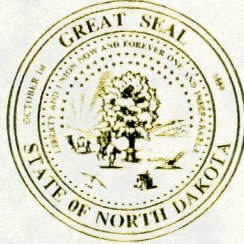


State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

DAKOTA GASIFICATION COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that DAKOTA GASIFICATION COMPANY, a North Dakota BUSINESS CORPORATION, was incorporated in this office on September 15, 1988 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 BUSINESS CORPORATION.

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

DAKOTA GASIFICATION COMPANY

Issued: June 3, 2013

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

Alvin A. Jaeger
Secretary of State

28 PU-13-22 Filed: 6/13/2013 Pages: 17
Exhibit DGC-7

Basin Electric Power Cooperative

26, 131

ARTICLES OF INCORPORATION
OF
DAKOTA GASIFICATION COMPANY

The undersigned incorporators, being natural persons of full age of 18 years or more, and desiring to form a body corporate under the laws of the State of North Dakota hereby sign, verify and deliver in duplicate to the Secretary of State of the State of North Dakota these ARTICLES OF INCORPORATION.

ARTICLE I

Name

The name of the corporation shall be Dakota Gasification Company.

ARTICLE II

Registered Office and Agent

The registered office of the corporation shall be at 1717 East Interstate Avenue, Bismarck, North Dakota 58501, and the name of the initial registered agent at such address is Robert L. McPhail. Either the registered office or the registered agent of the corporation may be changed in the manner provided by law.

ARTICLE III

Incorporators

The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
George A. Hargens	HCR 1 Box 106 Orient, SD 57467-9503
Quentin Loudon	P.O. Box 566 Martin, SD 57551-0566
J. William Keller	Box 7 Custer, MT 59024-0007
Merrill K. Sterler	RR 1 Box 86 Sibley, IA 51249-9729

Gerard Jacobs	HCR 2 Box 7 Regent, ND 58650-9416
Ray C. Kruckenberg	RR 2 Box 128 Hazen, ND 58545-9802
Howard Carlson	RR 1 Box 31 Rock Lake, ND 58365
Wayne L. Child	9816 Child Road Cheyenne, WY 82009
Bill Wagner	RR 2 Primghar, IA 51245

ARTICLE IV

Capital

The aggregate number of shares which this corporation shall have the authority to issue is one thousand (1,000) shares each with a one dollar (\$1.00) par value, which shares shall be designated common stock. The shareholders shall have the power to fix and determine the consideration to be paid for shares of the corporation.

ARTICLE V

Period of Duration

The existence of this corporation shall be perpetual, unless dissolved according to law.

ARTICLE VI

Purpose

The purposes for which this corporation is organized and the nature of the business to be carried on by it are as follows:

1. To own and operate a coal gasification plant located near Beulah, North Dakota, and convert lignite coal into pipeline quality synthetic natural gas and other products and by-products; and
2. To engage in the business of selling synthetic natural gas and other products and by-products produced by this gasification plant; and

The foregoing clauses are to be construed as purposes and objects of the corporation, and the matter expressed in each clause shall be in no way limited by reference or inference from the terms of any other clause, but shall be regarded as an independent purpose and object; the enumeration of specific objects and purposes shall not be construed to limit or restrict in

any manner the general powers and rights of the corporation as provided by law, nor shall the expression of one purpose or object be determined to exclude another, although it be of like nature but expressed.

ARTICLE VII

Initial Board of Directors

The initial board of directors of the corporation shall consist of nine (9) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

George A. Hargens
HCR 1 Box 106
Orient, SD 57467-9503

J. William Keller
Box 7
Custer, MT 59024-0007

Merrill K. Sterler
RR #1 Box 86
Sibley, IA 51249-9729

Quentin Loudon
P O Box 566
Martin, SD 57551-0566

Howard J. Carlson
RR 1 Box 31
Rock Lake, ND 58365

Gerard Jacobs
HCR 2 Box 7
Regent, ND 58650-9416

Bill Wagner
P R 2
Primghar, IA 51245

Ray C. Kruckenberg
RR 2 Box 128
Hazen, ND 58545-9802

Wayne L. Child
9816 Child Road
Cheyenne, WY 82009

ARTICLE VIII

Subsequent Board of Directors

The corporation shall have no less than five nor more than nine directors. Directors shall hold office for the term described herein and until such directors' successors shall be duly elected and qualified, unless such director is sooner removed from office in accordance with the provisions of the Bylaws.

The shareholders by resolution shall have the authority to determine, from time to time, and to change at any time by resolution of the shareholders, the number and qualifications of directors.

ARTICLE IX

Right to Fix Consideration for Shares

The shareholders of the corporation, at a meeting duly called for such purpose, shall, by the affirmative vote of the holders of a majority of the voting power of the shares present, fix and determine the consideration to be received for shares of the corporation when payment of the consideration for which shares are to be issued has been received by the corporation, the shares shall be considered fully paid and non-assessable.

ARTICLE X

Quorum and Vote of Shareholders and Directors

(a) Shareholders. The quorum of the shareholders of this corporation for each annual or special meeting of the shareholders shall be two-thirds (2/3) of the shares then outstanding and entitled to vote. No resolution of the corporation at any meeting of the shareholders shall be adopted except by the vote of a majority of the shares represented at a properly called meeting at which a quorum of the shares is present.

(b) Directors. A quorum of the board of directors of this corporation for each regular or special meeting of the board of directors shall be a majority of the directors then duly elected or appointed. No resolution of the corporation at any meeting whether regular or special, shall be adopted by the board of directors except by the majority vote of those directors present and constituting a quorum of the board of directors.

ARTICLE XI

Amendments

These ARTICLES OF INCORPORATION may not be amended, modified or altered except by the affirmative vote of at least two-thirds (2/3) of the outstanding shares of the corporation at a regular or special meeting of the shareholders, duly called, at which a quorum is present.

ARTICLE XII

Amendments to the Bylaws

The bylaws of this corporation shall not be amended, modified or altered except by the vote of the shareholders of the corporation at a meeting of the shareholders, duly called, at which a quorum is present.

ARTICLE XIII

Compensation of Directors

By resolution of the shareholders, each director may be paid his expenses, if any, of attendance at each meeting of the board of directors and may be paid a stated salary as director of a fixed sum for attendance at each meeting of the board of directors or both. No such salary shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE XIV

Indemnification of Directors

This corporation shall indemnify its officers and directors in accordance with North Dakota Century Code Section 10-19.1-91.

IN WITNESS WHEREOF, the above named incorporator(s) signed these ARTICLES OF INCORPORATION, this 15th day of September, 1988.

INCORPORATORS:

George A. Wagner

Thomas G. Carlson

Marshall K. Steiner

Gene M. Jacobs

Bill Wasson

Wayne L. Child

J. William Keller

Quentin London

John B. ...

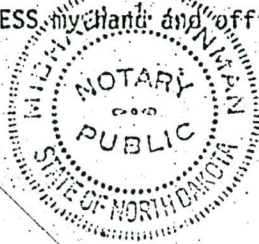
STATE OF NORTH DAKOTA

COUNTY OF BURLEIGH

)
) ss:
)

I, the undersigned, a notary public, hereby certify that on the 15th day of September, 19 88, the above named incorporator(s) personally appeared before me and being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

WITNESS my hand and official seal.



William J. Newman
Notary Public

My Commission Expires:

January 12, 1993

STATE OF NORTH DAKOTA

Secretary of State

Certificate No. 42298

Filed for record the 15th

day of Sept, 1988

Ben N. Heuvelink
SECRETARY OF STATE

[Signature]

DEPUTY

1 Cert # 70405 & 70406

STATEMENT OF CONSENT TO SERVE AS REGISTERED AGENT

To the Secretary of State
State of North Dakota

File No. 26131

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, Robert L. McPhail, hereby accept the appointment to serve
(Print legibly or type)

in the capacity of registered agent for the corporation known as Dakota Gasification Company.

1717 East Interstate Avenue, Bismarck, North Dakota 58501
(Exact corporate name)

September 15, 1988
(Month, Day, & Year)


(Signature of registered agent)

Complete this section if the registered agent is a corporation.

I, _____, being the _____ of _____
(Print legibly or type) (Title)

_____ 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)

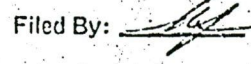
_____, 19_____
(Month, Day, & Year)

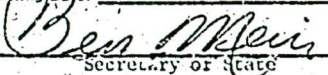
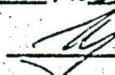
(Exact corporate name of corporation acting as agent)

By _____

(Title)

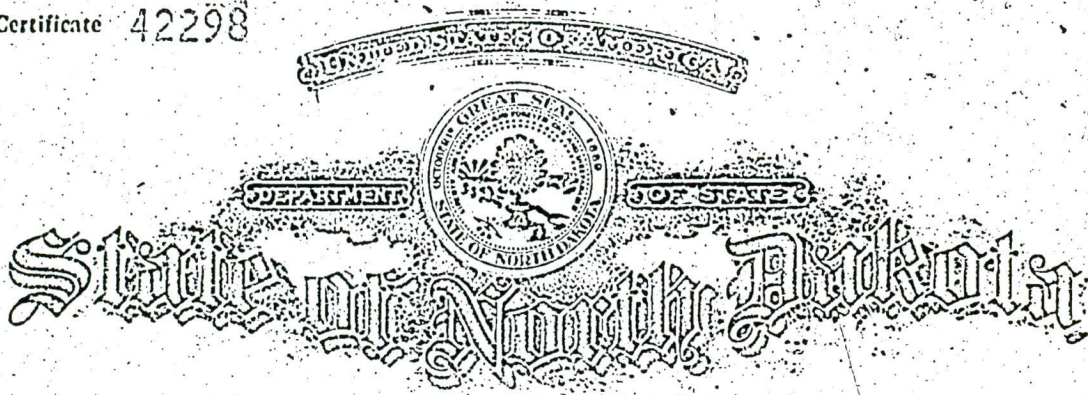
Filing Date: 9-15, 1988

Filed By: 


Secretary of State By 

Receipt No. _____

Certificate 42298



**CERTIFICATE OF INCORPORATION
OF**

.....
DAKOTA GASIFICATION COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of

.....
DAKOTA GASIFICATION COMPANY

duly signed and verified pursuant to the provisions of the North Dakota Business (10-19.1 N.D.C.C.) Corporation Act, 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 Incorporation to

.....
DAKOTA GASIFICATION COMPANY

and attaches hereto a duplicate original of the Articles of Incorporation: D

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 15th day of September A. D., 1988

BEN MEIER Secretary of State.

By ROBERT R. SCHAIBLE Deputy.

Fee: \$20.00
North Dakota Business Corporation
SUBMIT DUPLICATE ORIGINALS

File No. 26,131

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-19.1:21 of the North Dakota Century Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the corporation is Dakota Gasification Company

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on October 13, 1988, in one of the following manners: (Please check one.)

- by the shareholders,
 by the incorporators, OR
 by the board where no shares have been issued.

ARTICLE 3. The amendment adopted is as follows:

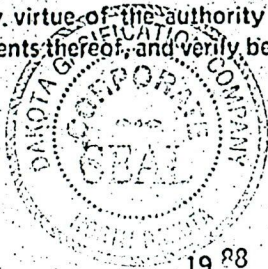
The aggregate number of shares which this corporation shall have the authority to issue is sixteen thousand one hundred thirty-six (16,136) shares each with a one dollar (\$1.00) par value, which shares shall be designated common stock. The shareholders shall have the power to fix and determine the consideration to be paid for shares of the corporation.

(Complete Other Side)

ARTICLE 4. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

No exchange, reclassification or cancellation of shares is effected by this Amendment.

I (We) the undersigned, by virtue of the authority vested in me (us), have read the foregoing article of amendment, know the contents thereof, and verily believe the statements made therein to be true.



Dated: October 20, 19 88

By [Signature]

President

Office Use Only Receipt No: _____ Filed By: [Signature]

Filed Oct 20, 19 88

Secretary of State

By _____
Deputy



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

FOR OFFICE USE ONLY

ID #	2,491,300
File #	26,131 <i>BC</i>
WO #	782847
Filed	S-2200 <i>By</i>

SEE REVERSE SIDE FOR FEES, 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 OR PRINT LEGIBLY

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

4. Registered agent and address of registered agent currently on record with the North Dakota Secretary of State ROBERT L MCPHAIL 1717 E INTERSTATE AVE BISMARCK, ND 58501-0542	RECEIVED MAY 16 2000 SEC. OF STATE
---	---

5. Name of the new registered agent, (or new name of current registered agent) Ronald R. Harper

6. 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. 1717 E Interstate Ave Bismarck ND 58506-5540
--

7. Change of address is (check one) (see instruction 7 on reverse) <input checked="" type="checkbox"/> Result of relocation, or appointment of new registered agent and address <input type="checkbox"/> Result of rezoning or postal reassignment	8. Does the address in number 6 also serve as the address of the principal place of business of the organization named in number 2? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--	--

9. The appointment of a new registered agent can only be authorized by resolution of the governing board. 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 5 and/or 6 were authorized. (check one) <input checked="" type="checkbox"/> a) By resolution duly adopted by the board of directors, the board of governors, the limited liability partnership, or real estate investment trust, OR <input type="checkbox"/> 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.
--

10. If number 9(a) is checked, this statement may be signed by an officer, a manager, a partner, or an individual authorized by the organization. If number 9(b) is checked, this statement may be signed by the current registered agent named in number 4.
--

"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."

Ronald R. Harper / 5-12-00
Original signature Date

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

11. 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	12. Social Security or Federal ID # of registered agent
--	---

13. 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."

Ronald R. Harper / 5-12-00
Original signature of registered agent named in number 5 Date

14. Name of person to contact if questions about this document Mark D. Foss	Daytime telephone #
---	---------------------



BUSINESS / FARM / PROFESSIONAL CORPORATION ARTICLES OF AMENDMENT
 SECRETARY OF STATE
 SFN 13008 (4-00)

FOR OFFICE USE ONLY

ID#	2,491,300
File#	26131
WO#	848482
Filed By	4301 US

RECEIVED
 MAR 15 2001
 SEC. OF STATE

FILING FEE \$20.00

If the registered agent changed, or if authorized shares are increased or changed, additional fees may be due.

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

TYPE OR PRINT LEGIBLY

1. The name of the corporation as reflected in the Articles of Incorporation on file with the Secretary of State. Dakota Gasification Company	2. Federal ID#	3. Telephone #
4. Complete mailing address of the principal place of business (Street/RR, PO Box, City, State, Zip+4) Suite One, 1600 East Interstate Avenue, Bismarck, ND 58503-0561		5. Toll-Free Telephone #
6. The following amendment has been adopted pursuant to the provisions of the North Dakota Business Corporation Act, North Dakota Century Code, Chapter 10-19.1:		

RESOLVED, that the first line of Article VIII Subsequent Board of Directors of the Articles of Incorporation be amended as follows:

"The corporation shall have no less than five ~~four~~ nor. . . "

and that the first line of Article III Section 2 of the Bylaws be amended to read as follows:

"The number of directors of the corporation shall be no less than five ~~four~~ . . . "

7. The amendment shall be effective: (check one)

When filed with the Secretary of State
 Later on _____ (month, day, year)

8. The amendment was adopted on Dec. 12, 2000 by one of the following methods (check the appropriate method)

By the shareholders
 By the incorporators where no shares have been issued
 By the board where no shares have been issued

9. Does the amendment provide for, but not establish, the manner for effecting an exchange, reclassification, or cancellation of issued shares? (Check the appropriate)

Yes. The shares are affected as follows: _____

OR

No. The shares are unaffected by the amendment.

10. "The undersigned, a person authorized by the corporation to sign this amendment, has read the foregoing Articles of Amendment, knows the contents thereof, and believes the statements made thereon to be true."

Claire M Olson Secretary / Mar 9-2001
 Signature Date

11. Name of person to contact about this amendment E-Mail Address Daytime Telephone #

Michelle Wiedrich



**BUSINESS / FARM /
PROFESSIONAL CORPORATION
ARTICLES OF AMENDMENT**
SECRETARY OF STATE
SFN 13008 (4-00)

FOR OFFICE USE ONLY

ID#	2,491,300 BC
File#	26131
WO#	869581
Filed By	7/11/01 KH

FILING FEE \$20.00

If the registered agent changed, or if authorized shares are increased or changed, additional fees may be due.

RECEIVED

JUN 18 2001

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

SEC. OF STATE

TYPE OR PRINT LEGIBLY

1. The name of the corporation as reflected in the Articles of Incorporation on file with the Secretary of State. Dakota Gasification Company	2. Federal ID#	3. Telephone #
4. Complete mailing address of the principal place of business (Street/RR, PO Box, City, State, Zip + 4) Suite One, 1600 East Interstate Avenue, Bismarck, ND 58503-0561	5. Toll-Free Telephone #	
6. The following amendment has been adopted pursuant to the provisions of the North Dakota Business Corporation Act, North Dakota Century Code, Chapter 10-19.1:		

ARTICLE VIII, Subsequent Board of Directors

~~The corporation shall have no less than five nor more than nine directors. Directors shall hold office for the term described herein and until such directors' successors shall be duly elected and qualified, unless such director is sooner removed from office in accordance with the provisions of the Bylaws.~~

~~_____The shareholders by resolution shall have the authority to determine, from time to time, and to change at any time by resolution of the shareholders, the number and qualifications of directors.~~

The Corporation shall have no less than four nor more than ten directors. The number of Directors, the terms of office and any qualifications shall be as set forth in the Bylaws. The directors shall hold office for their elected term and until such time as their successor shall have been elected or qualified.

7. The amendment shall be effective: (check one)

When filed with the Secretary of State
 Later on _____ (month, day, year)

8. The amendment was adopted on May 15, 2001 by one of the following methods (check the appropriate method)

By the shareholders
 By the incorporators where no shares have been issued
 By the board where no shares have been issued

9. Does the amendment provide for, but not establish, the manner for effecting an exchange, reclassification, or cancellation of issued shares? (Check the appropriate)

Yes. The shares are affected as follows: _____

OR
 No. The shares are unaffected by the amendment.

10. "The undersigned, a person authorized by the corporation to sign this amendment, has read the foregoing Articles of Amendment, knows the contents thereof, and believes the statements made thereon to be true."

Clair M. Olson / 12 June 01
 Signature Date

11. Name of person to contact about this amendment E-Mail Address Daytime Telephone #

Michelle Wiedrich

FOR OFFICE USE ONLY



COMMERCIAL OR NONCOMMERCIAL REGISTERED AGENT/OFFICE STATEMENT OF CHANGE
SECRETARY OF STATE
SFN 13019 (07-2008)

RECEIVED

OCT 28 2010

ID Number:	2,491,300
WO Number:	724561
Filed:	11-2-10
By:	SVC

1. FILING FEE: \$10.00

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 partnership, limited liability limited partnership, or real estate investment trust) Dakota Gasification Company	3. Federal ID number
---	----------------------

4.A. Name of <u>commercial</u> registered agent in <u>North Dakota</u> C T Corporation System	OR	4.B. Name of <u>noncommercial</u> registered agent in <u>North Dakota</u>
--	----	---

5A. New address of the noncommercial registered agent named in number 4B (It cannot only be a post office box; it must include the noncommercial registered agent's physical address in North Dakota.) If applicable for mailing purposes, a post office box can be added to the physical address.

Physical Address	PO Box	
City	State	Zip

B. Change of address is: (check one)

- Appointment of a new commercial or noncommercial registered agent.
- New location for current noncommercial registered agent
- Postal reassignment, rezoning, or implementation of 911 address.

C. Is the address in number 5a the same address as the principal place of business for the organization named in number 2?
 Yes No

6. If a new commercial registered agent or a new noncommercial registered agent has been named in number 4A or 4B, an officer, manager, or other individual authorized by the organization named in number 2 may sign the following certification. If only the address of the current noncommercial registered agent is changing or the noncommercial registered agent has changed their name, then the noncommercial registered agent may sign the certification.

"As required by state law, I certify that:

- The new commercial registered agent or new noncommercial registered agent named in number 4A or 4B, if applicable, was appointed by a resolution as required by state law, and was adopted by the governing structure of the organization named in number 2;
- The new address in number 5C, if applicable, for the current or newly appointed noncommercial registered agent is the same address where the noncommercial registered agent can be located during normal business hours;
- The undersigned has read the foregoing statements, knows the contents thereof and believes same to be true;
- The undersigned is authorized to sign the statement; and
- The Secretary of State is authorized to correct numbers 2, 4A, and 4B if not correctly reflected."

Signature <i>Clare Olson</i> Clare Olson, Secretary	Date 10-25-2010
---	--------------------

7. Name of person to contact about this document Lara Kleinheinz	E-Mail Address:	Daytime telephone # and extension, if any:
---	-----------------	--

8. Provide the name and mailing address where the form could be returned if necessary, for corrections, additional information, or payment.

ATTN: Processing

Business / Firm Name: CTProComply

Mailing Address: 8040 Excelsior Dr Ste 200 Madison WI 53717
City State Zip



CT

a Wolters Kluwer business

CT
111 Eighth Avenue
New York, NY 10011

212 894 8940 tel
212 590 9180 fax
www.ctlegalsolutions.com

November 16, 2010

Clara M. Jenkins
Director, Business Systems & Programs
Office of the Secretary of State
600 East Boulevard Avenue, Dept. 108
Bismarck, North Dakota 58505-0500

RECEIVED

NOV 17 2010

SEC. OF STATE

Re: Change of Address for C T Corporation System (A Commercial Registered Agent)

Dear Ms. Jenkins:

Please change the address of **C T Corporation System**, a commercial registered agent, to the following:

314 East Thayer Avenue

Bismarck ND 58501

As always, thank you for your kind assistance.

Very truly yours,


Kenneth Uva

Vice President





STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 15 pages as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 6-3-13

Alvin A. Jaeger

BY: LKD

Alvin A. Jaeger
SECRETARY OF STATE