

May 9, 2019



**VIA E-MAIL AND FEDERAL EXPRESS**

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

**RE: Ruso Wind Partners, LLC – Ruso Wind Project – Siting Application  
Ward & McLean Counties, North Dakota  
Case No. PU-19-28**

**Ruso Wind Partners, LLC – 230kV Transmission Line – Siting Application  
McHenry & Ward Counties, North Dakota  
Case No. PU-19-29**

**Ruso Wind Partners, LLC – Corporate Papers  
Case No. PU-19-\_\_\_**

Dear Mr. Kahl:

Enclosed for filing in connection with the above-referenced dockets are an original and ten (10) copies of this letter and the following documents:

1. Ruso Wind Partners, LLC's Certificate of Organization – Minnesota;
2. Ruso Wind Partners, LLC's Conversion Certificate – Minnesota;
3. Ruso Wind Partners, LLC's Certificate of Formation – Delaware;
4. Ruso Wind Partners, LLC's Certificate of Conversion – Delaware;
5. Ruso Wind Partners, LLC's Certificate of Good Standing – Delaware;
6. Ruso Wind Partners, LLC's Certificate of Authority – North Dakota; and
7. Ruso Wind Partners, LLC's Certificate of Good Standing – North Dakota.

Electronic versions of this letter and the above-referenced documents were filed today with the Commission via e-mail.

Attorneys & Advisors	Fredrikson & Byron, P.A.
main 612.492.7000	200 South Sixth Street, Suite 4000
fax 612.492.7077	Minneapolis, Minnesota
fredlaw.com	55402-1425

Mr. Steven Kahl  
May 9, 2019  
Page 2

If you have any questions, please let me know.

Sincerely,

A handwritten signature in cursive script that reads "Mollie M. Smith". The signature is written in black ink and is positioned to the right of the word "Sincerely,".

MOLLIE M. SMITH

MMS/66726798  
Enclosures

cc: Zachary Pelham (via e-mail, w/ enclosures)  
Jerry Lein (via e-mail, w/ enclosures)  
Adam Renfandt (via e-mail, w/ enclosures)  
Alex Bowker (via e-mail, w/ enclosures)  
Morgan Berry (via e-mail, w/ enclosures)

## Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

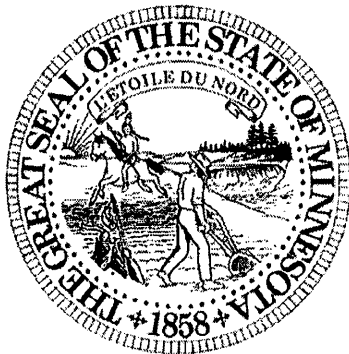
The business entity is now legally registered under the laws of Minnesota.

Name: Ruso Wind Partners, LLC

File Number: 914661100067

Minnesota Statutes, Chapter: 322C

This certificate has been issued on: 11/10/2016



Steve Simon  
Secretary of State  
State of Minnesota




ARTICLES OF ORGANIZATION  
OF  
RUSO WIND PARTNERS, LLC

The undersigned organizer, being a natural person 18 years of age or older, in order to form a limited liability company under Minnesota Statutes Chapter 322C, hereby files with the Minnesota Secretary of State the following Articles of Organization:

1. **Name.** The name of the limited liability company shall be Ruso Wind Partners, L.L.C, which is referred to hereinafter as the "Company."
2. **Registered Office.** The street address of the registered office of the Company is 618 2nd Ave. SE, Minneapolis, MN 55414.
3. **Organizer.** The name and street address of the organizer of the Company is as follows:

Julie A. Taylor  
Fredrikson & Byron, P.A.  
200 South Sixth Street  
Suite 4000  
Minneapolis, MN 55402-1425

I have signed these Articles of Organization of Ruso Wind Partners, L.L.C, as the organizer of the Company.

  
\_\_\_\_\_  
Julie A. Taylor, Organizer



**Work Item 914661100067**  
**Original File Number 914661100067**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
11/10/2016 11:59 PM

*Steve Simon*

Steve Simon  
Secretary of State

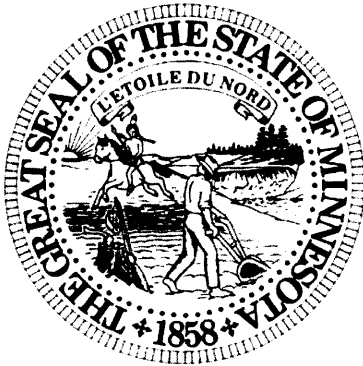
## Office of the Minnesota Secretary of State Certification of Record

I, Steve Simon, Secretary of State of Minnesota, do certify that: The filing(s) listed below were filed in the Minnesota computerized/central filing system on the date(s) listed below and that the copies associated with this certification are a true and complete copy of those filings as filed in that system.

**Filing(s) filed on:**

<u>Filing Date</u>	<u>Filing Type</u>	<u>Filing Number</u>
03/06/2018	Domestication Filing to Limited Liability Company (Foreign)	1004583400042

This certificate has been issued on: 11/05/2018



*Steve Simon*

Steve Simon  
Secretary of State  
State of Minnesota

# Office of the Minnesota Secretary of State

## Articles of Domestication

Minnesota Statutes, Chapter 322C



Read the instructions before completing this form.

Filing Fee: \$80 for expedited service in-person, \$60 if submitted by mail

The following type of organization is being domesticated to or from another jurisdiction and was approved as required by Chapter 322C and any applicable law of another jurisdiction.

1. Check the appropriate box for this domestication filing:

Domestication from a Limited Liability Company in another Jurisdiction to Minnesota Limited Liability Company.

Domestication from a Minnesota Limited Liability Company to a Limited Liability Company in another Jurisdiction and the Minnesota Articles of Organization are being surrendered.

2. Name of the Organization before Domestication is: (Required)

Ruso Wind Partners, LLC

3. Home jurisdiction of Organization before the Domestication is: (Required)

Minnesota

4. Name of the Organization after Domestication is: (Required)

Ruso Wind Partners, LLC

5. Home jurisdiction of Organization after the Domestication is: (Required)

Delaware

6. The date and, if applicable, the time the Domestication is effective under the governing statute of the Domesticated Organization is:

Effective immediately

7. A Domesticated Organization that becomes a foreign Limited Liability Company and which is not authorized to transact business in this state surrenders its prior articles of organization, and appoints the secretary of state as its agent for services of process for purposes of enforcing a debt, obligation, or other liability, as required by section 322C.1013, subd.1, clause(7). The street address of an office that the secretary of state may use for the purposes of section 322C.1014, subdivision 2 is:

30 Ivan Allen Jr Blvd NW BIN SC803, Atlanta, GA 30308

**Office of the Minnesota Secretary of State**

Articles of Domestication

Minnesota Statutes, Chapter 322C



8. If the domesticated company is a Minnesota Limited Liability Company, include a copy of the Articles of Organization for the Minnesota Limited Liability Company with the Articles of Domestication.

9. The domestication was approved as required by Minnesota Statutes, chapter 322C, if the domesticating organization was governed by that chapter, or, if the limited liability company was a non-Minnesota limited liability company, as required by the governing statute of the non-Minnesota jurisdiction.

10. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Elliott L. Spencer

A handwritten signature in cursive script, appearing to read "E. Spencer".

---

Authorized Signature of Individual on Behalf of the Domesticating Organization or Authorized Agent (Required)

**Email Address for Official Notices**

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

cwkidd@southernco.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

**List the name and daytime phone number of a person who can be contacted about this form:**

Cynthia Kidd

404-506-0595

Contact Name

Phone Number

**Entities that own, lease or have any financial interest in agricultural land or land capable of being farmed must register with the Minnesota Department of Agriculture's Corporate Farm Program.**

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO  
A DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Non-Delaware Limited Liability Company first formed is Minnesota.
- 2.) The jurisdiction immediately prior to filing this Certificate is Minnesota.
- 3.) The date the Non-Delaware Limited Liability Company first formed is November 10, 2016.
- 4.) The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is Ruso Wind Partners, LLC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Ruso Wind Partners, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 12 day of February, A.D. 2018.

By:   
Authorized Person

Name: Elliott Spencer  
Print or Type

**STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION**

• **First:** The name of the limited liability company is \_\_\_\_\_  
Ruso Wind Partners, LLC

• **Second:** The address of its registered office in the State of Delaware is \_\_\_\_\_  
251 Little Falls Drive in the City of Wilmington  
Zip Code 19808.

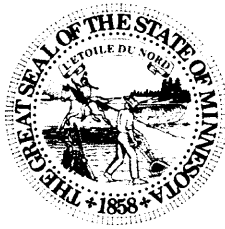
The name of its Registered agent at such address is \_\_\_\_\_  
Corporate Service Company

• **Third:** (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this  
12 day of February, 2018.

By: *E. Spencer*  
Authorized Person(s)

Name: Elliott Spencer  
Typed or Printed



**Work Item 1004583400042**  
**Original File Number 914661100067**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
03/06/2018 11:59 PM

*Steve Simon*

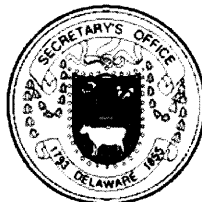
Steve Simon  
Secretary of State

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "RUSO WIND PARTNERS, LLC" FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2018, AT 12:03 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

6784279 8100F  
SR# 20181726354

Authentication: 202265071  
Date: 03-06-18

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION**

• **First:** The name of the limited liability company is \_\_\_\_\_  
Ruso Wind Partners, LLC

• **Second:** The address of its registered office in the State of Delaware is \_\_\_\_\_  
251 Little Falls Drive in the City of Wilmington  
Zip Code 19808.

The name of its Registered agent at such address is \_\_\_\_\_  
Corporation Service Company.

• **Third:** (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this  
12 day of February, 2018.

By: *E. Spencer*  
Authorized Person(s)

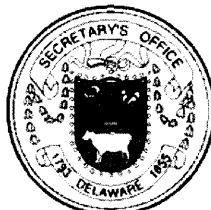
Name: Elliott Spencer  
Typed or Printed

# Delaware

The First State

Page 1

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 CONVERSION OF A MINNESOTA LIMITED LIABILITY COMPANY UNDER THE NAME OF "RUSO WIND PARTNERS, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2018, AT 12:03 O`CLOCK P.M.



6784279 8100F  
SR# 20181726354

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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

Authentication: 202265071  
Date: 03-06-18

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO  
A DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Non-Delaware Limited Liability Company first formed is Minnesota.
- 2.) The jurisdiction immediately prior to filing this Certificate is Minnesota.
- 3.) The date the Non-Delaware Limited Liability Company first formed is November 10, 2016.
- 4.) The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is Ruso Wind Partners, LLC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Ruso Wind Partners, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
12 day of February, A.D. 2018.

By:   
Authorized Person

Name: Elliott Spencer  
Print or Type

# Delaware

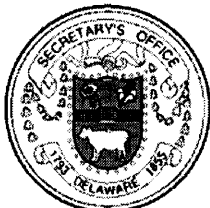
Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RUSO WIND PARTNERS, 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 SEVENTH DAY OF MAY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RUSO WIND PARTNERS, LLC" WAS FORMED ON THE SIXTH DAY OF MARCH, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



6784279 8300

SR# 20193628566

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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: 202780823

Date: 05-07-19

# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF AUTHORITY OF

RUSO WIND PARTNERS, LLC  
Secretary of State ID#: 42,230,100

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

RUSO WIND PARTNERS, 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

RUSO WIND PARTNERS, LLC

to transact business in this State under the name of

RUSO WIND PARTNERS, LLC

Issued: December 2, 2016

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger  
Secretary of State



**CERTIFICATE OF AUTHORITY APPLICATION  
FOREIGN LIMITED LIABILITY COMPANY**  
SECRETARY OF STATE  
SFN 19381 (09-2015)

For Office Use Only

ID Number:	42230100
WO Number:	1471859
Filed:	12/2/16
By:	[Signature]

SEE INSTRUCTIONS FOR FEE, FILING AND MAILING INFORMATION.

TYPE OR PRINT LEGIBLY

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

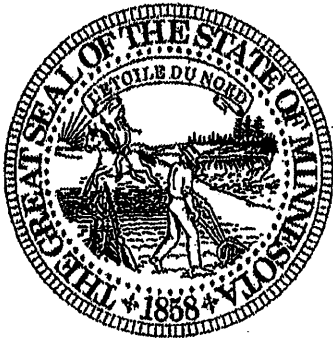
1. The application is accompanied by the following:			
<input checked="" type="checkbox"/> *Filing fee of \$135	<input type="checkbox"/> Certificate of professional license		
<input type="checkbox"/> *Current CERTIFICATE OF GOOD STANDING or CERTIFICATE OF EXISTENCE duly authenticated by the organizing 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)		3. Federal ID Number	
<input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional			
4. Name of limited liability company EXACTLY as it appears on Certificate of Good Standing from state or country of origin Ruso Wind Partners, 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 line if:			
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 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 "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 <b>MUST</b> be provided; may not be only a post office box. 618 2nd Ave. SE, Minneapolis, MN 55414			
7. State or Country Where Organized Minnesota		8. Limited liability company will expire in state or country of origin (check one) <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Expires - Specify date: _____	
9. Telephone Number (612) 331-1486		10. Toll Free Telephone Number	
11A. Name of <u>commercial</u> registered agent in <u>North Dakota</u> National Registered Agents, Inc.		OR 11B. Name of <u>noncommercial</u> registered agent in <u>North Dakota</u>	
11C. Address of <u>noncommercial</u> registered agent in <u>North Dakota</u> (Street/RR, PO Box, City, State, ZIP+4) Street address <b>MUST</b> 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 Wind energy project			
13. Managers and governors of the limited liability company (attach additional sheet, if necessary)			
MANAGERS		COMPLETE MAILING ADDRESS	
	Manager also serves as Governor	Street/Rural Route	Post Office Box City State ZIP+4
Paul T. White	<input checked="" type="checkbox"/>	618 2nd Ave. SE, Minneapolis, MN 55414	
	<input type="checkbox"/>		
	<input type="checkbox"/>		
	<input type="checkbox"/>		
Managing Member			
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 		Paul T. White, Manager	Date 11/14/2016
15. Name of Person to Contact About This Document Julie A. Taylor		Email Address jtaylor@fredlaw.com	Daytime Telephone Number (612) 492-7716

**Office of the Minnesota Secretary of State  
Certificate of Good Standing**

I, Steve Simon, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name:	Ruso Wind Partners, LLC
Date Filed:	11/10/2016
File Number:	914661100067
Minnesota Statutes, Chapter:	322C
Home Jurisdiction:	Minnesota

This certificate has been issued on: 11/14/2016



*Steve Simon*

Steve Simon  
Secretary of State  
State of Minnesota

# *State of North Dakota* SECRETARY OF STATE



## **Certificate of Good Standing of RUSO WIND PARTNERS, LLC**

**SOS Control ID#: 0000158109**

**Certificate #: 016573224**

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that, according to the records of this office,

**RUSO WIND PARTNERS, LLC**

a Limited Liability Company - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective December 2, 2016. This entity has, as of the date set forth below, complied with all applicable North Dakota laws.

**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.

**DATE:** May 7, 2019

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

Alvin A. Jaeger  
Secretary of State