

December 7, 2010

VIA HAND DELIVERY

Mr. Darrell Nitschke
Executive Secretary
North Dakota Public Service Commission
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480

RECEIVED

DEC 07 2010

PUBLIC SERVICE COMMISSION

**RE: M-Power One, LLC – Corporate Documents
PU-10-632**

Dear Mr. Nitschke:

Please find enclosed herewith for filing an original and ten (10) copies of the following documents:

1. A Certificate of Good Standing from the Secretary of State of North Dakota for M-Power One, LLC;
2. Certified copies of the Articles of Organization of M-Power One, LLC; Statement of Consent to Serve as Registered Agent for M-Power One, LLC; and Consent to Use of Name (all filed together); and
3. Corporation Details for M-Power One, LLC, obtained from the North Dakota Secretary of State website.

Also enclosed herewith is a CD containing the same in PDF format. Should you have any questions, please advise.

Sincerely,



MOLLIE M. SMITH

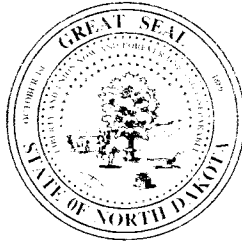
MMS/ms
Enclosures

cc: Mr. Jerry Lein (w/ *encl.* – via *hand-delivery*)
Mr. Warren Enyart (w/ *encl.* – via *e-mail*)
Mr. Grady Wolf (w/ *encl.* – via *e-mail*)

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State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

M-POWER ONE, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that M-POWER ONE, LLC, a North Dakota LIMITED LIABILITY COMPANY, was issued a certificate of organization which was effective on April 14, 2008 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota LIMITED LIABILITY COMPANY.

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

M-POWER ONE, LLC

Issued: November 30, 2010

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

Alvin Jaeger
Secretary of State

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LLC

**ARTICLES OF ORGANIZATION
OF
M-POWER ONE, LLC**

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SEC. OF STATE

The undersigned organizer, being a natural person eighteen (18) years of age or older, in order to form a limited liability under the North Dakota Limited Liability Company Act (North Dakota Statutes, Chapter 10-32), hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of this Company is M-Power One, LLC.

**ARTICLE II
REGISTERED OFFICE**

The registered office of this Company and the name of the registered agent at that address:

Warren Enyart
602 Lincoln Avenue South
P. O. Box 335
Finley, ND 58230-0335

**ARTICLE III
PURPOSES**


This Company is organized for the general business purposes consistent with the North Dakota Limited Liability Act.

**ARTICLE IV
INTERNAL REGULATION PROVISIONS**

The provisions for the internal regulation of the Company are as follows:

- A. Each manager and governor, past or present of the Company, and each person who serves or may have served at the request of the Company as director, officer, governor, manager, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, and their respective heirs and legal representatives, shall be indemnified by the Company in accordance with, and to the fullest extent permissible under, the provisions of North Dakota Century Code Chapter 10-32, as it may be from time to time amended. Whenever the applicable provisions of North Dakota Century Code Chapter 10-32 make indemnification permissible upon the finding that certain standards are met, such indemnification shall be mandatory by the Company.

NORTH DAKOTA
Filed 4-14 2008
Ann D. Meyer
Secretary of State **UF**



- B. No governor of the Company shall be personally liable to the Company nor to its members for any monetary damages or breach of fiduciary duty as a governor. However, this provision shall not eliminate or limit the liability of a governor for those matters expressly enumerated in N.D.C.C. §10-32-86 (or any successor thereto).

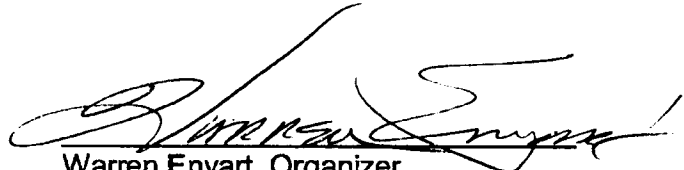
ARTICLE V
ORGANIZER

The name and address of the organizer of this Company is as follows:

Warren Enyart
602 Lincoln Avenue South
P. O. Box 335
Finley, ND 58230-0335

I, the above-named Organizer, have read the foregoing Articles of Organization, know the contents, and believe the statements made therein to be true.

DATED this 1st day of April, 2008.


Warren Enyart, Organizer

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STATEMENT OF CONSENT TO SERVE AS REGISTERED AGENT
FOR
M-POWER ONE, LLC

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SEC. OF STATE

I, Warren Enyart, an individual North Dakota resident, hereby consent to serve as registered agent for M-Power One, LLC, until I am removed or I resign according to law.

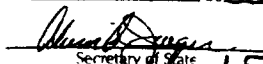
Dated this 1st day of April, 2008.


Warren Enyart, Registered Agent

THIS DOCUMENT WAS PREPARED BY:

Steven E. Noack
Vogel Law Firm
218 N.P. Avenue
P.O. Box 1389
Fargo, ND 58107-1389
701-237-6983

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Secretary of State



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To the Secretary of State
State of North Dakota
Bismarck, ND 58505

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1 APR 08 2008

SEC. OF STATE

Submit Duplicate Originals
Filing Fee: \$10.00

CONSENT TO USE OF NAME

- 1. Desired Name: M-Power One, LLC
- 2. Conflicting Name: M-Power, LLC
Address: 602 Lincoln Avenue South
P. O. Box 335
Finley, ND 58230-0335

I, as the Vice Chairman/Secretary of M-Power, LLC, do hereby unconditionally consent to the use of the Desired Name and certify that I am authorized to sign this Consent and that by signing this Consent I am subject to the penalties of perjury as if I had signed this Consent under oath.

22471200
M-POWER, LLC

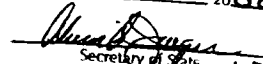
Signed:

By: 
Warren Enyart, Vice Chairman/Secretary

THIS DOCUMENT WAS DRAFTED BY:

Steven E. Noack
Vogel Law Firm
218 N.P. Avenue
P.O. Box 1389
Fargo, ND 58107-1389
(701) 237-9873
34407.08001

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Secretary of State



North Dakota

nd.gov Official Portal for
North Dakota State Government

SECRETARY OF STATE

NORTH DAKOTA

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M-POWER ONE, LLC

Corporation Details

System ID: 24692000**Phone:** (701) 524-2240**Type:** LIMITED LIABILITY COMPANY**Status:** Active & Good Standing**Original File Date:** 04/14/2008**Effective Date:** 04/14/2008**State of Origin:** North Dakota

Nature of Business

WIND ENERGY FARM DEVELOPMENT

Principal Office

602 LINCOLN AVE S PO BOX 335 FINLEY, ND 58230-0335

Registered Agent

WARREN ENYART

602 LINCOLN AVE S

PO BOX 335

FINLEY, ND 58230-0335

Established Date: Apr 14, 2008

Generate an Annual Report To File

To Generate a Annual Report form to be filed with the Secretary of State, select the appropriate year of the report you intend to file. This report does not contain details of a report previously filed with the Secretary of State. The annual report years reflected are an indication of the various report forms available in this site and is not an indication that an entity needs to file reports for all years. Missing years indicate that the forms for the missing year have not yet been deployed to the website, or have already been removed, and can be obtained by contacting the Secretary of State.

[2009](#) [2010](#) (generates a forms-fillable pdf in a new pop-up window)

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