

January 5, 2012

RECEIVED

JAN 09 2012

PUBLIC SERVICE COMMISSION

Darrell Nitschke
Executive Secretary
North Dakota Public Service Commission
600 E. Boulevard, Dept. 480
Bismarck, North Dakota 58505-0480

DOCKET PU-12-_____

Dear Mr. Nitschke,

Please find enclosed for filing the following corporate documents of Minnkota Power Cooperative, Inc.:

- Certificate of Authority
- Certificate of Good Standing

Also enclosed is a CD of electronic versions of these documents and this letter.

Please let me know if further information is necessary.

Sincerely,



David Sogard, Vice President – Legal and Governmental Affairs
Minnkota Power Cooperative, Inc.

Enclosures.

(Foreign Cooperative)
(To be executed in Duplicate)
\$25.00

RECEIVED
JUN 23 1978
SECRETARY OF STATE

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Minnkota Power Cooperative, Inc.
Foreign Cooperative

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

Pursuant to the provisions of Section 10-15-51 of the North Dakota Century Code as amended, this cooperative association hereby applies for a certificate of authority to do business in the state of North Dakota as a foreign cooperative association, and for that purpose submits the following information.

1. The name of this cooperative is Minnkota Power Cooperative, Inc.
2. It is incorporated under the laws of the State of Minnesota
3. It was incorporated on May 24, 1940
(Date)
4. The period of its existence is perpetual
5. The address of its principal office in its state of incorporation is: Warren, Minnesota

6. The address of its proposed registered office in the state of North Dakota is: 1822 Mill Road
Box 1318, Grand Forks, North Dakota 58201

7. The name of its proposed registered agent in the state of North Dakota is: Andrew L. Freeman

8. The purpose or purposes of this cooperative which it proposes to pursue in the transaction of business in North Dakota: Generation and transmission of electricity.

9. The names and respective addresses of the directors and officers of the cooperative are as follows:

NAME	ADDRESS
Ted M. Lee, Director	Kindred, North Dakota
Earl Wagner, Director	Convick, Minnesota
Millard F. Dailey, President	Red Lake Falls, Minnesota
Merle Anderson, Director	Climax, Minnesota
James Erickson, Director	Littlefork, Minnesota
Glen Goodman, Director	Milton, North Dakota
Delmar Hagen, Secretary-Treasurer	Gatzke, Minnesota
Edward Reitmeyer, Director	Crookston, Minnesota
Harvey Tallackson, Vice President	Grafton, North Dakota
Roy Rasmussen, Director	McHenry, North Dakota
Bobby Lofstrand, Director	Lengby, Minnesota
Frank Yerbich, Director	Puposky, Minnesota

10. Its aggregate number of members and the number of members by classes (if divided) is as follows: 12 Class A Members; 0 Class B Members; and 12 Class C Members

11. Its aggregate amount of authorized and issued capital stock itemized by classes, par value of the stock, stock without par value, and series (if any) within a class is as follows:

Amount of Stock	Class	Series	Par Value	Without Par Value
48 shares	A		\$1200	
12 shares	C		12.00	

12. Additional information

Dated 19

Minnkota Power Cooperative, Inc.
 Cooperative Name
 By *Millard F. Dailey* (President) and *Delmar Hagen* (Vice President)
 and *Delmar Hagen* (Secretary) and *Delmar Hagen* (Assistant Secretary)

Millard F. Dailey being first duly sworn says that he is the President and that he has read the foregoing application and knows the contents thereof, and verily believes the statements made therein to be true.

Millard F. Dailey
 (Authorized signature)

Subscribed and sworn to before me this 27 day of April 1978

Harry E. Dickinson
 Notary Public
 HARRY E. DICKINSON
 State of Notary Public, Grand Forks County, ND
 My Commission Expires March 18, 1984
 My Commission Expires 19

Certificate No. 7100
 Filing Date 6/26 1978
 Recorded in Volume

Page Ben Meier mak

CERTIFICATE OF AUTHORITY

No 7100

DEPARTMENT



OF STATE

State of North Dakota

TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of an Application of

MINNKOTA POWER COOPERATIVE, INC.

for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the North Dakota Century Code, have been received in this office and are found to conform to law.

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

MINNKOTA POWER COOPERATIVE, INC.

to transact business in this State under the name of

MINNKOTA POWER COOPERATIVE, INC.

and attaches hereto a duplicate original of the Application for such Certificate.

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.....25th..... day of.....June.....A.D., 19..78.

GREAT SEAL

.....Ben Meier.....
BEN MEIER Secretary of State.

By....., Deputy.

DUPLICATE

(Applicable to both Domestic and Foreign Corporations)

FEE (\$5.00)

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

RECEIVED
JUN 23 1978

Minnkota Power Cooperative, Inc.

SECRETARY OF STATE

To the Secretary of State

of the State of North Dakota:

Pursuant to the provisions of Sections 10-1910 or 10-2209 of the North Dakota Business Corporation Act, the undersigned corporation, organized under the laws of 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:

First: The name of the corporation is Minnkota Power Cooperative, Inc.

Second: The address of its present registered office is 1822 Mill Road, P.O. Box 1318
Grand Forks, North Dakota 58201

Third: The address to which its registered office is to be changed is Same as above

Fourth: The name of its present registered agent is Andrew L. Freeman

Fifth: The name of successor registered agent is Same as above

Sixth: The address of its registered office and the address of the business office of its registered agent as changed will be identical.

Seventh: Such change was authorized by resolution duly adopted by its board of directors.

Dated Jun 22 19 78

Minnkota Power Cooperative, Inc.

(Exact Corporate Name)

By *Millard F. Dailey*
(Signature of President or Vice-President)

Millard F. Dailey

being first duly sworn says that he is the

President

and that he has read the foregoing application and

knows the contents thereof, and verily believes the statements made therein to be true.

By *Millard F. Dailey*
(Signature of Executing Officer)

Subscribed and sworn to before me this 22 day of June 19 78

Harry E. Dickinson
Notary Public

NOTARIAL SEAL

State of North Dakota

My Commission Expires 10

Filing Date 6-27 19 78

Ben Murrin
Secretary of State

Deputy

HARRY E. DICKINSON
Notary Public, Grand Forks County, ND
My Commission Expires March 16, 1984

Domestic and Foreign Business Corporations - Fee \$7.50
Domestic and Foreign Nonprofit Corporations - Fee \$5.00
Cooperative Association - Fee \$10.00

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

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: (In the case of a cooperative association, Chapter 10-15 N.D.C.C.)

- The name of the corporation is Minnkota Power Cooperative, Inc.
- The address of its present registered office is: 1822 State Mill Rd., P O Box 1318, Grand Forks, ND 58201
- The address of the new registered office is: 1822 State Mill Rd., P O Box 1318, Grand Forks, ND 58206
(Complete street address required. A post office box number may be added.)
- The name of its present registered agent is Andrew L. Freeman
- The name of successor registered agent is David B. Sogard
- The address of its registered office and the address of the business office of its registered agent as changed will be identical.
- Such change was authorized by resolution duly adopted by its board of directors.

Dated August 26, 19 83, MINNKOTA POWER COOPERATIVE, INC.
(Exact Corporate Name)

Millard F. Dailey
(Signature of President or Vice President)

 * VERIFICATION *
 *
 * Millard F. Dailey, 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 Millard F. Dailey
 * (Verification Officer Signature)
 *
 * Subscribed and sworn to before me this 26th day of August, 1983.
 *
 * Harry E. Dickinson
 * (Notary Public)
 *
 * Notary Seal State of North Dakota
 * HARRY E. DICKINSON
 * Notary Public, Grand Forks County, ND
 * My Commission expires March 14, 1984
 *
 * *****

Filing Date 9-9, 19 83
Ben Meier By y
Secretary of State

OCT 31 11 31 AM '88

ARTICLES OF AMENDMENT
MINNKOTA POWER COOPERATIVE, INC.

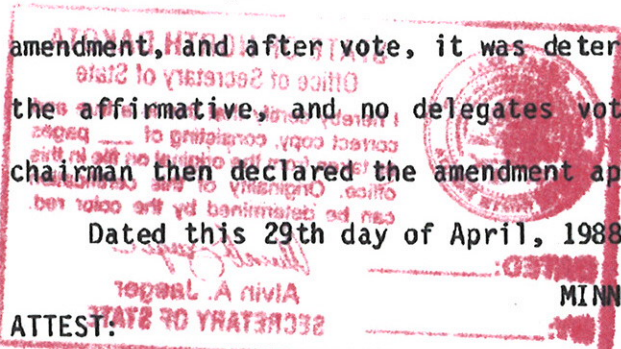
At its regularly scheduled Board meeting, the Minnkota Power Cooperative, Inc., board of directors did on the 26th day of February, 1988, adopt its Resolution No. 3063, whereby an amendment was proposed to be presented to the membership of the Cooperative, amending the Articles of Incorporation thereof, by the addition of Section 4 to Article VII of said Articles, which reads as follows, to-wit:

"Section 4. To the fullest extent permitted by laws governing cooperative associations, as the same exists or may be hereafter amended, a director of this Federation shall not be personally liable to the Federation or its members for monetary damages for breach of fiduciary duty as a director."

Such proposed amendment was passed unanimously by the board of directors, and management was instructed to give due notice thereof to the membership for consideration at the annual meeting of the Cooperative to be held on April 8, 1988, in Grand Forks, North Dakota, pursuant to due notice.

Copies of the proposed amendment were duly mailed by regular mail with postage thereon prepaid to each of the delegates of the annual meeting. The proposed amendment coming up for consideration at such annual meeting, a ballot vote was taken for the approval of the amendment, and after vote, it was determined that 86 delegates voted in the affirmative, and no delegates voted against the amendment. The chairman then declared the amendment approved.

Dated this 29th day of April, 1988.



ATTEST:

Bobby J. Stearns
Secretary

MINNKOTA POWER COOPERATIVE, INC.
(Secretary of State)

By: Millard F. Dailey
Millard F. Dailey, President

Certificate No. _____
Filing Date 11-2 1988

Rec. 073209-f

166511



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 1 pages as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 12-2-11

BY: Darcy Huelley

Alvin A. Jaeger

Alvin A. Jaeger
SECRETARY OF STATE

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

MINNKOTA POWER COOPERATIVE, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that MINNKOTA POWER COOPERATIVE, INC. , a Minnesota corporation, authorized to transact business in the State of North Dakota on June 26, 1978, 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 foreign corporations.

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

MINNKOTA POWER COOPERATIVE, INC.

Issued: December 2, 2011

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

Alvin A. Jaeger
Secretary of State