

February 15, 2024

VIA E-MAIL AND FEDERAL EXPRESS

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

RE: Badger Wind, LLC's Corporate Papers
Case No. PU-24-__

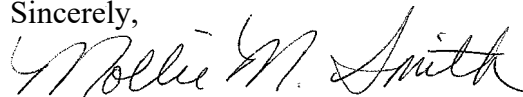
Dear Mr. Kahl:

Enclosed for filing in connection with the above-referenced matter are an original and four (4) copies of the following documents:

1. Certificate of Formation from Delaware for Badger Wind, LLC;
2. Certificate of Good Standing from Delaware for Badger Wind, LLC;
3. Certificate of Authority from North Dakota for Badger Wind, LLC; and
4. Certificate of Good Standing from North Dakota for Badger Wind, LLC.

Electronic copies of the enclosed documents and this letter were filed with the Commission today via e-mail. If you have any questions, please let me know.

Sincerely,



MOLLIE M. SMITH

MMS/81538741

Enclosures

cc: Mark Crowl (w/ encls. via e-mail)
Andrew Krieger (w/ encls. via e-mail)

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 "BADGER WIND, LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JULY, A.D. 2017, AT 6:41 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6476963 8100
SR# 20175229174

Authentication: 202892342
Date: 07-17-17

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

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

First: The name of the limited liability company is _____
Badger Wind, LLC

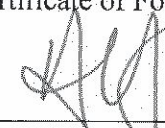
Second: The address of its registered office in the State of Delaware is _____
160 Greentree Drive, Suite 101 in the City of Dover
Zip code 19904. The name of its Registered agent at such address is
National Registered Agents, Inc.

Third: (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is _____.")

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this

5 day of July, 2017.

By:  _____
Authorized Person (s)

Name: Declan Flanagan

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BADGER WIND, 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 SEVENTEENTH DAY OF JANUARY, A.D. 2024.

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




Jeffrey W. Bullock, Secretary of State

6476963 8300

SR# 20240140935

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

Authentication: 202603760

Date: 01-17-24

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY OF

BADGER WIND, LLC
Secretary of State ID#: 43,674,200

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

BADGER WIND, 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

BADGER WIND, LLC

to transact business in this State under the name of

BADGER WIND, LLC

Issued: August 11, 2017

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

Alvin A. Jaeger
Secretary of State



CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY APPLICATION
 RECEIVED
 SECRETARY OF STATE
 SFN 19381 (10-2012)

JUL 25 2017



FOR OFFICE USE ONLY

System ID Number 43.674.00	
WO Number 1547103	
Filed 8-11-17	By TF

1. The application is accompanied by the following: **SEC. OF STATE**

- *Filing fee of \$135
- *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 Business Name and fee of \$10
- Trade Name Registration and fee of \$25

SEE INSTRUCTIONS FOR FEES, FILING AND MAILING INFORMATION

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code Sections 10-31-01, 10-31-13.1 and 10-32-138.

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	47-5576971 (ID for Member)	
4. Name of Limited Liability Company EXACTLY as it appears on Certificate of Good Standing from State or Country of Origin Badger 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 line if: 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 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 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) which may not be only a post office box 401 North Michigan Avenue, Suite 501, Chicago, Illinois 60611-5833			
7. State or Country Where Organized Delaware	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 (mm/dd/yyyy):		
9. Telephone Number 312 237-4700	10. Toll-free Telephone Number		
11A. Name of <u>Commercial</u> Registered Agent in <u>North Dakota</u> C T Corporation System		11B. Name of <u>Noncommercial</u> Registered Agent in <u>North Dakota</u> OR	
11C. 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 North Dakota Development, financing, construction, operation and/or sale of renewable energy project(s)			
13. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY			
MANAGERS		Check box if Manager also serves as Governor	COMPLETE MAILING ADDRESS
		<input type="checkbox"/>	Street/RR PO Box City State ZIP+4
		<input type="checkbox"/>	
		<input type="checkbox"/>	
		<input type="checkbox"/>	
MANAGING MEMBER Lincoln Clean Energy, LLC			401 North Michigan Avenue, Suite 501, Chicago, Illinois 60611-5833
MANAGING MEMBER			
If needed, attach sheet to add names of additional managers or governors.			

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 	Declan Flanagan, Authorized Person	Date 7/17/17
15. Name of Person to Contact about this Document Chris Morrison	Email Address cmorrison@lincolnclean.com	Daytime Telephone Number and Extension, if any 512 767-7466

State of North Dakota

SECRETARY OF STATE



Certificate of Good Standing of BADGER WIND, LLC

SOS Control ID#: 0000163509

Certificate #: 024673428-1

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

BADGER WIND, LLC

a Limited Liability Company - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective August 11, 2017. 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: January 17, 2024

A handwritten signature in cursive script that reads "Michael Howe".

Michael Howe
Secretary of State