

October 5, 2023

Via Hand Delivery & Electronic Mail

Mr. Steve Kahl
North Dakota Public Service Commission
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480
ndpsc@nd.gov

In re: Cerilon GTL ND Inc.
Corporate Papers
Our File No. 201121-000001

Dear Mr. Kahl:

Enclosed for filing on behalf of Cerilon GTL ND Inc., please find eight copies of each of the following documents from the North Dakota Secretary of State:

- 1) North Dakota Certificate of Good Standing; and
- 2) North Dakota Articles of Incorporation.

Please feel free to contact me if you have any questions. Thank you.

Sincerely,


Casey A. Furey

CAF/lh
Enc.

cc: Erik Edison (via email)
Rochelle Harding (via email)
Jeff Pendrel (via email)

State of North Dakota

SECRETARY OF STATE



Certificate of Good Standing of Cerilon GTL ND Inc.

SOS Control ID#: 0005673761

Certificate #: 024167223-1

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

Cerilon GTL ND Inc.

a Corporation - Business - Domestic was formed under the laws of NORTH DAKOTA and filed with this office effective October 19, 2021. 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: September 29, 2023

A handwritten signature in black ink that reads "Michael Howe".

Michael Howe
Secretary of State

State of North Dakota

SECRETARY OF STATE



Certified Copies
of
Cerilon GTL ND Inc.
SOS Control ID#: 0005673761
Certificate #: 024170320-1

I hereby certify on this date, September 29, 2023, that this is a true and correct copy of 4 pages as taken from the records of this office.

A handwritten signature in black ink that reads "Michael Howe".

Michael Howe
Secretary of State

Image ID

B0404-8847

Filing Description

Initial Filing

RECEIVED
OCT 18 2021
SEC. OF STATE

ARTICLES OF INCORPORATION
CERILON GTL ND INC.

For Office Use Only
-FILED-
SOS Control ID#: 0005673761
Date Filed: 10/19/2021

The undersigned executes the following Articles of Incorporation to form a North Dakota corporation under the North Dakota Business Corporation Act ("Act").

1. Name. The name of the corporation is: Cerilon GTL ND Inc. (the "Corporation").

2. Purpose. The Corporation is formed for general business purposes as provided in Section 10-19.1-08 of the Act.

3. Capital Stock. The Corporation shall have the authority to issue the following capital stock:

- (a) 10,000,000 shares of Class A common voting shares, par value of \$1.00 per share the holders of which would be entitled:
 - (i) to receive notice of and to attend and vote at all meetings of shareholders with one vote per share, except meetings at which only holders of a specified class of shares are entitled to vote;
 - (ii) to receive any dividend declared by the Corporation on this class of shares; provided that the Corporation shall be entitled to declare dividends on the Class "B" Common non-voting shares or on any other classes of shares of the Corporation without being obliged to declare any dividends on the Class "A" Common voting shares of the Corporation; and
 - (iii) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other Common shares of the Corporation.

- (b) 10,000,000 shares of Class B common non-voting shares, par value of \$1.00 per share the holders of which would be entitled:
 - (i) to receive notice of and to attend but not to vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote or where holders of Class B common shares are entitled to vote as a class (in which case with one vote per share) even though these shares have no general right to vote at meetings of shareholders;
 - (ii) to receive any dividend declared by the Corporation on this class of shares; provided that the Corporation shall be entitled to declare dividends on the Class "A" Common voting shares or on any other classes of shares of the Corporation without being obliged to declare any dividends on the Class "B" Common voting shares of the Corporation; and
 - (iii) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other Common shares of the Corporation.

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4. Principal Executive Office. The address of the Corporation's principal executive office is:

8 Discovery Ridge Cove SW, Calgary, Alberta, Canada T3H 4Y1

5. Registered Agent. The name and address of Corporation's registered agent are:

Business Filings Incorporated, 120 W Sweet Ave, Bismarck, ND 58504

6. Directors. The names and addresses of the Corporation's initial directors are:

Ron Opperman - 127 Cranarch Circle S.E., Calgary, Alberta, Canada T3M 0S5;

Nico Duursema - 8 Discovery Ridge Cove SW, Calgary, Alberta, Canada T3H 4Y1; and

Peter Farkas – 15 Hampshire Grove NW, Calgary, Alberta, Canada T3A 4Y6.

7. Limitation on Directors' Liability. The directors of the Corporation shall not be personally liable to either the Corporation or its shareholders for monetary damages for breach of fiduciary duty, except liability for:

- (a) Any breach of the director's duty of loyalty to the Corporation or to its shareholders;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) Liability arising under either North Dakota Century Code, Chapter 10-04 (relating to the sale of securities) or Section 10-19.1-95 of the Act (relating to illegal distributions);
- (d) Any transaction from which the director derived an improper personal benefit; or
- (e) Any act or omission occurring before the date of the filing of these Articles of Incorporation.

8. Written Action By Shareholders. Any action of the shareholders may be taken by written action signed, or consented to by authenticated electronic communication, by the shareholders as provided in Section 10-19.1-75 of the Act.

9. Written Action By Directors. Any action of the directors, other than an action requiring shareholder approval, may be taken by written action signed, or consented to by authenticated electronic communication, by the directors as provided in Section 10-19.1-47 of the Act.

10. Incorporators. The name and address of the incorporators are as follows:

Peter Farkas– 15 Hampshire Grove NW, Calgary, Alberta, Canada T3A 4Y6.

Dated this 8th day of October, 2021.



Peter Farkas, Incorporator

B0404-8849 10/19/2021 Received by ND Secretary of State Alvin A. Jaeger

North Dakota Secretary of State's Office
600 E Boulevard Avenue Dept 108
Bismarck ND 58505-0500
701-328-2900

CONSENT TO USE OF BUSINESS NAME

The undersigned, **Nicolaas Duursema**, Director of **Cerilon GTL Inc.**, with a mailing address of 8 Discovery Ridge Cove SW, Calgary, AB, T3H 4Y1, Canada (the "Company"), on behalf of the Company, hereby consents to and authorizes the use of the name "**Cerilon GTL ND, Inc.**," by the North Dakota corporation to be formed in the State of North Dakota by **Peter Farkas**, as the Incorporator, of with a mailing address of 8 Discovery Ridge Cove SW, Calgary, AB, T3H 4Y1, Canada.

Dated October 18, 2021.

CERILON GTL INC.

By: _____

Nicolaas Duursema
Nicolaas Duursema, Director

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