

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

SUNFLOWER WIND PROJECT, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that SUNFLOWER WIND PROJECT, LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on September 16, 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 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

SUNFLOWER WIND PROJECT, LLC

Issued: September 17, 2009

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

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY OF

SUNFLOWER WIND PROJECT, LLC
Secretary of State ID#: 26,070,100

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that an application of

SUNFLOWER WIND PROJECT, LLC

for a Certificate of Authority to transact business in this State, duly signed and executed as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY, 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

SUNFLOWER WIND PROJECT, LLC

to transact business in this State under the name of

SUNFLOWER WIND PROJECT, LLC

Issued: September 16, 2009

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

Alvin A. Jaeger
Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNFLOWER WIND PROJECT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUNFLOWER WIND PROJECT, LLC" WAS FORMED ON THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2009.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4730799 8300

090856419

You may verify this certificate online
at corp.delaware.gov/authentic.htm




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7527399

DATE: 09-15-09

STATE of DELAWARE
CERTIFICATE of FORMATION
of
SUNFLOWER WIND PROJECT, LLC

The undersigned, desiring to form a limited liability company pursuant to the Delaware Limited Liability Company Act, Title 6 Delaware Code, Chapter 18, hereby certifies as follows:

FIRST: The name of the limited liability company is Sunflower Wind Project, LLC.

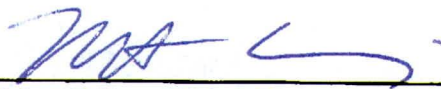
SECOND: The address of the limited liability company's registered office in the State of Delaware and the name of its registered agent for service of process at such address are:

Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, DE 19808

THIRD: The limited liability company is formed effective as of the filing of this Certificate of Formation.

IN WITNESS WHEREOF, the undersigned executed this Certificate of Formation of SunflowerWind Project, LLC as of September 15, 2009.

INFINITY WIND POWER, INC., a
Delaware corporation, its Manager

By: 
Matt Riley, Chief Executive Officer

RECEIVED

SEP 16 2009



CERTIFICATE OF AUTHORITY
FOREIGN LIMITED LIABILITY COMPANY
APPLICATION
SECRETARY OF STATE
SFN 1938 (07-2008)

SEC. OF STATE

FOR OFFICE USE ONLY

ID Number	26,070,100
WJ Number	1012995
Filed	9-16-09
By	M04

FLC

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

- 1. The application is accompanied by:
 - Certificate of authority fee of \$115
 - Current CERTIFICATE OF GOOD STANDING or CERTIFICATE OF EXISTENCE 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 10-31-01, 10-31-11.1, and 10-32-13B

2. Identify type of limited liability company applying for certificate of authority <input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional		3. Federal ID Number N/A	
4. Name of limited liability company <u>exactly</u> as it appears on Certificate of Good Standing from state or country of origin Sunflower Wind Project, 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 line 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 final decree 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 <u>other than its limited liability company name</u>. 			
6. Complete address of executive office: (Street/RR, PO Box, City, State, Zip+4) which may not only be a post office box number 3760 State Street, Suite 102, Santa Barbara, CA 93105			
7. State or country where organ tax Delaware	8. Date when limited liability company will expire in state or country of origin. (Month, day, year) or indicate "perpetual" Perpetual	9. Telephone Number (805) 569-6181	10. Toll-free telephone Number
11 A. Name of <u>commercial</u> registered agent in <u>North Dakota</u> Corporation Service Company		OR	
11 B. Name of <u>noncommercial</u> registered agent in <u>North Dakota</u>			
11 C. Address of <u>noncommercial</u> registered agent in <u>North Dakota</u> : (Street/RR, PO Box, City, State, Zip+4) May not be only a post office box.			
12. Nature of business or activities the limited liability company intends to conduct in the State of North Dakota Wind Energy Development			
13. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY			
MANAGERS		COMPLETE MAILING ADDRESS	
	<input type="checkbox"/>	Street/RR	PO Box City State Zip+4
Infinity Wind Power, Inc	<input type="checkbox"/>	3760 State Street, Suite 102, Santa Barbara, CA	93105
	<input type="checkbox"/>		
	<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			
14. I, the undersigned, have read the foregoing application, know the contents thereof, and believe the statements are true. I further authorize the Secretary of State to correct numbers 4, 7, 11A, and 11B if not correctly reflected.		Date: September 15, 2009	
Signature SEE ATTACHED SIGNATURE BLOCK			
15. Name of person to contact about this document Matt Riley	E-Mail Address mriley@infinitywind.com	Daytime telephone number and extension (805) 569-6181	

M04

**SIGNATURE BLOCK TO CERTIFICATE OF
AUTHORITY FOREIGN LIMITED LIABILITY COMPANY OF
SUNFLOWER WIND PROJECT, LLC**

**INFINITY WIND POWER, INC., a
Delaware corporation, its Manager**

By: 
Matt Riley, Chief Executive Officer

IRS DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

003763.627659.0011.001 1 MB 0.382 532



SUNFLOWER WIND PROJECT LLC
% INFINITY WIND HOLDINGS LLC SOLE M
3760 STATE STREET SUITE 102
SANTA BARBARA CA 93105

Date of this notice: 11-18-2009

Employer Identification Number:
27-1305397

Form: SS-4

Number of this notice: CP 575 G

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 27-1305397. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

A limited liability company (LLC) may file Form 8832, Entity Classification Election, and elect to be classified as an association taxable as a corporation. If the LLC is eligible to be treated as a corporation that meets certain tests and it will be electing S corporation status, it must timely file Form 2553, Election by a Small Business Corporation. The LLC will be treated as a corporation as of the effective date of the S corporation election and does not need to file Form 8832.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. This notice is issued only one time and IRS will not be able to generate a duplicate copy for you.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return this stub. Thank you for your cooperation.



EIN Assistant

Your Progress: 1. Identity 2. Authenticate 3. Addresses 4. Details 5. EIN Confirma

Congratulations! The EIN has been successfully assigned.

EIN Assigned: **27-1305397**

Legal Name: **SUNFLOWER WIND PROJECT LLC**

The confirmation letter will be mailed to the applicant. This letter will be the applicant's official IRS notice and will contain important information regarding the EIN. Allow up to 4 weeks for the letter to arrive by mail.

We strongly recommend you print this page for your records.

Click "Continue" to get additional information about using the new EIN.

Continue >>

Help Topics

? [Can the EIN be used before the confirmation letter is received?](#)