY OF CLEAR RIVER

On this 15th day of March, 1929, before me personally appeared
Walter A. Wright and W.L. Hatch, to me personally known, who being
to me duly sworn did severally depose and say, that the said Walter
A. Wright is President and that the said W.L. Hatch is Secretary of
the said Tail Power Company, the Corporation named in the foregoing
certificate; that in each capacity they executed said instrument
in behalf of said Corporation and by authority of the holders of a
majority of said Corporation's Common Stock of said Corporation; that the said

Walter A. Wright and W.L. Hatch, severally acknowledged that they executed
said instrument as their free and voluntary act and deed, and that the
same is in full compliance with the laws of the State of Minnesota.
Walter A. Wright
W.L. Hatch
Secretary
(Notarial Seal)

Walter A. Wright
W.L. Hatch

Filed for record in this office on the 15th day of March, 1929
at 11 o'clock A.M.
Mike Holm, Secretary of State.



*I, Mike Holm, Secretary of State
of the State of Minnesota,*

*do hereby certify that I have compared the annexed copy with
record of the original instrument in my office of*

Certificate Concerning Acceptance of Minnesota
Business Corporation Act by Otter Tail Power
Company as recorded in Book F-5 of Incorporations
at page 92

and that said copy is a true and correct transcript of said
instrument

and of the whole thereof.

*In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State, at
the Capitol, in Saint Paul, this twenty-seventh
day of November A. Nineteen hundred
and thirty-three.*



Mike Holm
Secretary of State



*I, Mike Holm, Secretary of State
of the State of Minnesota,*

*do hereby certify that I have compared the annexed copy with
record of the original instrument in my office of*

Certificate of Amendment of Articles of
Incorporation of Otter Tail Power Company
as recorded in Book F-5 of Incorporations
at page 98

and that said copy is a true and correct transcript of said
instrument

and of the whole thereof.

*In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State, at
the Capitol, in Saint Paul, this ~~twenty-seventh~~
day of November A. Nineteen hundred
and thirty-three.*



Mike Holm
Secretary of State



I, *Mike Holm*, Secretary of State
of the State of Minnesota,

do hereby certify that I have compared the annexed copy with
record of the original **-- INSTRUMENT --** in my office of

**---ARTICLES OF AMENDMENT OF ARTICLES
OF INCORPORATION OF THE OTTER TAIL
POWER COMPANY AS FILED FOR RECORD
IN THIS OFFICE ON THE 23RD. DAY OF
JANUARY, 1959 AND RECORDED IN BOOK
C-6 OF INCORPORATIONS AT PAGE 560---**

and that said copy is a true and correct transcript of said

-- INSTRUMENT --

and of the whole thereof

In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol in St. Paul, this **TWENTY-THIRD**

day of **-- JANUARY --** A. D. 19 **59.**

Mike Holm
Secretary of State





I Mike Holm, Secretary of State
of the State of Minnesota,

do hereby certify that I have compared the annexed copy with
record of the original ~~INSTRUMENT~~ in my office of

~~ARTICLE OF REDUCTION OF STATED
CAPITAL OF THE OTTER TAIL POWER
COMPANY AS FILED FOR RECORD IN
THIS OFFICE ON THE 23RD. DAY OF
DECEMBER, 1908 AND RECORDED IN BOOK
C-6 OF INCORPORATIONS AT PAGE 582~~

and that said copy is a true and correct transcript of said

~~INSTRUMENT~~
and of the whole thereof

In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State at the
Capitol in St. Paul, this ~~THIRTY-THIRD~~

day of ~~JANUARY~~ A.D. 19 ~~30~~

Mike Holm
Secretary of State



No. 29



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

OTTER TAIL POWER COMPANY

whose corporate name in North Dakota is

the same

a corporation of the State of **Minnesota**, incorporated on the

Fifth day of **July**, 1907, with **perpetual** existence

therefrom, and which maintains a registered office in the State of North Dakota at Number **516**,

Dakota Avenue

Bismarck, in the City of

Bismarck

County of **Richland**, 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 **Fifth** day of **August** A. D., 19 **37**.

JAMES D. GRONNA

Secretary of State

G. A. GILBERTSON

Deputy

FOREIGN CORPORATION Certificate of Authority

File No. **22**
DUPLICATE

Buy "Dakota Maid" Flour



*I Mike Holm, Secretary of State
of the State of Minnesota,*

*do hereby certify that I have compared the annexed copy with
record of the original _____ instrument _____ in my office of*

Certificate of Amendment to Articles of Incorporation of OTTER TAIL POWER COMPANY as filed for record January 2, 1940 and recorded in Book J-6 of Incorporations at page 298

*and that said copy is a true and correct transcript of said _____
instrument*

and of the whole thereof _____

*In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State at the
Capitol in St. Paul, this _____ --second--*

day of --January-- A.D. 1940

*Mike Holm
Secretary of State*



STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within-
instrument was filed for record in this
office on the 2 day of June
A. D. 1915, at 12 o'clock A. M.
and was duly recorded in Book 1-1
of Incorporations, on page 299

W. Mitchell
Secretary of State

No. 116



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

the attached copy of Foreign Corporation Certificate of Authority,
File No. 29, is a true and correct copy of the original Certificate
issued by this Department; and

I further certify that the Otter Tail Power Company, a Minnesota
corporation, was originally authorized to transact business in North
Dakota on February 24, 1914; and that such authorization is still in
full force and effect.

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 Sixteenth
day of February A. D., 1940

SEAL

JAMES D. GRONNA

Secretary of State

FOREIGN CORPORATION
Certificate of Good Standing

By G. A. GILBERTSON

Deputy

File No. 29
DUPLICATE

Buy "Dakota Maid" Flour

STATE OF MINNESOTA

ss.

COUNTY OF OTTER TAIL

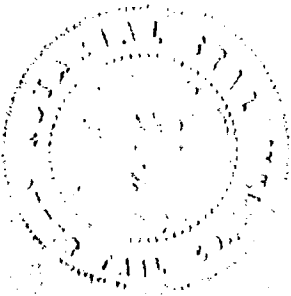
Albert V. Hartl, being first duly sworn, deposes and says that he is the Executive Vice President of the Otter Tail Power Company, and the foregoing statement is true to the best of his knowledge, information and belief, and that the preparation of the same was duly authorized by the Board of Directors of the Otter Tail Power Company.


Executive Vice President

Subscribed and sworn to before me, a Notary Public,
this 24th day of August, 1959.


Notary Public

H. A. JUST
Notary Public, OTTER TAIL CO., MINN.
My Commission Expires MAY 19, 1966





Otter Tail Power Company

Fergus Falls, Minnesota

To The Secretary of State
State of North Dakota
State Capitol
Bismarck, North Dakota

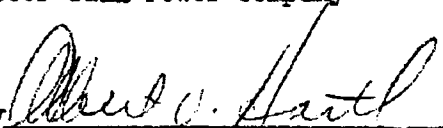
Statement of Change of Registered Office of a Foreign Corporation

The Otter Tail Power Company, a corporation organized and doing business hereby makes the following statement:

1. That the name of the corporation is Otter Tail Power Company.
2. That the principal office of the corporation is located in Fergus Falls, Minnesota, and the address of the registered office in the State of North Dakota is Devils Lake, North Dakota.
3. That the registered office of the corporation is changed and the new registered office in North Dakota is stated to be the office of the Otter Tail Power Company at Jamestown, North Dakota.
4. That the name of the present registered agent is R. W. Nygard, Jamestown, North Dakota.
5. That the registered agent is not changed by this statement.
6. That the address of the registered office and the address of the business office of the registered agent, as changed, are identical.
7. That such change was ordered by the Board of Directors of the Otter Tail Power Company at its regular meeting of December 12, 1960.

December 12, 1960

Otter Tail Power Company

By 
Executive Vice President

STATE OF MINNESOTA

ss.

COUNTY OF OTTER TAIL

Albert V. Hartl, being first duly sworn, deposes and says that he is the Executive Vice President of the Otter Tail Power Company, and the foregoing statement is true to the best of his knowledge, information and belief, and that the preparation of the same was duly authorized by the Board of Directors of the Otter Tail Power Company.

Albert V. Hartl
Executive Vice President

Subscribed and sworn to before me, a Notary Public, this 12th day of December, 1960.

H. A. JUST
Notary Public, OTTER TAIL CO., MINN.
My Commission Expires MAY 19, 1966

H. A. Just
Notary Public

STATE OF NORTH DAKOTA }
Department of State } ss

Filed for record the 16th
day of December 1960

Ben Meier
SECRETARY OF STATE

By Aylene Gernes
CLERK

Fee \$ 5.00

UNITED STATES OF AMERICA



I, Joseph L. Donovan, Secretary of State of the State of Minnesota, do hereby certify that I have compared the annexed copy with record of the original - Instrument- in my office of **Articles of Amendment of Articles of Incorporation of Otter Tail Power Company**, as filed for record in this office on the 30th day of April, 1963 -----

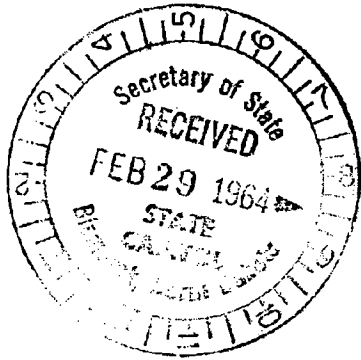
and that said copy is a true and correct transcript of said - Instrument - and of the whole thereof _____



IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this 30th day of April A. D. 19 63
Joseph L. Donovan
Secretary of State

STATE OF MINNESOTA
DEPARTMENT OF STATE

I, JOSEPH L. DONOVAN, Secretary of State of the State of Minnesota, do hereby certify that the annexed is a full, true and correct photocopy of Articles of Amendment of Articles of Incorporation of Otter Tail Power Company, as filed for record in this office on the 25th day of February, 1964 and recorded in Book F-24 of Incorporations at page 478 - - -



as the same appears of record in this office, and of the whole thereof.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this

25th day of February,

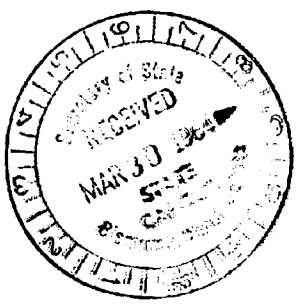
A. D. 19 64.

Joseph L. Donovan
Secretary of State

UNITED STATES OF AMERICA



I, Joseph L. Donovan, Secretary of State of the State of Minnesota, do hereby certify that I have compared the annexed copy with record of the original _____ - instrument - _____ in my office of Certificate of Otter Tail Power Company, as filed for record in this office on the 25th day of March, 1964 - - - -



and that said copy is a true and correct transcript of said _____ - instrument - _____ and of the whole thereof _____



IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this 25th day of March A. D. 1964

Joseph L. Donovan
Secretary of State

United States of America.



I, Arlen I. Erdahl, Secretary of State of the State of Minnesota, do hereby certify that I have compared the annexed copy with record of the original -instrument- in my office of Articles of Amendment of Articles of Incorporation of Otter Tail Power Company, as filed for record in this office on the 3rd day of May, 1972 - - -

and that said copy is a true and correct transcript of said -instrumen t- and of the whole thereof _____

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this

4th day of May A. D. 19 72.
Arlen I. Erdahl
Secretary of State



I, Arlen I. Erdahl, Secretary of State of the State of Minnesota, do hereby certify that I have compared the annexed copy with record of the original -instrument- in my office of

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
Otter Tail Power Company

STATE OF NORTH DAKOTA } ss
Department of State }
Filed for record the 26th
day of April 1973
Ben Meier
SECRETARY OF STATE
9/1
DEPUTY

and that said copy is a true and correct transcript of said -instrument- and of the whole thereof _____

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this 17th day of April A. D. 1973.
Arlen I. Erdahl
Secretary of State

United States of America



I, Arlen I. Erdahl, Secretary of State of the State of Minnesota, do hereby certify that I have compared the annexed copy with record of the original _____ - instrument - in my office of

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

Otter Tail Power Company

and that said copy is a true and correct transcript of said _____ - instrument -

and of the whole thereof _____



IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this 15th day of April A. D. 1974
Arlen I. Erdahl
Secretary of State

United States of America



I, Joan Anderson Growe, Secretary of State of the State of Minnesota, do hereby certify that I have compared the annexed copy with the record of the original -instrument- in my office of

CERTIFICATE OF AMENDMENT

OF

Otter Tail Power Company

and that said copy is a true and correct transcript of said _____

-instrument-

and of the whole thereof _____



IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this 28th day of July

A. D. 19 75.

Joan Anderson Growe
SECRETARY OF STATE

United States of America.



I, Joan Anderson Growe, Secretary of State of the State of Minnesota, do hereby certify that I have compared the annexed copy with the record of the original -instrument- in my office of

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
Otter Tail Power Company

STATE OF NORTH DAKOTA } SS
Department of State

Certificate No.

Filed for record the 5th day of April 1977

Ben Meser
SECRETARY OF STATE

DEPUTY

and that said copy is a true and correct transcript of said -instrument-

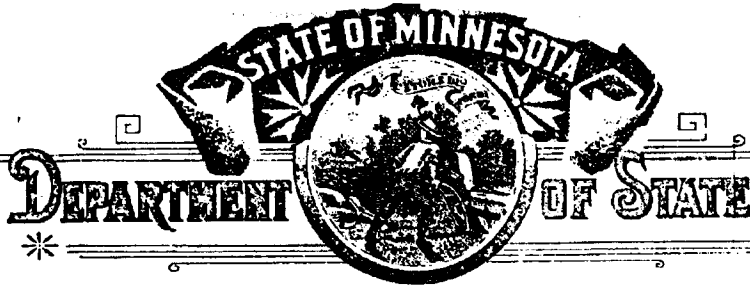
and of the whole thereof _____



IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this 30th day of March A. D. 19 77

Joan Anderson Growe
SECRETARY OF STATE

United States of America.



I, Joan Anderson Growe, Secretary of State of the State of Minnesota, do hereby certify that I have compared the annexed copy with the record of the original -instrument- in my office of

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
Otter Tail Power Company

STATE OF NORTH DAKOTA } SS
Department of State

Certificate No. _____
Filed for record the 16th day of May 1977
Ben Meher
SECRETARY OF STATE

DEPUTY

and that said copy is a true and correct transcript of said -instrument-

and of the whole thereof



IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this 18th day of April A. D. 19 77.

Joan Anderson Growe
SECRETARY OF STATE

29

CERTIFICATE

We, the undersigned, HARRY C. JOHNSON and JAY D. MYSTER, do hereby certify that we are duly elected, qualified and acting as a Senior Vice President and the Secretary, respectively, of Otter Tail Power Company, a Minnesota corporation; that the following is a true and correct copy of certain resolutions duly adopted at a meeting of the Board of Directors of said Company duly called and held on March 6, 1978, viz.:

BE IT FURTHER RESOLVED That, pursuant to authority conferred on the Board of Directors of Otter Tail Power Company, a Minnesota corporation, by Article VI of its Articles of Incorporation, as amended, a seventh series of Cumulative Preferred Shares be, and it hereby is, created as follows:

A. The designation of such series shall be "\$8.375 Cumulative Preferred Shares", and the number of shares of such series shall be one hundred thousand (100,000).

B. The rate of dividends payable on the \$8.375 Cumulative Preferred Shares shall be \$8.375 per share per annum, payable quarterly on the first day of March, June, September and December of each year, commencing June 1, 1978. Such dividends shall be cumulative and accrue in the case of each share from and including the date of original issuance thereof; and the amount of the dividend for any period of less than a full quarter shall be computed on the basis of a 360-day year of twelve 30-day months.

C. The \$8.375 Cumulative Preferred Shares shall be redeemable (otherwise than with respect to any redemption effected through or by the sinking funds hereafter described in subdivision E below) at \$108.375 per share if redeemed on or before June 1, 1979, and at the following redemption prices per share if redeemed thereafter:

STATE OF NORTH DAKOTA } SS
Department of State

Certificate No.
Filed For record the 27th day of March, 1978.
Ben M. Reed
SEC. OF AR. U. V. N. E.

DEPUTY

RECEIVED
APR 27 1979

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
OTTER TAIL POWER COMPANY

SECRETARY OF STATE

We, Robert M. Bigwood and Jay D. Myster, respectively the President and Secretary of Otter Tail Power Company, a Minnesota corporation, do hereby certify that at the annual meeting of the Common Shareholders of said Corporation, duly called and held on April 9, 1979, in accordance with the statutes of the State of Minnesota and the Articles of Incorporation and By-Laws of the Corporation, the following resolution amending Articles V and VI of the Articles of Incorporation of the Corporation was duly adopted by the vote of the holders of at least a majority of the outstanding Common Shares of the Corporation, said resolution being as follows:

BE IT RESOLVED That Articles V and VI of the Articles of Incorporation of Otter Tail Power Company, a Minnesota corporation, as heretofore amended, be, and the same hereby are, amended in their entirety to read as follows:

STATE OF NORTH DAKOTA }
Department of State } ss

Filed for record the 27th
day of April 1979

Ben Merri
SECRETARY OF STATE *BJOC*

DEPUTY

STATE OF NORTH DAKOTA }
Department of State } SS

CERTIFICATE

RECEIVED
AUG 03 1979

SECRETARY OF STATE

Certificate No. None

Filed for record the 3rd
day of August 1979

Ben M. ...
SECRETARY OF STATE

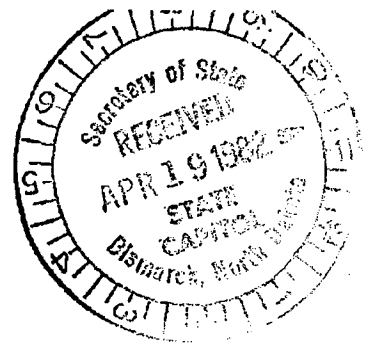
.....
DEPUTY

We, the undersigned, D. R. EMMEN and JAY D. MYSTER, do hereby certify that we are duly elected, qualified and acting as the Vice President, Finance and the Secretary, respectively, of Otter Tail Power Company, a Minnesota corporation; that the following is a true and correct copy of certain resolutions duly adopted at a meeting of the Board of Directors of said Company duly called and held on July 23, 1979, viz.:

BE IT FURTHER RESOLVED That, pursuant to authority conferred on the Board of Directors of Otter Tail Power Company, a Minnesota corporation, by Subdivision A of Division I of Article VI of its Articles of Incorporation, as amended, an eighth series of Cumulative Preferred Shares be, and it hereby is, created as follows:

A. The designation of such series shall be "\$8.90 Cumulative Preferred Shares", and the number of shares of such series shall be seventy thousand (70,000).

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
OTTER TAIL POWER COMPANY



We, Robert M. Bigwood and Jay D. Myster, respectively the President and Secretary of Otter Tail Power Company, a Minnesota corporation, do hereby certify that at the annual meeting of the Common Shareholders of said Corporation, duly called and held on April 12, 1982, in accordance with the statutes of the State of Minnesota and the Articles of Incorporation and By-Laws of the Corporation, the following resolution amending Article V of the Articles of Incorporation of the Corporation was duly adopted by the vote of the holders of at least a majority of the outstanding Common Shares of the Corporation, said resolution being as follows:

BE IT RESOLVED That Article V of the Articles of Incorporation of Otter Tail Power Company, a Minnesota corporation, as heretofore amended, be, and the same hereby is, amended in its entirety to read as follows:

ARTICLE V.

The total authorized number of shares of the corporation is 10,500,000, divided into three classes; namely, 1,500,000 Cumulative Preferred Shares without par value (the "Cumulative Preferred Shares"); 1,000,000 Cumulative Preference Shares without par value (the "Cumulative Preference Shares"); and 8,000,000 Common Shares of the par value of \$5 per share (the "Common Shares"). No fractional shares of any class or series shall be issued by the corporation.

We do hereby further certify that the foregoing amendment to the Articles of Incorporation of the Corporation has been duly adopted in accordance with law.

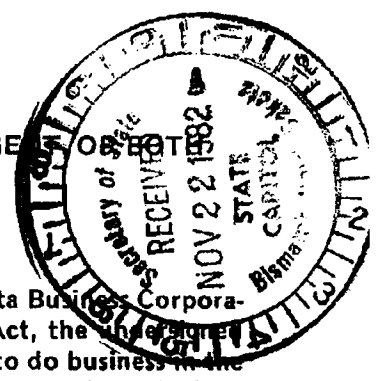
STATE OF NORTH DAKOTA } ss
Department of State

Filed for record the 22nd
day of April 19 82
John Meyer
SECRETARY OF STATE
John Meyer

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

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 Otter Tail Power Company

2. The address of its present registered office is: Jamestown, ND 58401

3. The address of the new registered office is: 315 2nd Street SE, P.O. Box 742
(Complete street address required. A post office box number may be added.)
Jamestown, ND 58401

4. The name of its present registered agent is Robert W. Nygard

5. The name of successor registered agent is Royal R. Berstler

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 March 15, 19 82 Otter Tail Power Company

[Signature]
(Signature of President or Vice-President)

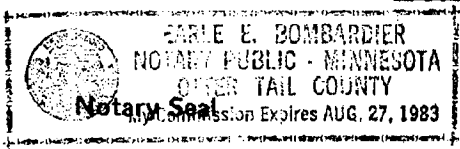
***** VERIFICATION *****

John C. MacFarlane, being first duly sworn says that he is the
(Name of above officer)
President 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 [Signature]
(Verification Officer Signature)

Subscribed and sworn to before me this 10th day of November, 19 82.

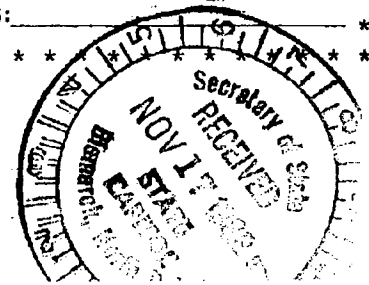


Earle E. Bombardier
(Notary Public)

State of _____

My Commission expires: _____

Filing Date Nov. 22, 19 82
Ben Miller By [Signature]
Secretary of State



ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
OTTER TAIL POWER COMPANY

We, John C. MacFarlane and Jay D. Myster, respectively the President and Secretary of Otter Tail Power Company, a Minnesota corporation, do hereby certify that at the annual meeting of the Common Shareholders of said Corporation, duly called and held on April 9, 1984, in accordance with sections 302A.131 and 302A.135 of the Minnesota Statutes and the Articles of Incorporation and By-Laws of the Corporation, the following resolution amending Subdivision F of Division IV of Article VI of the Articles of Incorporation of the Corporation was duly adopted by the vote of the holders of at least a majority of the outstanding Common Shares of the Corporation, said resolution being as follows:

BE IT RESOLVED That Subdivision F of Division IV of Article VI of the Articles of Incorporation of Otter Tail Power Company, a Minnesota corporation, as heretofore amended, be, and the same hereby is, amended in its entirety to read as follows:

"F. Cumulative Voting. If notice in writing is given by any holder of Cumulative Preferred Shares, Cumulative Preference Shares or Common Shares to any officer of the corporation before a meeting for the election of directors at which such shareholder is entitled to vote, or to the presiding officer at such meeting at any time before the election of directors takes place, that he intends to cumulate his votes in such election, each holder of shares of the class with respect to which such notice has been given shall have the right to multiply the number of votes to which he may be entitled by the number of directors to be elected by the holders of shares of such class, and he may cast all such votes for one candidate or distribute them among any two or more candidates. In such case, it shall be the duty of the presiding officer, before the election of directors at the meeting, to announce that all shareholders of the class with respect to which such notice has been given shall cumulate their votes."

STATE OF NORTH DAKOTA }
Department of State }
Filed for record the
day of April 1984
[Signature]
[Signature]

RECEIVED
MAY 4 '84
OFFICE OF THE
CORPORATION
COMMISSIONER
STATE OF N. D. 5

E-435

110

29

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
OTTER TAIL POWER COMPANY

We, John C. MacFarlane and Jay D. Myster, respectively the President and Secretary of Otter Tail Power Company, a Minnesota corporation, do hereby certify that at the annual meeting of the Common Shareholders of said Corporation, duly called and held on April 14, 1986, in accordance with Sections 302A.131 and 302A.135 of the Minnesota Statutes and the Articles of Incorporation and Bylaws of the Corporation, the following resolutions amending Articles V, VI, VII and IX of the Articles of Incorporation of the Corporation were duly adopted by the vote of the holders of at least a majority of the outstanding Common Shares of the Corporation (with less than ten percent (10%) of the Common Shares which voted on the resolution amending Subdivision F of Division IV of Article VI of the Articles of Incorporation having voted against said resolution), said resolutions being as follows:

BE IT RESOLVED That Article V of the Articles of Incorporation of Otter Tail Power Company, a Minnesota corporation, as heretofore amended, be, and the same hereby is, amended in its entirety to read as follows:

ARTICLE V

The total authorized number of shares of the corporation is 17,500,000, divided into three classes; namely, 1,500,000 Cumulative Preferred Shares without par value (the "Cumulative Preferred Shares"); 1,000,000 Cumulative Preference Shares without par value (the "Cumulative Preference Shares"); and 15,000,000 Common Shares of the par value of \$5 per share (the "Common Shares"). No fractional shares of any class or series shall be issued by the corporation.

STATE OF NORTH DAKOTA } ss
Department of State }
Filed for record the 16th
day of May 1986
[Signature] SECRETARY OF STATE
DEPUTY
[Signature]

REC. OF STATE
MAY 16 10 57 AM '86

Filed by: [Signature]

Domestic and Foreign Business Corporations - Fee \$10.00

File No. 29F

Domestic and Foreign Nonprofit Corporations - Fee \$10.00

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

File duplicate originals. -(Two copies, both bearing original signatures.)

To the Secretary of State

State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 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 Otter Tail Power Company

2. The present address of record of the registered office is: _____

315 - 2nd Street SE, Jamestown, ND 58402

3. The address of the new registered office is: _____

123 North 3rd, Wahpeton, ND 58075

(Complete street address required. A post office box number may be added.)

4. The present name of record as registered agent: Royal R. Berstler

5. The name of successor registered agent is: Wallace M. Stigen

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.

Dated: March 30, 19 88

Royal R. Berstler Secretary
(Signature and Title)

Filing Date 7-27, 19 88

Ben Meier Filed By: [Signature]
Secretary of State

Receipt # 50918

REC. OF STATE
MAY 3 11 25 AM '88
REC. OF STATE
MAY 4 4 35 PM '88



I Mike Holm, Secretary of State
of the State of Minnesota,

do hereby certify that I have compared the annexed copy with
record of the original ~~INSTRUMENT~~ in my office of

**ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF OTTER TAIL POWER
COMPANY AS FILED FOR RECORD IN THIS
OFFICE ON THE FIRST DAY OF APRIL 1940
AND RECORDED IN BOOK L-6 OF INCORPO-
RATIONS AT PAGE 286-----**

and that said copy is a true and correct transcript of said
~~INSTRUMENT~~

and of the whole thereof

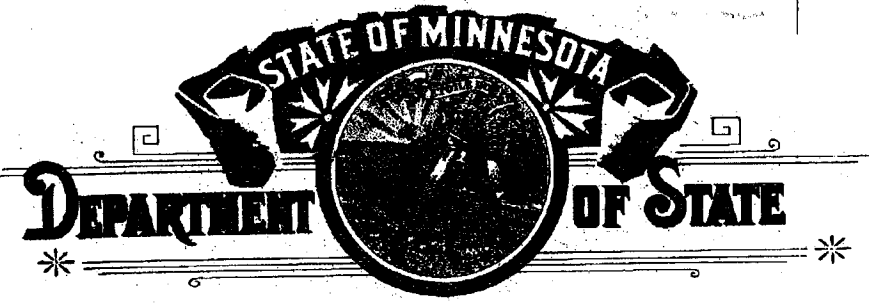
In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in St. Paul, this ~~FIRST~~

day of ~~APRIL~~ A.D. 19 40.

Mike Holm
Secretary of State



REPUBLIC OF MINNESOTA



I *Mike Holm*, Secretary of State
of the State of Minnesota,

do hereby certify that I have compared the annexed copy with
record of the original ~~INSTRUMENT~~ in my office of

**ARTICLES OF REDUCTION OF STATED CAPITAL
OF THE OTTER TAIL POWER COMPANY AS FILED
FOR RECORD IN THIS OFFICE ON THE FIRST DAY
OF APRIL, 1940 AND RECORDED IN BOOK L-6 OF
INCORPORATIONS AT PAGE 288**

and that said copy is a true and correct transcript of said
~~INSTRUMENT~~

and of the whole thereof

In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol in St. Paul, this ~~FIRST~~

day of ~~APRIL~~ A.D. 19 40.

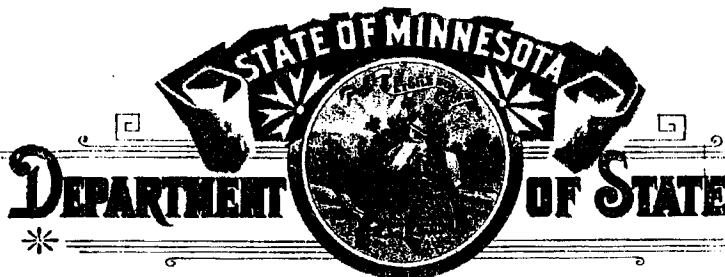
Mike Holm
Secretary of State



STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within
instrument was filed for record in this
office on the 1 day of July
1940 at 11 o'clock A.M.
and its duty recorded in Book 26
of the Corporations, on page 26 k

Traville
Secretary of State



TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, AN AGREEMENT OF MERGER, DATED THE NINTH DAY OF JULY, 1941, MADE BY AND BETWEEN

OTTER TAIL POWER COMPANY, A MINNESOTA CORPORATION
AND

UNION PUBLIC SERVICE COMPANY, A MINNESOTA CORPORATION,
DULY SIGNED, CERTIFIED AND ACKNOWLEDGED UNDER OATH HAS BEEN FILED FOR RECORD IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, ONE THOUSAND NINE HUNDRED AND FORTY-ONE, FOR THE MERGER OF THE ABOVE NAMED CORPORATIONS INTO AND UNDER THE NAME OF-----OTTER TAIL POWER COMPANY----- PURSUANT TO THE PROVISIONS OF SECTIONS 40 TO 44, INCLUSIVE, OF THE MINNESOTA BUSINESS CORPORATION ACT, CHAPTER 300 OF THE LAWS OF MINNESOTA FOR 1933, AND ALL ACTS AMENDATORY THEREOF;

NOW, THEREFORE, I, MIKE HOLM, SECRETARY OF STATE OF THE STATE OF MINNESOTA, BY VIRTUE OF THE POWERS AND DUTIES VESTED IN ME BY LAW, DO HEREBY CERTIFY THAT SAID ABOVE NAMED CORPORATIONS ARE LEGALLY MERGED INTO AND MADE AN EXISTING CORPORATION UNDER THE NAME OF

-----OTTER TAIL POWER COMPANY-----

WITH THE POWERS, RIGHTS, AND PRIVILEGES, AND SUBJECT TO THE LIMITATIONS, DUTIES AND RESTRICTIONS WHICH A CORPORATION FORMED UNDER THE MINNESOTA BUSINESS CORPORATION ACT MAY HAVE.

I, MIKE HOLM, SECRETARY OF STATE OF THE STATE OF MINNESOTA, DO FURTHER CERTIFY THAT ATTACHED HERETO IS A TRUE AND CORRECT COPY OF THE AFOREMENTIONED AGREEMENT OF MERGER AS THE SAME WAS FILED FOR RECORD IN THIS OFFICE ON THE DATE AFORESAID AND RECORDED IN BOOK V-6 OF INCORPORATIONS AT PAGES THIRTY-SEVEN TO FIFTY-NINE INCLUSIVE.

WITNESS MY OFFICIAL SIGNATURE
HEREUNTO SUBSCRIBED AND THE GREAT
SEAL OF THE STATE OF MINNESOTA
HEREUNTO AFFIXED THIS THIRTIETH
DAY OF SEPTEMBER IN THE YEAR OF
OUR LORD ONE THOUSAND NINE HUNDRED
AND FORTY-ONE.

Mike Holm

SECRETARY OF STATE.





I Mike Holm, Secretary of State
of the State of Minnesota,

do hereby certify that I have compared the annexed copy with
record of the original -- Instrument -- in my office of
Articles of Amendment of Articles of Incorporation of Otter
Tail Power Company as filed for record July 17, 1946 and
recorded in Book E-8 of Incorporations at page 431- - - - -

and that said copy is a true and correct transcript of said
-- Instrument --

and of the whole thereof

In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State at the
Capitol in St. Paul, this -- seventeenth --
day of -- July -- A.D. 1946.



Mike Holm
Secretary of State



*I Mike Holm, Secretary of State
of the State of Minnesota,*

*do hereby certify that I have compared the annexed copy with
record of the original -- INSTRUMENT -- in my office of*

CERTIFICATE OF CERTAIN RESOLUTIONS OF THE BOARD OF
DIRECTORS OF THE OTTER TAIL POWER COMPANY, DATED AUGUST
12, 1946, AND FILED FOR RECORD IN THIS OFFICE ON THE 13TH.
DAY OF AUGUST, A. D. 1946, AND RECORDED IN BOOK G-8 OF
INCORPORATIONS AT PAGE 79- - - - -

and that said copy is a true and correct transcript of said

-- INSTRUMENTS --

and of the whole thereof



*In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State at the
Capitol in St. Paul, this -- THIRTEENTH --*

day of -- AUGUST -- A. D. 19 46.

*Mike Holm
Secretary of State*

OTTER TAIL POWER COMPANY

ratified with respect to directors' resolutions adopted August 12, 1946.

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 13 day of Aug. A. D. 1946 at 9:50 o'clock P. M. It was duly recorded in Book 68 of incorporations, on page 79

Milliken
Secretary of State

STATE OF NORTH DAKOTA
Department of State
Filed for record the 15th day of August, 1946
By *Thomas Hall*
SECRETARY OF STATE
By *A. Miller*
DEPUTY.

NOTARIAL PUBLIC



I Mike Holm, Secretary of State
of the State of Minnesota,

do hereby certify that I have compared the annexed copy with
record of the original -- INSTRUMENT -- in my office of
ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF
OTTER TAIL POWER COMPANY AS FILED FOR RECORD IN THIS
OFFICE ON THE 30TH DAY OF JUNE, A. D. 1948, AT 4:30
O'CLOCK P. M. - - - - -

and that said copy is a true and correct transcript of said
-- INSTRUMENT --

and of the whole thereof

In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol in St. Paul, this -- THIRTIETH --
day of -- JUNE -- A. D. 19 48.



Mike Holm
Secretary of State



*I Mike Holm, Secretary of State
of the State of Minnesota,*

*do hereby certify that I have compared the annexed copy with
record of the original --instrument-- in my office of
Articles of Amendment to Articles of Incorporation of Otter
Tail Power Company as filed for record in this office on the
13th day of October, 1948 - - - - -*

*and that said copy is a true and correct transcript of said
--instrument--*

and of the whole thereof



*In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in St. Paul, this --thirteenth--
day of --October-- A.D. 19 48.*

*Mike Holm
Secretary of State*

STATE OF MINNESOTA
DEPARTMENT OF STATE

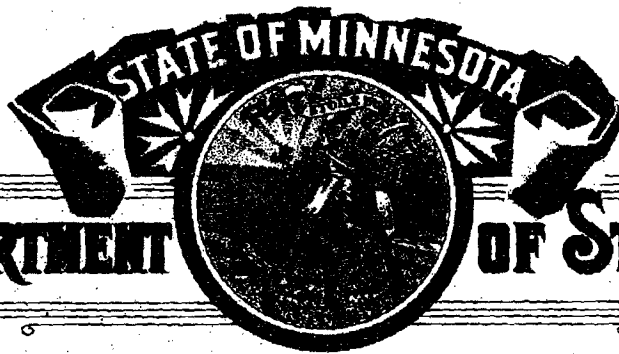
I, MIKE HOLM, Secretary of State of the State of Minnesota, do hereby certify that the annexed is a full, true and correct photocopy of Articles of Amendment of Articles of Incorporation of Otter Tail Power Company as filed for record in this office on the 9th day of February, 1950, and recorded in Book J-10 of Incorporations at page 78- - -

as the same appears of record in this office, and of the whole thereof.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this
10th day of February,
A. D. 1950.

Mike Holm
Secretary of State



DEPARTMENT OF STATE

I, *MIKE HOLM*, Secretary of State of the State of Minnesota,
do hereby certify that the annexed is a full, true and correct photo-
copy of **RESOLUTIONS OF THE BOARD OF DIRECTORS
OF OTTER TAIL POWER COMPANY, ADOPTED MARCH
6, 1950, AS FILED FOR RECORD IN THIS OFFICE
ON THE 8TH DAY OF MARCH, 1950-** - - - - -

as the same appears of record in this office, and of the whole thereof.



*In Testimony Whereof, I have hereunto
set my hand and affixed the Great Seal of
the State, at the Capitol in St. Paul, this*

8TH day of *MARCH*,

A. D. 1950.

Mike Holm
Secretary of State

Otter Tail Power Company



Office at
Fergus Falls, Minnesota

Thomas C. Wright, President
Cyrus G. Wright, Vice Pres.
Arnold W. Mau, Vice Pres.
Albert V. Hartl, Secretary & Treas.

June 1, 1951

Mr. Thomas Hall, Secretary of State
Bismarck, North Dakota

SUBJECT: Change of Registered Agent

Dear Mr. Hall:

The Board of Directors of Otter Tail Power Company by resolution duly adopted at its regular meeting on May 29, 1951, authorized change of the registered agent in and for the State of North Dakota as of June 1, 1951.

In accordance with the provisions of Section 10-1711, the following information is certified to you as Secretary of State:

1. Name of the corporation: Otter Tail Power Company
2. Address of its registered office: Wahpeton, North Dakota
4. Name of present registered agent: L. E. Guess, Wahpeton, N. D.
5. Name of new registered agent: C. J. Dougherty, Wahpeton, N. D.

OTTER TAIL POWER COMPANY

Thomas C. Wright
President

ATTEST:

Albert V. Hartl

STATE OF MINNESOTA)
COUNTY OF OTTER TAIL) ss

On this 1st day of June, 1951, before me a Notary Public within and for said County, personally appeared THOMAS C. WRIGHT and ALBERT V. HARTL, to me personally known, who being each by me duly sworn did say that they are, respectively, the President and Treasurer of Otter Tail Power Company, the corporation named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and that they acknowledged said instrument to be the free act and deed of said corporation.

P. J. MOE
Notary Public, Otter Tail County, Minnesota

P. J. MOE.
Notary Public, OTTER TAIL CO., MINN.
My Commission expires APRIL 28, 1952.

FOREIGN CORPORATION

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

OTTER TAIL POWER COMPANY

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

..... Otter Tail Power Company, a corporation
incorporated and existing under the laws of the State of Minnesota
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 Otter Tail Power Company
....., and the name which
this corporation uses in the State of North Dakota is Otter Tail Power Company
..... (See instructions below.)

(b) The address of its present registered office in the State of North Dakota is Wahpeton, No. Dak.
.....

(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 Wahpeton, No. Dak.
..... (See instructions below.)

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

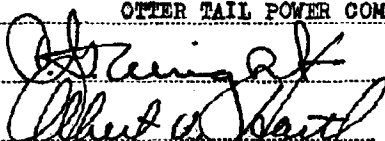
(e) The name of its registered agent in the State of North Dakota from and after the date of the filing
of this statement with the Secretary of State of North Dakota is C. J. Dougherty
.....

(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 May, 1951.

In Witness Whereof, the undersigned corporation has caused this statement to be executed by its
Vice President and Secretary and its corporate seal to be hereunto affixed this
14th day of June, A. D. 1951.

OTTER TAIL POWER COMPANY

CORPORATE
SEAL


..... Vice President
..... Secretary

STATE OF Minnesota
County of Otter Tail) ss.

On this 14th day of June, A. D. 1951, before me personally appeared

CYRUS G. WRIGHT and ALBERT V. HARTL,

to me personally known, who, being by me duly sworn, did say that they are respectively the Vice
President and Secretary of Otter Tail Power Company

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

CYRUS G. WRIGHT and ALBERT V. HARTL

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

R. O. Mittelstadt

AFFIX

Notary Public, _____ County,

NOTARIAL

R. O. MITTELSTADT
Notary Public, Otter Tail Co., Minn.
State of _____
My Commission expires Sept. 27, 1957

SEAL

My Commission Expires _____

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 JUNE 19, 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 29

Buy "Dakota Maid" Flour

OTTER TAIL POWER COMPANY

Statement of Foreign Corporation Change of Registered Office
and Registered Agent - September 10, 1953.

1. Name of Corporation - Otter Tail Power Company ✓
2. Address of Registered Office - Wahpeton, North Dakota ✓
3. Registered Office is to be changed to - Devils Lake, North Dakota
4. Name of its then Registered Agent - C. J. Dougherty ✓
5. Registered Agent is to be changed to - W. A. Halvorson
6. This change was authorized by a resolution duly adopted by the Board of Directors of Otter Tail Power Company at its regular meeting held August 31, 1953.

IN WITNESS WHEREOF, said corporation has caused this statement to be executed by its Vice President and Secretary and its Corporate Seal to be hereto affixed this 10th day of September, A.D. 1953.

(Corporate Seal)

OTTER TAIL POWER COMPANY

Albert V. Hartl
Vice President

Harry C. Johnson
Secretary

State of Minnesota }
County of Otter Tail } SS.

On this 14th day of September, A.D. 1953 before me personally appeared Albert V. Hartl and Harry C. Johnson to me personally know, who being by me duly sworn, did say that they are respectively the Vice President and Secretary of Otter Tail Power Company, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that the said instrument was executed in behalf of said corporation by authority of its Board of Directors; that they have read the foregoing statements and know the contents thereof, and that the same is true of their own knowledge; and Albert V. Hartl and Harry C. Johnson acknowledge said instrument to be their free act and deed of said corporation.

(Notarial Seal)

R.O. Mittelstadt, Notary Public
Otter Tail County, State of Minnesota
My Commission expires Sept. 27, 1957

R.O. Mittelstadt
Notary Public

Nº 1139

United States of America



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

OTTER TAIL POWER COMPANY,

A CORPORATION OF THE STATE OF MINNESOTA, DULY AUTHORIZED TO DO BUSINESS IN THE STATE OF NORTH DAKOTA, UNDER THE PROVISIONS OF CHAPTER 10-17, NORTH DAKOTA REVISED CODE OF 1913, CORPORATION CERTIFICATE OF AUTHORITY AND FILE NO. 29, 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 DEVILS LAKE, NORTH DAKOTA, AND THE NAME OF ITS REGISTERED AGENT IN THE STATE OF NORTH DAKOTA IS W. A. HALVORSON.

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-FIRST day of SEPTEMBER A. D., 1953.

SEAL

Foreign Corporation
Certificate of ~~Authority~~ REGISTERED
29 OFFICE & REGISTERED AGENT,

File No. _____

DUPLICATE

THOMAS HALL
Secretary of State

By _____
CHARLES LIESSMAN
Deputy

STATE OF MINNESOTA
DEPARTMENT OF STATE

I, MRS. MIKE HOLM, Secretary of State of the State of Minnesota, do hereby certify that the annexed is a full, true and correct photocopy of ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF OTTER TAIL POWER COMPANY AS FILED FOR RECORD IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A. D. 1954-----

as the same appears of record in this office, and of the whole thereof.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this

22ND. day of APRIL,

A. D. 19 54.

Mrs. Mike Holm
Secretary of State

STATE OF MINNESOTA
DEPARTMENT OF STATE

I, JOSEPH L. DONOVAN, Secretary of State of the State of Minnesota, do hereby certify that the annexed is a full, true and correct photocopy of Certificate of Change of Registered office of Otter Tail Power Company, as filed on the 18th day of November, 1955, and contained in Domestic File # 5669 in the files of this office-----

as the same appears of record in this office, and of the whole thereof.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this
19th day of November,
A. D. 19 57.

Joseph L. Donovan
Secretary of State

OFFICE OF THE SECRETARY OF STATE



I, JOSEPH L. DONOVAN, Secretary of State of the State of Minnesota, do hereby certify that the annexed is a full, true and correct photocopy of Articles of Amendment of Articles of Incorporation of Otter Tail Power Company, as filed for record in this office on the 29th day of April, 1958, and recorded in Book B-17 of Incorporations at page 301-----

as the same appears of record in this office, and of the whole thereof.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capital in St. Paul, this
30th day of April,
A. D. 19 58.

Joseph L. Donovan
Secretary of State



Otter Tail Power Company

Fergus Falls, Minnesota

To The Secretary of State
State of North Dakota
State Capitol
Bismarck, North Dakota

Statement of Change of Registered Agent of a Foreign Corporation

The Otter Tail Power Company, a corporation organized and doing business hereby makes the following statement:

1. That the name of the corporation is Otter Tail Power Company.
2. That the principal office of the corporation is located in Fergus Falls, Minnesota, and the address of the registered office in the State of North Dakota is Devils Lake, North Dakota.
3. That the registered office of the corporation is not to be changed.
4. That the name of the present registered agent is W. A. Halvorson, Devils Lake, North Dakota.
5. That the registered agent is to be changed and that the successor registered agent is R. W. Nygard, Devils Lake, North Dakota.
6. That the address of the registered office and the address of the business office of the registered agent, as changed, are identical.
7. That such change was ordered by the Board of Directors of the Otter Tail Power Company at its regular meeting of July 27, 1959.

August 24, 1959

Otter Tail Power Company

By Alfred V. Gail
Executive Vice President

