



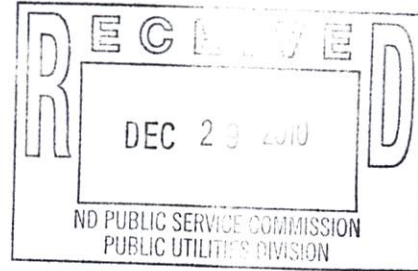
Rich Southwick
Vice President – Environmental

Phone: 406-266-4360
Mobile: 406-439-6766
Fax: 406-266-4577

rsouthwick@gnplp.com

SOUTH HEART ENERGY DEVELOPMENT, LLC

173 Cottonwood Rd.
Townsend, MT 59644



December 29, 2010

Cara G. DeSaye
North Dakota Public Service Commission
600 East Boulevard Avenue, Dept. 408
Bismarck, ND 58505-0480

**Re: South Heart Energy Development
North Dakota Secretary of State Certificate of Good Standing**

Dear Ms. DeSaye:

In response to your request, South Heart Energy Development, LLC (SHED) is pleased to provide its Certificate of Good Standing from the North Dakota Secretary of State. The original document is enclosed for your files.

Please do not hesitate to contact Rich Voss, V.P. Project Development at 701-223-8783 (rvoss@gnplp.com) or me with any questions.

Sincerely,

Richard A. Southwick
V.P. - Environmental

Enclosure

cc: Chuck Kerr, GNPD
Todd Joyner, SHED
Rich Voss, SHED

2 PU-10-672 Filed: 12/29/2010 Pages: 6
Certificate of Good Standing - ND

South Heart Energy Development, LLC

Richard Southwick

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

SOUTH HEART ENERGY DEVELOPMENT, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that SOUTH HEART ENERGY DEVELOPMENT, LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on October 26, 2007, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY.

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

SOUTH HEART ENERGY DEVELOPMENT, LLC

Issued: December 22, 2010

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

Alvin A. Jaeger
Secretary of State

RECEIVED

OCT 25 2007



**CERTIFICATE OF AUTHORITY
FOREIGN LIMITED LIABILITY COMPANY
APPLICATION**
SECRETARY OF STATE
SFN 19881w (19881 + 7974) (03-2007)

SEC. OF STATE

FOR OFFICE USE ONLY	
ID Number:	24,006,600 FL C
WO Number:	433176
Filed:	10-26-07
By:	LF

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

1. The application is accompanied by
- *Certificate of authority fee of \$128
 - *Signed consent of registered agent and fee of \$10
 - *Current CERTIFICATE OF GOOD STANDING duly authenticated by the organizing officer of the state or country of organization.
 - Certification of professional license
 - Signed consent to use of name and fee of \$10
 - Trade name registration and fee of \$25

For reference, see North Dakota Century Code, Sections 10-81-01, 10-31-13.1, and 10-30-136

2. Identify type of limited liability company applying for certificate of authority:		3. Federal ID #:	
<input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional			
4. Name of limited liability company exactly as it appears on Certificate of Good Standing from state or country of origin: South Heart Energy Development, LLC			
5. 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 box if: <ul style="list-style-type: none"> a) The limited liability company name is not in the form as required of limited liability companies in North Dakota. b) The Secretary of State has notified the limited liability company that its name is the same as or deceptively similar to a name already registered, and the limited liability company is unable to obtain consent to use of name from the previous filer or a certified copy of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota. c) The limited liability company does not wish to use or protect its name in North Dakota and chooses to use a name other than its limited liability company name. 			
6. Complete address of executive office: (Street/R/R, PO Box, City, State, Zip+4) which may not only be a post office box number: 601 Jefferson Street, Suite 3600, Houston, Texas 77002-7906			
7. State or country where organized: Delaware	8. Date when limited liability company will expire in state or country of origin: (month, day, year) or indicate "perpetual". perpetual	9. Telephone #: (713) 751-7500	10. Toll-free telephone #:
11. Name of registered agent in North Dakota: Capitol Corporate Services, Inc.		12. Federal ID/Social Security # of registered agent: 74-2604828	
13. Address of registered agent in North Dakota (Street/R/R, PO Box, City, State, Zip+4) which may not only be a post office box number: 109 Roberts Street, P.O. Box 2105, Fargo, ND 58107-2105			
14. Nature of business or activities the limited liability company intends to conduct in the State of North Dakota: Electrical power generation development			
15. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY			
MANAGERS		COMPLETE MAILING ADDRESS	
	<small>(Check box if manager also serves as governor)</small>	Street/R/R	PO Box City State Zip+4
Charles H. Kerr	<input type="checkbox"/>	601 Jefferson Street, Suite 3600, Houston, Texas 77002-7906	
Bert L. Campbell	<input type="checkbox"/>	601 Jefferson Street, Suite 3600, Houston, Texas 77002-7906	
Wyatt L. Hogan	<input type="checkbox"/>	601 Jefferson Street, Suite 3600, Houston, Texas 77002-7906	
	<input type="checkbox"/>		
	<input type="checkbox"/>		
	<input type="checkbox"/>		
Managing Member:	<input type="checkbox"/>		
Managing Member:	<input type="checkbox"/>		
If needed, attach sheet to add names of additional managers or governors.			
16. "The undersigned has read the foregoing application, knows the contents thereof, and believes the statements are true."		Date:	
Signature: <i>Wyatt Hogan</i>		10/23/07	
17. Name of person to contact about this report:	E-Mail Address:	Daytime telephone # and extension, if any:	
Wyatt Hogan		713-751-7516	

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OCT 25 2007

SEC. OF STATE



REGISTERED AGENT
CONSENT TO SERVE
SECRETARY OF STATE
SFN 7074 (06-2006)

FOR OFFICE USE ONLY

ID#:	24,006,600	
WC#:	433176	
Filed:	10-26-07	By: LF

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

1. FILING FEE: \$10.00

TYPE OR PRINT LEGIBLY

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership or real estate investment trust): South Heart Energy Development, LLC	
3. Name of the registered agent: Capital Corporate Services, Inc.	
4. Registered agent is (Check one) <input type="checkbox"/> An individual North Dakota resident <input checked="" type="checkbox"/> A corporation <input type="checkbox"/> A limited liability company <input type="checkbox"/> A limited liability partnership	5. Federal ID # or social security # of registered agent:
6. According to state law, the newly appointed registered agent must sign a statement of consent to serve in that capacity (see instruction number 6 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 this organization until a change or resignation is submitted to the Secretary of State according to the provisions of North Dakota state law." Signature of Registered Agent: <i>Dellanie Case, asst. sec.</i> Date: 10.23.07	



**CAPITOL
SERVICES**

**COMMERCIAL
REGISTERED AGENT
STATEMENT OF CHANGE**
Per North Dakota Century Code § 10-01.1-10

RECEIVED
MAY 28 2009
SEC. OF STATE

Secretary of State
State of North Dakota
600 E Boulevard Avenue, Dept. 108
P.O. Box 5513
Bismarck, ND 58506-5513

586119

The undersigned commercial registered agent submits the following statement for the purpose of changing its address as currently listed with the State of North Dakota.

- a. The name of the commercial registered agent in North Dakota is:
Capitol Corporate Services, Inc.
- b. The address of the commercial registered agent has changed, its new address is:
313 NP Ave. N
Fargo, ND 58102-4835
- c. As required by North Dakota Century Code § 10-01.1-10.4, notice of this change of address will be furnished to each entity represented by Capitol Corporate Services, Inc. in North Dakota.

May 27, 2009
(Date)

Delanie Case
(Signature)

Delanie Case
(Printed Name)

NORTH DAKOTA
Filed June 1 20 09
Delanie Case
Secretary of State



Assistant Secretary
(Capacity)

STATE OF NORTH DAKOTA
DEPARTMENT OF REVENUE
1-1-09



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 3 pages as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 12-22-10

BY: JVD

A handwritten signature in red ink, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
SECRETARY OF STATE