

Secretary State Jason M. Gant

State Capitol | 500 E. Capitol Ave. | Pierre, South Dakota 57501 | sdsos@state.sd.us | 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 2 8 2014



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

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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

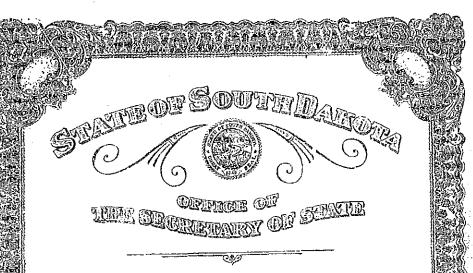
ACCOUNT ID 100154 BALANCE \$ 193.00

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	TMUOMA
•	
COPIES FM003174\$	7.00
FAX FM003174	5.00



Certificate of Authority

I, ALMA LARSON, Secretary of State of the State of South Dakola, hereby certify that duplicate originals of Application of ... BASIN ELECTRIC FORER 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 Dakots corporation,

to trokeret business in this Stare under the name of BASIN ELECTRIC FOWER COOPERATIVE, A North Dakota corporation,

and estach hereto a duplicate origin i of the Application for such Cortificate.

A.D. 19

Azelstant

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

BASIN EUECTRIC POWER COOPERATIVE (A Foreign Corporation)

TO THE SECRETARY OF STATE, Tinte of South Dakoto, Pierre, S. D.

tion hereby ap	nt to the provisions of piles for a Certificate of a the following stateme	Authority to trai	ta Buriness Corponsact business in th	ration Act, the undersigned co e State of South Dakota and for	rpofa- r that
(1) T	he name of the empore	ion is Basi	n Blectric P (Exact corporate :	ower Cooperative	
**** ******			ompany" or "Incorp t one of those work	orated or "Limited" is.)	
Ei	was incorporated nader	the awarf t	he State of	North Dakota	
(2) T	he name which it elects	to use in the S	tate of South Dako	ta is	
	Basir	Electric	Power Cooper	ative	
(8) T	he date of its incorporati	onis May	5, 1961	and the period	of its
duration is	parpetual			***************************************	
				r the laws of which it is incorpo	
.s 600	Provident Life	Building,	Bismarck, No.	rth Dakota	
(5) T	he address of its propos	ed registered of	ice in the State of	South Dakota is Arthur Jo	ones
	Account to The South			egistered agent in the State of f	
Dakota at that					
(6) T	he purpose or purposes	which it propos	es to pursue in the	transaction of business in the	State
of South Dako	u are: Constructi	on, operat	ion and main	tenance of electric	
transmiss	ion lines to de	liver elec	tric service	to electric coopera	cive:
in South	Dakota which an	e members	of Barin E.e	ctric Power Cooperat	Lve
(7) Ti	he names and respective	addresses of i	s directors and offi	CEYB Bre:	
Herbert W	Name	Office	Street Address	, North Dakota Clty State	
Marvin Be Otto Schn		Director		Minnesota McDaughlan, South Da	akeri :
Oliver G.	.Rose	Director	Nisland	South Dakota	
Clarence Wayne Bon Arthur Jo	Welander d nes		Fullerton Lodgeoula Britton,	n, North Dakota Neoraska South Dakota	
	essen	Vice President	Box 68,)	Cambert Montana	
Dennis Li	ugperd	Secretary-Tree	as. Odebolt,	Iowa	
	<u>τ</u> φη	Asst Secy	Flasher,	North Dakota	
	e abstruct of value, and	BEST which it is	as authority to issue	ue, itemized by classes, par val	
ne	mberships		Par value per d	nbership members! bux or statement that AMANN a	11ps re
fumber of MM		Series	without p	er value (Indicate which)	
No limit	· · · · · · · · · · · · · · · · · · ·	nona		embership fee	··· ·
so limit		none	em Douge	embership fee	
No limit	C	none	100.00 ms	embership fee	

Assistant Attorney General

(ii) The aggregate number of its ishaude where knowled by classes par value of element-where which is member whilps Number of charses Class Series Per value per share or subsement that cames are without per value (Inclose which) 19. A. 1800. \$500.00 membership fee 44. B. 1,000. \$500.00 membership fee 66. C. none 100.00 membership fee (iii) The amount of its stated capital is \$.0000. (iii) The amount of its stated capital is \$.0000. (iii) The amount of its stated capital is \$.0000. (iii) 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 all property to be located within it of the following year of 1059 is \$.0000. An estimate of the gross amount of locateds within it of the following year of 1059 is \$.0000. An astimate of the gross amount of locateds within it of the following year of 1059 is \$.0000.000.00 An astimate of the gross amount of locateds within it of the following the year of 1059 is \$.0000.000.00 An astimate of the gross amount of locateds within it of the following the year of 1059 is \$.0000.000.00 An astimate of the gross amount of locateds within it of the following the year of 10500 is \$.0000.000.00 An astimate of the gross amount of locateds within it of the following the year of 10500 is \$.0000.000.00 An astimate of the gross amount of locateds within it of the located within it of the following the year of 10500 is \$.0000.000.00 An astimate of the gross amount of locateds within it of the following the year of 10500 is \$.0000.000.00 An astimate of the gross amount of locateds within it of the following the year of 10500 is \$.0000.000.00 An astimate of the gross amount of located within it of the following the year of 10500 is \$.0000.000.00 An astimate of the gross amount of 10000 is \$.0000.000.00 An astimate of the gross amount of 10000.000 is \$.0000.000.000.000.000.000.000.000.000	(à) The +e	neggia sumber		rships		os, members sharer rharer
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Fees: See Schedule. Submit in duplicace.

QUALIFICATION OF BASIN ELECTRIC POWER COOPERATIVE O. 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 Dannis 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, July certified by the Secretary of State of the State of North Darota.
- 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.

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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.

That upon any change in facts stated in paragraphs 2, 3,
 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)

ATTEST:

Secretary

President

BE IT REMEMBERED that on his 21st day of November,

A. D., 1968, before me, Arnold L. Ketterling, 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

A.M. D.E. STIERLING Later over 4. Love Claim CO., N. Oak. My Lovernation Express June 25, 1973.

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To All to Whem these Fresents shall lome, BEN MEIER Secretary of State of the State of North Dakota and Keeper of the Great Seal thereof, do hereby certify that the amexed copy of ARTICLES OF INCORPORATION AND ALL AMENDMENTS THERETO BASIN ELECTRIC POWER COOPERATIVE BISHARCK, HORTH DAKOTA has been compared by me with the original articles of incorporation and kill arenducuts THERETO 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 Cestimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this2911.....

"Nog North Bukota Prasu-ti