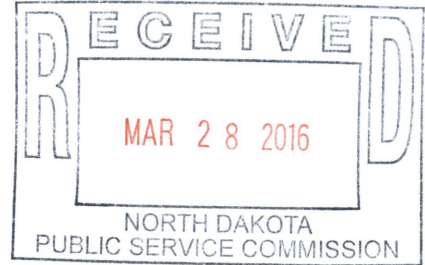


March 28, 2016

VIA HAND DELIVERY

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



**RE: Plains Terminals North Dakota LLC -
Corporate Papers – PU-16-____**

Dear Mr. Nitschke:

Enclosed for filing on behalf of Plains Terminals North Dakota LLC are an original copy and ten additional (10) copies of the following documents:

1. Certificate of Good Standing from the State of North Dakota; and
2. Certificate of Good Standing from the State of Delaware, along with the Certificate of Formation, Certificate of Change of Registered Agent, and Certificate of Amendment referenced therein.

Also enclosed herewith is a CD containing the enclosed documents in PDF format. Should you have any questions, please advise.

Sincerely,

A handwritten signature in blue ink, appearing to read "Lawrence Bender".

LAWRENCE BENDER

LB/dmk
Enclosures

58340334_1.docx

Attorneys & Advisors
main 701.221.8700
fax 701.221.8750
www.fredlaw.com

Fredrikson & Byron, P.A.
1133 College Dr
Bismarck, North
58501-1215

1

PU-16-139
Corporate papers

Filed: 3/28/2016

Pages: 11

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

PLAINS TERMINALS NORTH DAKOTA LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that PLAINS TERMINALS NORTH DAKOTA LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on May 14, 2013, 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

PLAINS TERMINALS NORTH DAKOTA LLC

Issued: March 16, 2016

A handwritten signature in black 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 THAT "PLAINS TERMINALS NORTH DAKOTA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

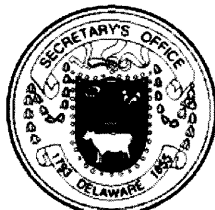
THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-FIFTH DAY OF APRIL, A.D. 2013, AT 3:03 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SIXTH DAY OF MARCH, A.D. 2015, AT 5:49 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "LEGION TERMINALS, LLC" TO "PLAINS TERMINALS NORTH DAKOTA LLC", FILED THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2015, AT 7:42 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "PLAINS TERMINALS NORTH DAKOTA LLC".



5318910 8310

SR# 20161653786

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 201983199

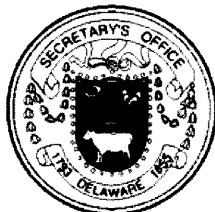
Date: 03-15-16

Delaware

Page 2

The First State

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



5318910 8310

SR# 20161653786

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 201983199

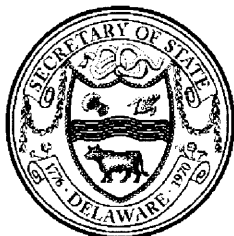
Date: 03-15-16

Delaware

PAGE 1

The First State

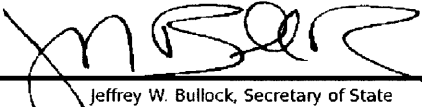
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "LEGION TERMINALS, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2013, AT 3:03 O'CLOCK P.M.



5318910 8100

130483231

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0387043

DATE: 04-25-13

**CERTIFICATE OF FORMATION
OF
LEGION TERMINALS, LLC**

The undersigned, being a person authorized to form a limited liability company under the Delaware Limited Liability Company Act, does hereby submit the following Certificate of Formation for such limited liability company:

ARTICLE I

The name of the limited liability company is Legion Terminals, LLC (the "**Company**").

ARTICLE II

The address of the Company's initial registered office in the State of Delaware is 1675 South State Street, Suite B, Dover, Kent County, Delaware 19901.

ARTICLE III

The address of the Company's initial registered agent in the State of Delaware is 1675 South State Street, Suite B, Dover, Kent County, Delaware 19901. The name of its initial registered agent at such address is Capitol Services, Inc.

IN WITNESS WHEREOF, the undersigned Authorized Person has executed this Certificate of Formation of Legion Terminals, LLC as of the 25th day of April, 2013.

/s/ Hillary E. Lyon
Hillary E. Lyon
Authorized Person

[Frequently Asked Questions](#) [Entity Search](#) [Name Reservation Status](#) [Logout](#)

Name Reservation Status

Reservation No.	Entity Name	Entity Type	Cost	Status	Expiration Date (mm/dd/yyyy)
5318910	LEGION TERMINALS, LLC	LIMITED LIABILITY COMPANY (LLC)	75.00	RESERVED	08/13/2013

SRV Number - 130435118

Payment Type - Credit Card

Card Number - ***7588**

Card Type - VI

Credit Card Reference Number - 041513102332978

Amount Charged - \$75.00

Delaware

PAGE 1

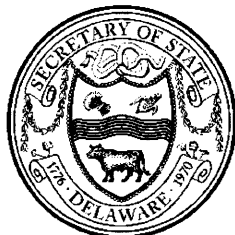
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT OF "LEGION TERMINALS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2015, AT 5:49 O'CLOCK P.M.

5318910 8100

150419118

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2243239

DATE: 03-27-15

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT CHANGING ONLY THE
REGISTERED OFFICE OR REGISTERED AGENT OF A
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is Legion Terminals, LLC
2. The Registered Office of the limited liability company in the State of Delaware is changed to 2711 Centerville Road, Suite 400
(street), in the City of Wilmington
Zip Code 19808. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Corporation Service Company

PACONO3 LLC, sole member

By: Ann F. Gullion
Authorized Person

Name: Ann F. Gullion, Assistant Secretary
Print or Type

Delaware

PAGE 1

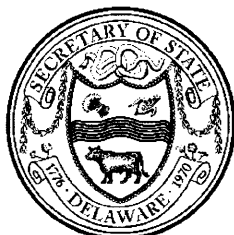
The First State

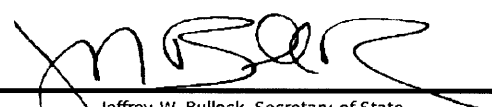
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LEGION TERMINALS, LLC", CHANGING ITS NAME FROM "LEGION TERMINALS, LLC" TO "PLAINS TERMINALS NORTH DAKOTA LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2015, AT 7:42 O'CLOCK P.M.

5318910 8100

150580807

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2335789

DATE: 04-30-15

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: Legion Terminals, LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the Company is "Plains Terminals North Dakota LLC."

AG IN WITNESS WHEREOF, the undersigned has executed this Certificate on the
day of April 2015.

Ann F. Gullion

Ann F. Gullion
Authorized Person