

October 17, 2013

**VIA HAND DELIVERY**

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



**RE: BAKKEN OIL EXPRESS, LLC  
CORPORATE PAPERS**

Dear Mr. Nitschke:

Enclosed for filing are an original and ten (10) copies of the following documents:

1. Certificate of Good Standing from the State of North Dakota; and
2. Articles of Organization of Bakken Oil Express, LLC from the State of North Dakota.

Also enclosed herewith is a CD containing the enclosed documents and this letter in PDF format.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Jillian Rupnow

JRR/cs

Enclosures

cc: Sara Cardwell (via e-mail – w/enclosure)

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Attorneys & Advisors  
main 701.221.4020  
fax 701.221.4040  
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Fredrikson & Byron, P.A.  
200 North  
Bismarck  
58501-387

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**PU-13-836** Filed: 10/17/2013 Pages: 5  
**Certificate of Good Standing (ND), Articles of  
Organization (ND)**

Bakken Oil Express, LLC

Jillian Rupnow, Fredrikson&Byron, P.A.

# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF GOOD STANDING OF

BAKKEN OIL EXPRESS, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that BAKKEN OIL EXPRESS, LLC, a North Dakota LIMITED LIABILITY COMPANY, was issued a certificate of organization which was effective on September 10, 2009 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

BAKKEN OIL EXPRESS, LLC

Issued: October 14, 2013

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

Alvin Jaeger  
Secretary of State



**NORTH DAKOTA BUSINESS  
OR FARMING LIMITED LIABILITY COMPANY  
ARTICLES OF ORGANIZATION**

SECRETARY OF STATE  
SFN 58701 (07-2008)

**RECEIVED**  
SEP 09 2009  
SEC. OF STATE

FOR OFFICE USE ONLY

ID Number:	26,044,900 LLC	
WO Number:	61137	
Filed:	9-10-09	By: NS

FILING FEE: \$ 135.00

**ATTACHMENT:** Initial Report for Farming or Ranching is required of limited liability companies engaged in farming or ranching.

TYPE OR PRINT LEGIBLY

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS.

The undersigned natural persons of the age of eighteen years or more, acting as organizers, adopt the following Articles of Organization according to:

- (check one)  North Dakota Limited Liability Company Act (North Dakota Century Code, Chapter 10-32) (for general business purposes)  
 North Dakota Corporate or Limited Liability Company Farming Act (North Dakota Century Code, Chapter 10-06.1)

Article 1. Name of Limited Liability Company EDOG Logistics, LLC	
Article 2.A. Name of <del>commercial</del> registered agent in North Dakota	2.B. Name of <del>noncommercial</del> registered agent in North Dakota OR James M. Angerer
2.C. Address of <del>noncommercial</del> registered agent in North Dakota: (Street/RR, PO Box, City, State, Zip+4) May not be only a post office box. 1857 8th Street West, Dickinson, North Dakota 58601	
Article 3. The Limited Liability Company shall be effective (check one) <input checked="" type="checkbox"/> When filed with the Secretary of State <input type="checkbox"/> Later on _____ (month, day, year)	
Article 4. The existence of the limited liability company shall be perpetual, OR	
Article 5. Purposes for which the Limited Liability Company is organized are general business purposes, OR	
Article 6. Other provisions elected for inclusion	
Article 7. The name and address of each organizer	
NAME	COMPLETE MAILING ADDRESS Street/RR PO Box City State Zip+4
Robert J. Angerer, Sr.	28 1st Avenue West PO Box 1154 Dickinson, ND 58602
"The above named organizers, have read the foregoing Articles of Organization, know the contents, and believe the statements made therein to be true. I further authorize the Secretary of State to correct Articles 2. A. or 2. B. if not correctly reflected."	
Signature	Date
<i>Robert J. Angerer, Sr</i>	9/8/09
Signature	Date
Signature	Date
Name of person to contact about this document	E-Mail Address
Robert J. Angerer, Sr	
	Daytime telephone # and extension, if any 701-483-5982



**COMMERCIAL OR NONCOMMERCIAL  
REGISTERED AGENT/OFFICE  
STATEMENT OF CHANGE**  
SECRETARY OF STATE  
SFN 13019 (08-09)

**RECEIVED**

MAY 23 2011

**SEC. OF STATE**

FOR OFFICE USE ONLY


ID Number	26,044,900
WO Number	787095
Filed	6-1-11
By	LVD

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

For reference, see North Dakota Century Code, Chapter 10-01.1.

2. Name of the organization (cooperative association, corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership, or real estate investment trust)		3. Federal ID Number
EDOG LOGISTICS, LLC		
4.A. Name of <u>commercial</u> registered agent in <u>North Dakota</u>	OR	4.B. Name of <u>noncommercial</u> registered agent in <u>North Dakota</u> (or new name of current noncommercial registered agent)
C T Corporation System		
5A. New address of the <u>noncommercial</u> 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 <u>North Dakota</u> .) 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)		
<input checked="" type="checkbox"/> Appointment of a new commercial or noncommercial registered agent.		
<input type="checkbox"/> New location for current noncommercial registered agent		
<input type="checkbox"/> 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?		
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
6. If a new <u>commercial</u> registered agent or a new <u>noncommercial</u> 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.		
<p>"As required by state law, I certify that:</p> <ul style="list-style-type: none"> <li>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;</li> <li>The new address in number 5A, 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;</li> <li>The undersigned has read the foregoing statements, knows the contents thereof and believes same to be true;</li> <li>The undersigned is authorized to sign the statement; and</li> <li>The Secretary of State is authorized to correct numbers 2, 4A, and 4B if not correctly reflected."</li> </ul>		
Signature	Date	
 Gerald E. O'Shaughnessy, Manager	May 13, 2011	
7. Name of person to contact about this document	E-Mail Address:	Daytime Phone Number (with extension if applicable)
Jack Scott McInteer		(316) 262-4000



**BUSINESS / FARM / PROFESSIONAL  
LIMITED LIABILITY COMPANY  
ARTICLES OF AMENDMENT**  
SECRETARY OF STATE  
SFN 58703 (07-2008)

RECEIVED

AUG 22 2011

SEC. OF STATE

FOR OFFICE USE ONLY

ID Number:	26044900	LLC
WO Number:	815056	
Filed:	8-26-11	By: MOH

FILING FEE: \$50.00

TYPE OR PRINT LEGIBLY

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS.

1. The name of the limited liability company as reflected in the Articles of Organization on file with the Secretary of State EDOG Logistics, LLC		2. Federal ID Number	3. Telephone Number (316) 262-4000
4. Complete mailing address of the principal place of business: (Street/RR, PO Box, City, State, Zip+4) 8301 E. 21st Street North, Suite 450, Wichita, KS 67206			5. Toll-Free Number (888) 883-3739
6. The following amendment has been adopted pursuant to the provisions of the North Dakota Limited Liability Company Act, N.D.C.C., Chapter 10-32 Article 1, Name of Limited Liability Company, of the Articles of Organization is amended to read as follows:  Article 1, Name of Limited Liability Company  Bakken Oil Express, LLC			
7. The manner in which an exchange, reclassification, division, combination, or cancellation of membership interests is effected  <input checked="" type="checkbox"/> Membership Interests not affected.			
8. The amendment shall be effective: (check one)  <input checked="" type="checkbox"/> When filed with the Secretary of State <input type="checkbox"/> Later on _____ (month, day, year)			
9. "The undersigned, a person authorized by the limited liability company to sign this amendment, has read the foregoing Articles of Amendment, knows the contents thereof, and believes the statements made thereon to be true. I further authorize the Secretary of State to correct numbers 1 and 8 if not correctly reflected." Signature: <i>Jack H. McInteer</i> Date: August 22, 2011			
10. Name of person to contact about this document Jack Scott McInteer		E-Mail Address	Daytime Telephone number and extension, if any. (316) 262-4000