



# Secretary of State

**Jason M. Gant**

State Capitol | 500 E. Capitol Ave. | Pierre, South Dakota 57501 | [sdsos@state.sd.us](mailto:sdsos@state.sd.us) | [sdsos.gov](http://sdsos.gov)

**TO:** KIM BECKER  
LYNN, JACKSON, SHULTZ & LEBRUN  
PO BOX 2700  
SIOUX FALLS SD 57101-2700

**FROM:** Debra Ramquist, Corporate Division

**DATE:** June 18, 2014

**RE:** COPIES

Please find enclosed copies as requested along with a receipt showing payment of the same.

If this office can be of further assistance, please don't hesitate to call.

Thank you.

RECEIVED JUN 23 2014

**Administration**

Tel: (605) 773-3537  
Fax: (605) 773-6580

**Corporations**

Tel: (605) 773-4845  
Fax: (605) 773-4550

**Uniform Commercial Code**

Tel: (605) 773-3537  
Fax: (605) 773-6580



SOUTH DAKOTA SECRETARY OF STATE

OFFICIAL RECEIPT

NUMBER 2359575

FORM OF PAYMENT PAD ACCOUNT  
ACCOUNT ID 100154 BALANCE \$ 193.00

DATE 06/18/2014  
AMOUNT \$ 12.00  
BY STDERAM

LYNN JACKSON SHULTZ & LEBRUN PC  
ATTN: ACCOUNTS PAYABLE  
PO BOX 8250  
RAPID CITY SD 57709-8250

THIS RECEIPT IS IN REFERENCE TO:  
FM003174 - BASIN ELECTRIC POWER COOPERATIVE

TRANSACTION DESCRIPTION	AMOUNT
COPIES FM003174.....\$	7.00
FAX FM003174.....	5.00

STATE OF SOUTH DAKOTA



OFFICE OF  
THE SECRETARY OF STATE

*Certificate of Authority*

I, ALMA LARSON, Secretary of State of the State of South Dakota, hereby certify that duplicate originals of Application of ... BASIN ELECTRIC POWER COOPERATIVE, a North Dakota corporation, ..... for a Certificate of Authority to transact business in this State, duly signed and verified, pursuant to the provisions of the South Dakota Business Corporation Act, have been received in this office and are found to conform to law

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority to BASIN ELECTRIC POWER COOPERATIVE, a North Dakota corporation, ..... to transact business in this State under the name of BASIN ELECTRIC POWER COOPERATIVE, A North Dakota corporation, ..... and attach hereto a duplicate original of the Application for such Certificate.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this ..... 16th ..... day of December ..... A.D. 19 68 .....

*Alma Larson*  
Secretary of State

Assistant

APPLICATION FOR CERTIFICATE OF AUTHORITY  
OF

BASIN ELECTRIC POWER COOPERATIVE  
(A Foreign Corporation)

TO THE SECRETARY OF STATE,  
State of South Dakota, Pierre, S. D.

Pursuant to the provisions of the South Dakota Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

(1) The name of the corporation is Basin Electric Power Cooperative  
(Exact corporate name)

(Name must in "Corporation" "Company" or "Incorporated" or "Limited"  
be abbreviation of one of those words.)

It was incorporated under the laws of the State of North Dakota

(2) The name which it elects to use in the State of South Dakota is  
Basin Electric Power Cooperative

(3) The date of its incorporation is May 5, 1961 and the period of its  
duration is perpetual

(4) The address of its principal office in the state or country under the laws of which it is incorporated  
is 500 Provident Life Building, Bismarck, North Dakota

(5) The address of its proposed registered office in the State of South Dakota is Arthur Jones,  
Britton, South Dakota and the name of its proposed registered agent in the State of South  
Dakota at that address is Britton, South Dakota

(6) The purpose or purposes which it proposes to pursue in the transaction of business in the State  
of South Dakota are: Construction, operation and maintenance of electric  
transmission lines to deliver electric service to electric cooperatives  
in South Dakota which are members of Basin Electric Power Cooperative

(7) The names and respective addresses of its directors and officers are:

Name	Office	Street Address	City	State
Herbert Weber			Hazleton, North Dakota	
Marvin Beyers			Holland, Minnesota	
Otto Schneider	Director	Box 354	McLaughlin, South Dakota	
Oliver G. Rose	Director		Nisland, South Dakota	
Clarence Welander	Director		Fullerton, North Dakota	
Wayne Bond			Lodgepole, Nebraska	
Arthur Jones	President		Britton, South Dakota	
C. R. Thiessen	Vice President	Box 68	Lambert, Montana	
Dennis Lindberg	Secretary-Treas.		Odebolt, Iowa	
Helge Nygren	Asst. Secy.		Flasher, North Dakota	

(8) The aggregate number of ~~shares~~ which it has authority to issue, itemized by classes, par value of  
memberships, ~~memberships~~  
without par value, and series, if any, within a class is:

Number of <del>shares</del>	Class	Series	Par value per <del>share</del> or statement that <del>shares</del> are without par value (Indicate which)
No limit	A	none	\$500.00 membership fee
No limit	B	none	50.00 membership fee
No limit	C	none	100.00 membership fee

Approved as to Form

this 12<sup>th</sup> day of June 1961

Assistant Attorney General

memberships		memberships, memberships	
(9) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:			
Number of shares	Class	Series	Par value per share or statement that shares are without par value (Indicate which)
19	A	none	\$500.00 membership fee
44	B	none	50.00 membership fee
66	C	none	100.00 membership fee

(10) The amount of its stated capital is \$ none of which \$ is employed in South Dakota.

(11) An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 33,000,000.00

An estimate of the value of its property to be located within the State of South Dakota during year of 1969, is \$ none.

An estimate of the gross amount of business to be transacted by it during the year of 1969, is \$ 5,000,000.00.

An estimate of the gross amount of business to be transacted by it at or from places of business in the State of South Dakota during year of 1969, is \$ none.

(12) This application is accompanied by a copy of its Articles of Incorporation and all Amendments thereto, duly authenticated by the proper officer of the State or country under the laws of which it is incorporated.

(13) That such corporation has not entered into any combination, conspiracy, trust, pool, agreement, or contract intended to restrain or prevent competition in the supply or price of any article or commodity in general use in the State of South Dakota, or constituting a subject of trade or commerce therein, or which shall in any manner control the price of any such article or commodity, fix the price thereof, limit or fix the amount or quantity thereof to be manufactured, mined, produced, or sold in said State, or fix any standard or figure by which its price to the public shall be in any manner controlled or established.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

Dated December 12, 1968

BASIN ELECTRIC POWER COOPERATIVE  
 By *Arthur Jones*  
 Its President  
 By *Samuel J. Berg*  
 Its Secretary

VERIFICATION

STATE OF NORTH DAKOTA }  
 COUNTY OF BURLEIGH } ss

I, Arnold L. Ketterling, a notary public, hereby certify that on the 12th day of December, 1968, personally appeared before me Arthur Jones, who being by me first duly sworn, declared that he is the president of Basin Electric Power Cooperative, that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.

My Commission expires June 25, 1973  
 (Notarial Seal)

*Arnold L. Ketterling*  
 Notary Public  
 ARNOLD L. KETTERLING  
 Notary Public, BURLEIGH CO., N. Dak.  
 Commission Expires June 25, 1973.

Fees: See Schedule.  
 Submit in duplicate.

QUALIFICATION OF BASIN ELECTRIC  
POWER COOPERATIVE OF BISMARCK,  
NORTH DAKOTA, AS A FOREIGN  
COOPERATIVE CORPORATION TO  
SUPPLY ELECTRIC ENERGY AND TO  
EXTEND AND OPERATE ELECTRIC  
TRANSMISSION LINES IN SOUTH DAKOTA

State of North Dakota )  
                          ) SS:  
Burleigh County      )

We Arthur Jones and Dennis Lindberg, being first duly sworn, on oath depose and state:

1. That they are the duly elected, qualified and acting President and Secretary, respectively, of Basin Electric Power Cooperative, a cooperative corporation organized and existing under the laws of the State of North Dakota.

2. That attached hereto is a copy of the Articles of Incorporation of the Cooperative, together with all amendments thereto, duly certified by the Secretary of State of the State of North Dakota.

3. That the principal place of business of Basin Electric Power Cooperative is Provident Life Building, Bismarck, North Dakota.

4. That the Cooperative does not have, and does not at this time contemplate having, any place of business or principal office in the State of South Dakota.

5. That the names and addresses of the officers of the Corporation are:

President: Arthur Jones, RFD, Britton, South Dakota.  
Vice President: C. R. Thiessen, RFD, Lambert, Montana.  
Secretary-Treasurer: Dennis Lindberg, RFD, Odebolt, Iowa.  
Assistant Secretary: Helge E. Nygren, Flasher, North Dakota.

6. That the Agent who will represent this Corporation in the State of South Dakota is:

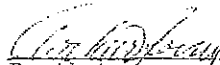
Arthur Jones, RFD, Britton, South Dakota.

7. That it constitutes the Secretary of State of the State of South Dakota as its true and lawful agent upon whom any summons, notices, pleadings or processes in any action or proceeding against Basin Electric Power Cooperative may be served in respect of any liability arising out of any business, contract, or transaction in the State of South Dakota, and stipulates that service thereof upon the Secretary of State or his Assistant shall be accepted irrevocably as a valid service upon it; and that said appointment and stipulation shall continue in force irrevocably so long as any liability of this Corporation remains outstanding in the State of South Dakota.

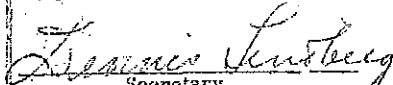
8. That upon any change in facts stated in paragraphs 2, 3, 4, 5 or 6 hereof, the Corporation will promptly file an appropriate Amendment to this Affidavit.

Executed and sworn to by Arthur Jones, President, under the Corporate Seal of the Cooperative attached and attested by Dennis Lindberg, Secretary of the Cooperative, pursuant to authority of the Board of Directors of Basin Electric Power Cooperative, this 21st day of November, A. D., 1968.

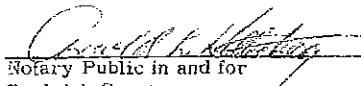
(CORPORATE SEAL)

  
\_\_\_\_\_  
President

ATTEST:

  
\_\_\_\_\_  
Secretary

BE IT REMEMBERED that on this 21st day of November,  
A. D., 1968, before me, Arnold L. Kettarling, a Notary Public  
in and for Burleigh County, North Dakota, personally known by me to be the  
President and Secretary, respectively of Basin Electric Power Cooperative,  
who each being by me duly sworn, did state that he had voluntarily  
executed the foregoing instrument, under authority of the Board of  
Directors of the Cooperative, voluntarily adopted.

  
Notary Public in and for  
Burleigh County,  
North Dakota.

(NOTARIAL SEAL)

My Commission Expires

ARNOLD L. KETTERLING  
Notary Public, Burleigh Co., N. Dak.  
My Commission Expires June 25, 1973.

June 25, 1973

NOTARY



Certificate No. 11927



*To All to Whom these Presents shall Come,*

I, BEN MEIER, Secretary of State of the State of North Dakota and Keeper of the Great Seal thereof, do hereby certify that the annexed copy of

ARTICLES OF INCORPORATION  
AND ALL AMENDMENTS THEREOF  
OF  
BASIN ELECTRIC POWER COOPERATIVE  
BISMARCK, NORTH DAKOTA

has been compared by me with the ORIGINAL ARTICLES OF INCORPORATION AND ALL AMENDMENTS THEREOF ON FILE AND OF RECORD

in this Department, and that the same is a true copy thereof, and of the whole of such INSTRUMENTS.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 20TH day of NOVEMBER A. D., 19 68

*Ben Meier*  
Secretary of State  
By \_\_\_\_\_ Deputy