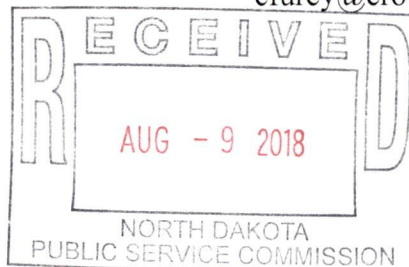


Casey A. Furey
100 West Broadway, Suite 250
P.O. Box 2798
Bismarck, ND 58502-2798
701.223.6585
cfurey@crowleyfleck.com

August 9, 2018

Via Hand Delivery and E-mail



E-mail: ndpsc@nd.gov

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

In re: Burke Wind, LLC
Our File No. 035218-000045

Dear Mr. Nitschke:

Enclosed for filing are one original and seven copies of the Certificate of Authority for Burke Wind, LLC, and the Certificate of Good Standing for Burke Wind, LLC.

Sincerely,

CROWLEY FLECK PLLP


Casey A. Furey

CAF:drh
Enc.



CERTIFICATE OF AUTHORITY APPLICATION
FOREIGN LIMITED LIABILITY COMPANY
SECRETARY OF STATE
 SFN 19381 (08-2015)

RECEIVED

APR 28 2016

SEE INSTRUCTIONS FOR FEE, FILING AND MAILING INFORMATION

SEC. OF STATE

For Office Use Only

ID Number:	41,185,300 FLO	
WD Number:	1408692	
Filed:	5-31-16	By: H

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Sections 10-31-01, 10-31-13.1 and 10-32.1-75

1. The application is accompanied by the following:		
<input type="checkbox"/> Filing fee of \$135	<input type="checkbox"/> Certificate of professional license	
<input type="checkbox"/> Current CERTIFICATE OF GOOD STANDING or CERTIFICATE OF EXISTENCE duly authenticated by the organizing officer of the state or country of organization	<input type="checkbox"/> Signed Consent to Use Business Name and fee of \$10.	
	<input type="checkbox"/> Trade Name Registration and fee of \$25	
2. Type of limited liability company applying for certificate of authority (check one)		
<input checked="" type="checkbox"/> Foreign Business	<input type="checkbox"/> Foreign Professional	
3. Federal ID Number Applied For		
4. Name of limited liability company, EXACTLY as it appears on Certificate of Good Standing from state or country of origin		
Burke Wind, LLC		
5. If applicable, provide the trade name and complete the Trade Name Registration form if selected trade name is not already registered in North Dakota. Only provide the trade name in this field.		
a) The "new" 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 "new" name is the same or deceptively similar to a name already registered, and the limited liability company is unable to obtain Consent to Use Business Name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of the limited liability company to use of the name in North Dakota.		
c) The limited liability company does not wish to use or protect its "new" name in North Dakota and chooses to use a name other than its limited liability company name.		
6. Complete address of principal executive office (Street/RR, PO Box, City, State, ZIP+4) Street address MUST be provided; may not be only a post office box.		
Attn: Corp. Gov., 700 Universe Blvd., Juno Beach, FL 33408		
7. State or Country Where Organized	8. Limited liability company will expire in state or country of origin (check one)	
Delaware	<input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Expires - Specify date: _____	
9. Telephone Number	10. Toll Free Telephone Number	
[REDACTED]	[REDACTED]	
11A. Name of commercial registered agent in North Dakota	OR 11B. Name of noncommercial registered agent in North Dakota	
CT Corporation System		
11C. Address of noncommercial registered agent in North Dakota (Street/RR, PO Box, City, State, ZIP+4) Street address MUST be provided; may not be only a post office box.		
12. Nature of business or activities the limited liability company conducts or intends to conduct in North Dakota		
electric wind generation.		
13. Managers and governors of the limited liability company (attach additional sheet, if necessary)		
MANAGERS	Manager also serves as Governor?	COMPLETE MAILING ADDRESS:
	<input type="checkbox"/>	Street/Rural Route Post Office Box City State ZIP+4
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
Managing Member		700 Universe Blvd., Juno Beach, FL 33408
Managing Member		
14. "The undersigned has read the foregoing application, knows the contents, and believes the statements to be true. I further authorize the Secretary of State to correct numbers 4, 7, 11A, 11B, and 11C if not correctly reflected. I understand that if I make a false statement in this document, I may be subject to criminal penalties."		
Signature		Date
Melissa A. Plotsky		04/27/2016
15. Name of Person to Contact About This Document	Email Address	Daytime Telephone Number
Amy Lowe	[REDACTED]	[REDACTED]

MRAE



COMMERCIAL OR NONCOMMERCIAL REGISTERED AGENT/OFFICE STATEMENT OF CHANGE
 SECRETARY OF STATE
 SFN 13019 (06-2015)

For Office Use Only

ID Number:	41,185,300
WO Number:	1474909
Filed:	12-8-16
By:	AS



RECEIVED
 NOV 30 2016
 SEC. OF STATE

ONLY complete this form and send payment if:

- Appointing an alternate registered agent (commercial or noncommercial);
- Reflecting a name change of a noncommercial registered agent; or
- Reflecting an address change of a noncommercial registered agent.

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 INSTRUCTIONS ON PAGES 2 AND 3

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

2. Name of organization changing registered agent/office: (cooperative association, corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership, or real estate investment trust)		3. Federal ID Number	
BURKE WIND, LLC			
4A. Name of <u>commercial</u> registered agent in <u>North Dakota</u>	OR	4B. Name of <u>noncommercial</u> registered agent in <u>North Dakota</u> (or new name of current noncommercial registered agent)	
Corporation Service Company			
4C. Consent of the newly appointed registered agent has been obtained:			
<input checked="" type="checkbox"/> Yes		<input type="checkbox"/> No (Naming a party as registered agent without prior consent may result in involuntary termination or revocation of the organization. See instructions.)	
		<input type="checkbox"/> Agent not changing	
5A. New address of <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 Code
5B. Change of address is result of: (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			
5C. 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 this statement. 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 statement.			
*As required by state law, I certify that:			
<ul style="list-style-type: none"> • 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; • Consent has been obtained from the newly appointed commercial or noncommercial registered agent; • 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; • 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; • The Secretary of State is authorized to correct numbers 2, 4A, and 4B if not correctly reflected, and I understand that if I make a false statement in the document, I may be subject to criminal penalties. 			
Signature		Date	
<i>Jill Cirmi</i>		11/28/2016	
7. Name of person to contact about this document		Email Address	
Grace Kirby		[REDACTED]	
		Daytime Telephone Number	
		[REDACTED]	



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 2 pages as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 7-31-18

BY: Wendy Passet

Alvin A. Jaeger

Alvin A. Jaeger
SECRETARY OF STATE

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

BURKE WIND, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that BURKE WIND, LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on May 31, 2016, 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

BURKE WIND, LLC

Issued: June 28, 2018

A handwritten signature in black ink, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State