

414 Nicollet Mall Minneapolis, Minnesota 55401

September 30, 2009

Darrell Nitschke, Executive Director North Dakota Public Service Commission State Capitol Building, Dept. 408 600 East Boulevard Bismarck, ND 58505-0480

Re: In the Matter of Northern States Power Company, a Minnesota corporation, Corporate Documents Case No. PU-_____

Dear Mr. Nitschke:

Enclosed for filing are an original and seven copies of the Article of Incorporation, Bylaws and a recent Certificate of Good Standing of Northern States Power Company, a Minnesota corporation ("Xcel Energy" or the "Company"). The Company respectfully requests that the North Dakota Public Service Commission (the "Commission") accept these documents for filing in a "Corporate Documents" case. Xcel Energy makes this filing pursuant to N.D. Admin. Code § 69-02-02-04(3) and N.D.C.C. § 49-03-02.

The Company will reference this filing in all subsequent applications submitted to the Commission. The Company will also provide yearly updates for the Certificate of good standing.

Please feel free to contact Dave Sederquist at (701) 241-8632 if you have any questions.

Sincerely,

Dor

James R. Alders Director , Regulatory Administration

c: M. Diller

DS/zs Enclosures

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1 PU-09-664 Filed 09/30/2009 Pages: 44 Articles of Incorporation, Bylaws, MN Certificate of Good Standing Northern States Power Company James Alders, Dir. Regulatory Admin.



SECRETARY OF STATE

Certificate of Good Standing

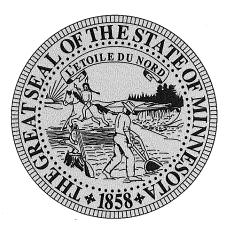
I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; that this corporation is authorized to do business as a corporation at the time this certificate is issued; and that amendments to the articles of that corporation were filed on the dates listed below.

Name: Northern States Power Company

Date Formed: 03/08/2000

Chapter Governed By: 302A

Amendments Filed On: 03/08/2000 ORIG FILING 414 Nicollet Mall Mpls MN 55401-NAME Northern Power Corporation



Mark Re Secretary of State.



SECRETARY OF STATE

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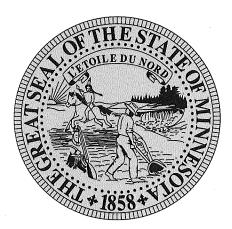
08/21/2000 NAME 02/01/2001 REG OFF

07/06/2005 REG OFF

08/30/2007 REG OFF

Northern States Power Company Corporation Service Company 33 S 6th Str Multifoods Twr Mpls MN 55402-Corporation Service Company 380 Jackson Str #418 St Paul MN 55101 Corporation Service Company 380 Jackson Str #700 St Paul MN 55101

This certificate has been issued on 09/29/09.



Mark Ritchie Secretary of State.

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CERTIFICATE OF INCORPORATION

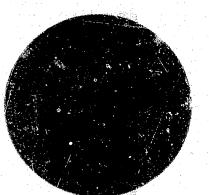
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, du?, sighed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of innesota Statutes listed below.

This corporation is now legally organized inder the laws of Minnesota.

Corporate Name: Northern Power Corporation Corporate Charter Number: 11B-256

Chapter Formed Under: 302A

This certificate has been issued on $03/08/20^{\circ}$.



Mary Kiffma

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116.254

ARTICLES OF INCORPORATION

OF

NORTHERN POWER CORPORATION

ARTICLEI

NAME

The name of the corporation is:

Northern Power Corporation

ARTICLE II

REGISTERED OFFICE

The address of the registered office of the corporation is:

414 Nicollet Mall Minneapolla, Minnesota 55401

ARTICLE III

AUTHORIZED SHARES

The aggregate number of shares that the corporation has authority to issue is five

million (5,000,000) shares, all of which shall be common stock of the par value of one cent

(\$.01) per share.

045740

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ARTICLE IV

PREEMPTIVE RIGHTS

Shareholders shall not have preemptive rights to purchase, subscribe for, or otherwise acquire any new or additional securities (including any options or warrants to acquire shures) of the corporation before the corporation may offer them to other persons.

ARTICLE V

CUMULATIVE YOTING

There shall be no cumulative voting for directors.

ARTICLE VI

LIMITATION OF DIRECTORS' LIABILITY

To the full extent permitted by the Minnesota Business Corporation Act, Chapter 302A of the Minnesota Statutes, as the same exists on the effective date of these Articles of Incorporation or as it subsequently may be amended, no director of the corporation shall be personally liable to the corporation or its shareholders for monetary datages for breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE VI shall be prospective only and shall not adversely affect any limitation of the personal liability of a director for, or with respect to, any acts or omissions of such director occurring prior to the effective date of such repeal or modification.

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ARTICLE VII

WRITTEN ACTION BY BOARD

Any action required or permitted to be taken by the Board of Directors of this corporation may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors are present, except as to those matters which require shareholder approval, in which case the written action must be signed by all members of the Board of Directors.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

Amy B. Erskine 2400 IDS Center 80 South Bighth Street Minneapolls, Minnesota 55402

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Dated: March 8, 2000

Amy E. Erskine, the sole incorporator of Northern Power Corporation

STATE OF MINNESOTA

MAR 08 2000

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AUG-21-2000 14115

CT CORPORATION/MPLS

612 333 2524 P.02/04

11B-256

AMENDMENT OF ARTICLES OF INCORPORATION OF NORTHERN POWER CORPORATION (a Minnesota corporation)

The undersigned, the Vice President and Chief Financial Officer of NORTHERN POWER CORPORATION, a corporation organized under the laws of the State of Minnesota (the "Company"), for the purposes of amending the Company's Articles of Incorporation under the provisions of Minnesota Statutes Section 302A.135, hereby states that:

The name of the Company is Northern Power Corporation. FIRST:

SECOND: Article I of the Company's Articles of Incorporation is hereby amended to read in its entirety as follows:

ARTICLE I

NAME

The name of the corporation is:

Northorn States Power Company

THIRD:

This amendment has been approved pursuant to Minnesota Statutes Chapter 302A.

I certify that I am authorized to execute this amendment, and I further certify that I understand that by signing this emendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

NORTHERN POWER CORPORATION

Dated: August 21 . 2000

Bv

Its: Vice President & Chief Financial Officer.

Name and telephone number of contact person:

Catly Cleveland	JATE OF MINNESOTA
(612) 337-2151	
0044.00	Mary Kylmapo
064188	Consister of State

Secretary of State

11B-256

MINNESOTA SECRETARY OF STATE



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NOTICE OF CHANGE OF REGISTERED OFFICE/ REGISTERED AGENT

Northern Blates Nover Company 2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A pofice box is not acceptable. 3. South Bixth Street, Multifoods Tower, Hinnsapolic MN 3. South Bixth Street, Multifoods Tower, Hinnsapolic MN Street City State Zip Code 3. Registered Agent (Registered agents are required for foreign entilies but optional for Minnsaols entilies): MN State Zip Code 3. Registered Agent (Registered agents are required for foreign entilies but optional for Minnsaols entilies): MN State Zip Code 3. Registered Agent (Registered agents are required for foreign entilies but optional for Minnsaols entilies): MN State Zip Code 3. Registered Agent (Registered agents are required for foreign entilies but optional for Minnsaols entilies): MN State Zip Code 4. Curporation during the entility's registered office and/or agent as listed above. DO NOT LIBT THE ENTITY NAME. In compliance with Minnsaola Statutes, Section 302A, 123, 303, 10, 308A, 027, 317A, 123 or 322B, 135 i certily that the above company has resolved to change the entility's registered office and/or agent as listed above. I certily that i am suborized to execute this notice and I further certily that i understand that by signing this notice I am sub the population of performance of a Contect Person: Any Brown (\$90 1 (222-2122)	1. Enlly Namo:			
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	NOTICE OF	ESOTA SECRETARY OF CHANGE OF REGISTE REGISTERED AGENT DC - RO instructions on the back before co	(Globa)	14107990005
1.	Entity Name:			•
	See attached list	·	· · ·	
2.	Registered Office Address (No. & Street): A post office box is not acceptable.	List a complete street address or r	ural route and rura	route box number.
	380 Jackson Street, Suite 418,	St. Paul	MN	55101
	Street	City	State	Zip Code
3.	Registered Agent (Registered agents are re	equired for foreign entities but opti	onal for <u>Minnesota</u>	entities):

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE ENTITY NAME.

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.135 I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.

Signature of Authorized Person John H. Pelletier, Assistant Vice President Name and Telephone Number of a Contact Person: <u>Anne Grigorakos</u> (212) 299-9100

please print legibly

Filing Fee: For Profit Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.

Minnesota Nonprofit Corporations: No \$35.00 fee is due unless you are adding or removing an agent.

Non-Minnesota Corporations: \$50.00.

Make checks payable to Secretary of State Return to: Minnesota Secretary of State 180 State Office Bidg. 100 Rev. Dr. Martin Luther King Jr. Blvd. St. Paul, MN 55155-1299 (651) 296-2803

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MINNESOTA SECRETARY OF STATE NOTICE OF CHANGE OF REGISTERED OFFICE/REGISTERED AGENT

Read the instructions before completing this form.

1. Entity Name:

See Attached List

2. Registered Office Address: List a complete street address or rural route and rural route box number. (A post office box by itself is not acceptable)

380 Jackson Street, Suite 700	St. Paul	_{MN} 55101
Street	City	State Zip Code

3. Registered Agent (Registered agents are required for foreign entities, but optional for Minnesota entities):

See Attached List

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE ENTITY NAME.

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 308B, 317A.123 or 322B.135, I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.

Signature of Authorized Person John H. Pelletier, Asst. VP

Name & Telephone Number of a Contact Person:

Anne Grigorakos

Name please print legibly

212) 299-5600 Telephone

Filing Fee payable to the MN Secretary of State

Profit Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00. Minnesota Nonprofit Corporations: No \$35.00 fee is due, unless you are adding, removing or changing the agent.

Non-Minnesota Corporations: \$50.00.

List of DC Entities for 8/30/2007 Global RO Amendment

80 South Eighth Street Hotel Operations, Inc. wplied Industrial Technologies-MBC, Inc. Adventures in Good Company, Incorporated AMERICAN HOUSEKEEPING OF MINNESOTA, INC. Argosy University Family Center, Inc. Aon Risk Services, Inc. of Minnesota Abrasive Converting Technology, Inc ASI/LVI ENVIRONMENTAL SERVICES INC. BEAVER CREEK FINANCIAL CORPORATION Activision Value Publishing, Inc. Brown & Brown of Minnesota, Inc. Inc AIG Advantage Insurance Company Ate Management of Duluth, Inc. ATLANTIC BOOKS-MINNESOTA, INC. Scientific Scimed, Inc. ACCESS PHILANTHROPY, INC. ACTION LOGISTIC SERVICES, INC. APPLEBEE'S OF MINNESOTA, INC. ADDRESS LABELS EXPRESS, INC. BioScrip Pharmacy, Inc. BISYS Retirement Solutions, Alderwoods (Minnesota), Inc. BLOOMINGTON, MN., L.T., INC BROWN (MN) QRS 12-38, Inc. Air-Hydraulic Systems, Inc. AL MEYERS ENTERPRISES, INC Sridge Water Telephone Co arookfield Investment Inc Brookfield Minnesota Inc. BADGER EQUIPMENT COMPANY BUCA (Minneapolis), Inc. Alexander and Sons, Inc. Arvig Telephone Company ASCENT TRADING, INC. Alpha Media Corporation 350 MARKET STREET, INC. Brookfield Market Inc. AIIM Restaurant, Inc. AFC Enterprises, Inc. rmor Companies, Inc. 3B'S CONTRACTING INC. AMASI Minnesota, Inc. ATMI Packaging, Inc. 3L Development Corp. Brookfield ARC Inc. A BRILLIANT WAY, INC ALLIANCE IMPEX, INC. B ENITI, INC. BACKBAY CREDIT, INC. BAUMGAC CORPORATION Brookfield DB Inc. start, Inc ML Houston, Inc. 65th Street, Inc. Bonne Idee, Ltd. BEZZOTECH INC. Charter # Type Business Name ACCENDI, INC. Boston Sright 9W-419 DC 1145691-3 DC 222222222 В ğ В Я В Ä В R 8D-218 DC 6N-12 DC 11K-463 DC Ŋ Ŋ g g g g В Я Д 7H-887 DC 8D-217 DC g Х ğ Ы ğ ğ В ğ В В ğ ğ g ğ ğ Ö ğ g g B В 9F-428 1 20-320 1 7T-862 1 12H-556 1 5G-434 1 1189510-2 1 1A-678 7A-536 6W-193 2351748-2 12P-56 152-AA 9T-695 2148675-9 2E-252 26381-AA 11E-915 28742-AA 78-106 F-1286 12R-766 ILL-NOL 1T-293 SL-903 2082915-2 1611789-2 2139768-2 11Y-566 7M-704 TOOT-NT **1W-443** 2271378-2 5E-526 11S-475 10N-704 2454399-2 2194820-2 52-323 1677384-2 12F-414 4C-167 2186806-2 2132146-3 8W-250 882303-2 631373-8 1125144-2 3F-945 **11N-671** 1903971-2

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Delaware Investments Arizona Municipal Income Fund Delaware Investments Colorado Insured Municipal In Delaware Investments Minnesota Municipal Income Fu Delaware Investments Minnesota Municipal Income Fu COMPUTER SERVICES INCORPORATED OF MINNEAPOLIS COUNTRY INNS & SUITES CORPORATE OWNED, INC. Countrywide Home Loans of Minnesota, Inc. DANIELS-HEAD INSURANCE AGENCY (MN), INC. CRYSTAL FLOWER ORIENTAL MEDICINE, INC. Business Productivity Solutions, Inc. Inc Builders License Training Institute Inc. Coram Homecare of Illinois, Inc. Bunzl Distribution Leasing, Inc. Construction Labor Contractors, Charter Video Electronics, Inc. (Minnesota) Corporation COOK COUNTY PUBLICATIONS, INC Dayton's Iron Horse Liquors, CREDIT SUISSE MINNESOTA, INC D & E VENTURES, INC. Dania Home of Minnesota Inc. Community Publications, Inc. BUCKAROU COFFEE & CO., INC. CINQUINA & ASSOCIATES, INC e S Inc. Chili's of Minnesota, Inc. Campus Center Irvine, Inc Clay-Becker Implement Co. Burhani Group Trust, Inc. Cloquet Newspapers, Inc. COLLINSWOOD CORP. BUCA Investments, Inc. BUCA Restaurants 2, Inc. Cardiac Pacemakers, Inc UNH BUCA Restaurants, Inc. CATHERINES #5645, INC. Catherines #5862, Inc. CATHERINES #5412, INC. CATHERINES #5748, INC. Click Build Services, **CVN Direct Marketing** CVN Management, Inc. Carlson Summit, Inc. Consan Incorporated Circuit Check, Inc. CVN Companies, Inc. CPT Holdings, Inc. **CVN Michigan**, Inc. DB Holdings, Inc. Casino Magic Corp CATHERINES #5432, Chino North, Inc. Charter # Type Business Name Chronimed Inc. CANNOVA CORP Danzig Ltd Corp Cenco, Inc Calben BUCA, Ы й Ы Ы ğ ğ ğ ğ ğ ğ Я R ğ č g ğ ğ Ä Ä В ğ g Ы ğ ğ ğ В g В ğ ŭ ğ g g 70-610 70-612 102-341 7V-770 7I-238 11G-968 7R-751 8U-390 2115413-2 10-889 42-898 5Z-755 51-805 647008-2 1917457-3 1988153-2 4I-632 9B-517 6B-352 1159261-2 7P-669 9R-153 12-441988141-2 3H-66 3K-373 1952243-2 30-1162 1779908-4 101-571 1471001-2 10I-573 1865051-4 1068537-2 120-380 525745-10 11R-873 557268-2 Y-673 6G-404 12K-314 4W-676 4E-19 8L-900 71.6858-9 1X-673 2357999-3 121-213 2270325-2 7E-134 3H-223 1330007-2 7K-37 689818-2 853517-2 12L-853 9T-17

List of DC Entities for 8/30/2007 Global RO Amendment

Delaware Investments Minnesota Municipal Income Fu FINANCIAL CONSULTANTS OF MINNESOTA, INC. First Northern Financial Resources, Inc. GESUPHUS ERIC MIAMEN (G.E. MIAMEN), INC. Diversified Pharmaceutical Services, Inc GENERAL SAFETY FIRE APPARATUS, INC. FOURTH GENERATION CONTRACTING, INC. DUKE'S CONCRETE CONSTRUCTION INC. GCA Acquisition Subsidiary, Inc. Global Investments Network Corp. Inc. GLOBAL WIRELESS TECHNOLOGY INC. Franchise Associates, Inc. FRASL PROCESS IMPROVEMENT, INC. GOLDEN ARCH OF MINNESOTA, INC. ED'S AFFORDABLE AUTO REPAIR INC GKGF&S Acquisitions XXXV, Inc. DIVISION AIR TECHNOLOGIES, INC. Golden Phoenix Minerals, Inc. FRUSTRATED INCORPORATED, INC. FORM & POUR CONSTRUCTION INC OF MIDWAY, INC. PLUS #985, Inc. GKGF&S Acquisitions XXXII, Gamble Development Company GAZDA TRANSPORTATION, INC Fidelity Holding Company EmCare of Minnesota, Inc. ELGIN FINECHEMICALS, INC Gold Country Seed, Inc. L L L -DNH INC. INC NA NC Ë DMF SALES INCORPORATED FASHION BUG #2052, INC -UNIT Embarg Minnesota, Inc. Esquire Search, Ltd. DOROTHYJERRY DJ. INC ED LEE AGENCY, INC. ESI Resources, Inc. #2187, #471, £2214. **i2328**. #575, 2351, #3626, 2488 \$2749 #597, **≢3265** #3330 #3382 2424 **#3296** #3304 **#3337** Empower SLS Inc Eloigne Company Charter # Type Business Name BUG FASHION BUG BUG Bug BUG BUG Bug Bug Bug FASHION BUG FSMC, Inc. ashion NOIHSAN PASHION FASHION ASHION Fashion Tashion Fashion fashion **Pashion** ashion NOIHSK NOIHSAN FASHTON FASHION RASHION FASHION КК В ğ В В В ğ g ğ ğ g Å 1T-846 DC 1979697-2 DC 2319857-6 DC 9M-502 DC В ğ ğ В Ы В р С ŭ йй ğ Я В В Б Å ЦЙ ЯB В В B Ä Ä Ы Х Ц Ы В g В g ğ В ğ ğ 8Y-481 1 8U-558 1 7P-513 1 10M-697 1 10T-62 1 10T-56 1 10T-894 10T-842 10W-657 11P-360 10-93 1328106-2 177257-4 1276161-2 1443417-2 1968692-6 2328005-2 6F-472 66-53 9R-569 5K-311 50-139 1711020-6 11Q-758. 11Q-252 6T-936 7A-216 5P-456 5**P-8**37 1339684-2 1Q-236 2028583-2 7E-384 4V-293 6K-375 852333-2 6H-298 5T-4 6I-228 6S-173 7T-963 10-155 L0C-996 7X-163 5Y-970 1761305-4 1507231-4 125-192 1497662-2 1155374-2 2253743-2 **1M-827**

GOURMET SYSTEMS OF MINNESOTA, INC.

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List of DC Entities for 8/30/2007 Global RO Amendment

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Wells Fargo Insurance Services of Minnesota, Inc. Wells Fargo Financial System Minnesota, Inc. West Publishing Corporation WHAT'S IN THE BOX? FLORALS AND GIFTS, INC Performance Contracting Inc. Energy Communications Group, Inc. Zylstra Communications Corporation Woodbury Financial Services, Inc. Markets Holdings Inc Retail Holdings Inc. Wholesale Group Inc Vilsons The Leather Experts Inc Leather Holdings Inc. WMC MORTGAGE CORP. MINNESOTA Wilsons International Inc Telephone Company Ventures Inc. Wells Fargo Funding, Inc Inc. CP Systems Corporation Down Corporation WILSONS CENTER, INC. Wenell Properties, Tnc. Charter # Type Business Name Energy Energy Energy Energy Energy Energy tenia Corp Wilsons Vinsted Wind [ce] (cel {cel (cel Cel cel Cel ğ R ХX g ğ R DG ğ ğ ğ ă a 4E-605 7B-717 3S-1043 37-AA 060T-N 62-919 10-255 11E-639 L1E-637 11E-636 11E-635 L1E-638 7J-375 2325698-2 8Y-646 9P-27 9E-170 9E-428 AA-191 1096107-2 7X-623 692523-3 2372713-2 4D-804

BYLAWS OF NORTHERN POWER CORPORATION AS AMENDED ON AUGUST 21, 2000 AND JUNE 3, 2008

ARTICLE I

OFFICES; CORPORATE SEAL

Section 1.1. <u>Registered Office</u>. The registered office of the corporation shall be at the address specified in the Articles of Incorporation or any amendment or restatement thereof or in a certificate of change of registered office filed with the Secretary of State of Minnesota.

Section 1.2. <u>Other Offices</u>. The corporation may also have offices at such other places both within and without the State of Minnesota as the Board of Directors may from time to time determine or the business of the corporation may require.

Section 1.3. <u>Corporate Seal</u>. The corporation may, but need not, have a corporate seal. If there be one, the seal may consist of a mechanical imprinting device, or a rubber stamp with a facsimile of the seal affixed thereon, or a facsimile or reproduction of either. The seal need include only the word "Seal," but it may also include a part or all of the name of the corporation and a combination, derivation, or abbreviation of either or both of the phrases "a Minnesota Corporation" and "Corporate Seal." If a corporate seal is used, it or a facsimile of it may be affixed, engraved, printed, placed, stamped with indelible ink, or in any other manner reproduced on any document; provided, however, that the use of the seal by the corporation on a document is not necessary, and the use or nonuse of the seal does not affect the validity, recordability, or enforceability of a document or act.

ARTICLE II

SHAREHOLDERS

Section 2.1. <u>In General</u>. Except as required by Section 2.8, all meetings of the shareholders shall be held at the registered office of the corporation or at such other place either within or without the State of Minnesota as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting.

Section 2.2. <u>Regular Meetings</u>. Regular meetings of shareholders may be held on an annual or other less frequent periodic basis, but need not be held unless

required by the Articles of Incorporation, these Bylaws, or the laws of the State of Minnesota.

Section 2.3. <u>Demand by Shareholder</u>. If a regular meeting of shareholders has not been held during the immediately preceding 15 months, a shareholder or shareholders holding three percent or more of all voting shares may demand a regular meeting of shareholders by written notice of demand given to the chief executive officer or the chief financial officer of the corporation. Within 30 days after receipt of the demand by one of those officers, the Board of Directors shall cause a regular meeting of shareholders to be called and held on notice not later than 90 days after receipt of the demand, all at the expense of the corporation. If the Board fails to cause a regular meeting to be called and held as required by this Section, the shareholder or shareholders making the demand may call the regular meeting by giving notice as required by Section 2.8, all at the expense of the corporation.

Section 2.4. <u>Business at Regular Meeting</u>. At each regular meeting of shareholders there shall be an election of qualified successors for directors who serve for an indefinite term or whose terms have expired or are due to expire within six months after the date of the meeting. No other particular business is required to be transacted at a regular meeting. Any business appropriate for action by the shareholders may be transacted at a regular meeting.

Section 2.5. <u>Special Meetings</u>. Special meetings of the shareholders may be called for any purpose or purposes at any time, by the chief executive officer, the chief financial officer, two or more directors, a person authorized in the Articles of Incorporation or these Bylaws to call special meetings, or a shareholder or shareholders holding ten percent or more of the voting shares.

Section 2.6. <u>Demand by Shareholders</u>. A shareholder or shareholders holding ten percent or more the voting shares may demand a special meeting of shareholders by written notice of demand given to the chief executive officer or chief financial officer of the corporation and containing the purposes of the meeting. Within 30 days after receipt of the demand by one of those officers, the Board shall cause a special meeting of shareholders to be called and held on notice not later than 90 days after receipt of the demand, all at the expense of the corporation. If the Board fails to cause a special meeting to be called and held as required hereby, the shareholder or shareholders making the demand may call the meeting by giving notice as required by Section 2.8, all at the expense of the corporation.

Section 2.7. <u>Business at Special Meetings</u>. The business transacted at a special meeting shall be limited to the purposes stated in the notice of the meeting.

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Any business transacted at a special meeting that is not included in those stated purposes is voidable by or on behalf of the corporation, unless all of the shareholders have waived notice of the meeting in accordance with Section 2.9.

Section 2.8. <u>Notice of Meeting</u>. Written notice of all meetings of shareholders stating the place, date, and hour of the meeting and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be given to each shareholder entitled to vote at such meeting not less than ten or more than 60 days before the date of the meeting, except that a meeting called by or at the demand of a shareholder or shareholders shall be held in the county where the principal executive office of the corporation is located.

Section 2.9. <u>Waiver: Objections</u>. A shareholder may waive notice of a meeting of shareholders. A waiver of notice by a shareholder entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a shareholder at a meeting is a waiver of notice of that meeting, except where the shareholder objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 2.10. <u>Record Date</u>. The Board of Directors may fix a date not more than 60 days before the date of a meeting of shareholders as the date for the determination of the holders of voting shares entitled to notice of and to vote at such meeting. When a date is so fixed, only shareholders on that date are entitled to notice and permitted to vote at that meeting of shareholders.

Section 2.11. <u>Certification of Beneficial Owner</u>. A resolution approved by the affirmative vote of a majority of the directors present may establish a procedure whereby a shareholder may certify in writing to the corporation that all or a portion of the shares registered in the name of the shareholder are held for the account of one or more beneficial owners. Upon receipt by the corporation of the writing, the persons specified as beneficial owners, rather than the actual shareholder, are deemed the shareholders for the purposes specified in the writing.

Section 2.12. <u>Quorum</u>. The holders of a majority of the voting power of the shares entitled to vote at a meeting present in person or by proxy at the meeting are a quorum for the transaction of business, unless a larger or smaller proportion or number is provided in the Articles of Incorporation. If a quorum is present when a duly called or held meeting is convened, the shareholders present may continue to

transact business until adjournment, even though the withdrawal of a number of shareholders originally present leaves less than the proportion or number otherwise required for a quorum.

Section 2.13. <u>Adjourned Meetings</u>. In the absence of a quorum, any meeting may be adjourned from time to time. If any meeting of the shareholders is adjourned to another time or place, no notice of the date, time, and place of such adjourned meeting need be given other than by announcement at the time of adjournment.

Section 2.14. <u>Majority Vote Required</u>. The shareholders shall take action by the affirmative vote of the holders of a majority of the voting power of the shares present, except where a larger proportion or number is required by the Articles of Incorporation, these Bylaws, or the laws of the State of Minnesota.

Section 2.15. <u>Voting by Class</u>. In any case where a class or series of shares is entitled by the Articles of Incorporation, the laws of the State of Minnesota, or the terms of the shares to vote as a class or series, the matter being voted upon must also receive the affirmative vote of the holders of the same proportion of the shares of that class or series as is required pursuant to Section 2.14.

Section 2.16. <u>Voting Power</u>. Unless otherwise provided in the Articles of Incorporation or in the terms of the shares, a shareholder has one vote for each share held.

Section 2.17. Jointly Owned Shares. Shares owned by two or more shareholders may be voted by any one of them unless the corporation receives written notice from any one of them denying the authority of that person to vote those shares.

Section 2.18. <u>Registered Shareholders</u>. Except as otherwise provided in Section 2.11 or the laws of the State of Minnesota, the corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends and to vote as such owner and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof.

Section 2.19. <u>Shareholder Management</u>. The holders of the voting shares of the corporation may, by unanimous affirmative vote, take any action that the Board of Directors is required or permitted to take or that the shareholders are permitted to take after action or approval of the Board.

Section 2.20. <u>Proxies</u>. A shareholder may cast or authorize the casting of a vote by filing a written appointment of a proxy with an officer of the corporation at or before the meeting at which the appointment is to be effective. An appointment of a proxy for shares held jointly by two or more shareholders is valid if signed by any one of them, unless the corporation receives from any one of those shareholders written notice either denying the authority of that person to appoint a proxy or appointing a different proxy.

Section 2.21. <u>Action Without a Meeting</u>. An action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting by written action signed by all of the shareholders entitled to a vote on such action. The written action is effective when it has been signed by all of those shareholders, unless a different time is provided in the written action.

ARTICLE III

DIRECTORS

Section 3.1. <u>Number and Election</u>. The Board of Directors shall consist of one or more directors. The number of directors shall be determined by the shareholders who shall, at each regular meeting, fix the number of directors and elect the number so fixed. Except as provided in Section 3.2, each director shall hold office until his successor is elected and qualifies or until his earlier death, disqualification, resignation or removal. Directors shall be natural persons but need not be shareholders.

Section 3.2. <u>Vacancies and New Directorships</u>. Unless different rules for filling vacancies are provided for in the Articles of Incorporation, vacancies on the Board resulting from the death, disqualification, resignation, or removal of a director may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum, and vacancies on the Board resulting from newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time of the increase. Each director elected to fill a vacancy holds office until a qualified successor is elected by the shareholders at the next regular meeting or special meeting of the shareholders.

Section 3.3. <u>Powers</u>. Except as may otherwise be provided by shareholder control agreements or Section 2.19, the business and affairs of the corporation shall be managed by or under the direction of a Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by the

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Articles of Incorporation, these Bylaws, or the laws of the State of Minnesota directed or required to be exercised or done by the shareholders.

Section 3.4. <u>Time and Place of Meetings</u>. Meetings of the Board of Directors may be held from time to time at any place, within or without the State of Minnesota, that the Board of Directors may select or by any means described in Section 3.5. If the Board of Directors fails to select a place for a meeting, the meeting shall be held at the principal executive office of the corporation, except in the case of the first meeting of each newly elected Board of Directors which shall be held as provided in Section 3.6.

Section 3.5. <u>Electronic Meetings</u>. A conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference constitutes a board meeting, if the same notice is given of the conference as would be required by Section 3.7 for a meeting, and if the number of directors participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A director may participate in a board meeting not described above by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting.

Section 3.6. <u>First Meeting</u>. The first meeting of each newly elected Board of Directors shall be held on the day of the regular meeting of the shareholders immediately after the adjournment thereof at the place where the shareholders' meeting is held, or at such time and place as shall be fixed by the shareholders at the regular meeting, and no notice of such meeting shall be necessary in order to legally constitute the meeting, provided a quorum is present. If such meeting is not held, it may be held at such time and place and in the manner provided for other meetings of the Board of Directors or as specified in a written waiver signed by all of the directors.

Section 3.7. <u>Other Meetings</u>. Meetings of the Board, except for the first meeting, may be called by a director or by the chief executive officer of the corporation on ten days' notice to all directors, of the date, time and place of the meeting. The notice need not state the purpose of the meeting. If the date, time, and place of a board meeting have been announced at a previous meeting of the Board, no notice is required.

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Section 3.8. <u>Quorum</u>. A majority, or a larger or smaller proportion or number provided in the Articles of Incorporation, of the directors currently holding office present at a meeting is a quorum for the transaction of business.

Section 3.9. <u>Adjourned Meetings</u>. In the absence of a quorum, any meeting may be adjourned from time to time. If any meeting of the Board of Directors is adjourned to another time or place, no notice of such adjourned meeting need be given other than by announcement at the time of adjournment.

Section 3.10. <u>Board Action</u>. The Board shall take action by the affirmative vote of a majority of directors present at a duly held meeting, except where the affirmative vote of a larger proportion or number is required by the Articles of Incorporation, these Bylaws, or the laws of the State of Minnesota. If the Articles of Incorporation require a larger proportion or number than is required by the laws of the State of Minnesota for a particular action, the Articles of Incorporation shall control.

Section 3.11. <u>Waiver of Notice</u>. A director may waive notice of a meeting of the Board. A waiver of notice by a director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section 3.12. <u>Absent Directors</u>. A director may give advance written consent or opposition to a proposal to be acted on at a board meeting. If the director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

Section 3.13. <u>Committees</u>. A resolution approved by the affirmative vote of a majority of the entire Board of Directors may establish committees having the authority of the Board in the management of the business of the corporation to the extent provided in the resolution. Committee members shall be natural persons. Unless the Articles of Incorporation provide for a different membership, a committee shall consist of one or more persons, who need not be directors, appointed by affirmative vote of a majority of the directors present. A majority of the members of the committee present at a meeting is a quorum for the transaction of business, unless

a larger or small proportion or number is provided in the Articles of Incorporation, these Bylaws, or in a resolution approved by the affirmative vote of a majority of the directors present. Minutes, if any, of committee meetings shall be made available upon request to members of the committee and to any director.

Section 3.14. <u>Action Without a Meeting</u>. An action required or permitted to be taken at a board meeting or by a lawfully constituted committee thereof may be taken by written action signed by all of the directors or by all of the members of such committee, unless the action need not be approved by the shareholders and the Articles of Incorporation so provide, in which case, the action may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors or the committee at which all directors or committee members were present. The written action is effective when signed by the required number of directors or committee members unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors or committee members, all directors and committee members shall be notified immediately of its text and effective date.

Section 3.15. <u>Fees and Expenses</u>. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid such compensation for their services as a director as the Board of Directors may fix from time to time. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Committee members shall also be paid their expenses, if any, and be compensated as the Board of Directors may determine for attending committee meetings.

ARTICLE IV

OFFICERS

Section 4.1. <u>Election of Required Officers</u>. The officers of the corporation shall be elected by the Board of Directors at its first meeting after each regular meeting of shareholders and shall consist in all events of a chief executive officer and chief financial officer, however designated.

Section 4.2. <u>Other Officers</u>. The Board of Directors may elect or appoint any other officers or agents the Board deems necessary for the operation and management of the corporation, each of whom shall have the powers, rights, duties, responsibilities and terms in office provided for in the Articles of Incorporation, these bylaws, or as determined by the Board of Directors.

Section 4.3. <u>Multiple Offices</u>. Any number of offices or functions of those offices may be held or exercised by the same person. If a document must be signed by person holding different offices or functions and a person holds or exercises more than one of those offices or functions, that person may sign the document in more than one capacity, but only if the document indicates each capacity in which the person signs.

Section 4.4. <u>Salaries</u>. The salaries of all officers of the corporation shall be determined by the Board of Directors.

Section 4.5. <u>Tenure, Removal, or Vacancy</u>. Each officer shall hold office until his successor is elected and qualifies, or until his earlier death, disqualification, resignation, or removal. Subject to the provisions of a shareholder control agreement, an officer may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the directors present. Such removal, however, shall be without prejudice to any contract rights of the officer. Any officer may resign at any time by giving written notice to the corporation.

Section 4.6. Duties of Chief Executive Officer. The chief executive officer shall have general active management of the business of the corporation; when present, preside at all meetings of the shareholders and, in the absence of the chairman of the Board or if such officer shall not be elected, at all meetings of the Board of Directors; see that all orders and resolutions of the Board are carried into effect; sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or by the Board to some other officer or agent of the corporation; maintain records of and, whenever necessary, certify all proceedings of the Board and the shareholders; and perform other duties prescribed by the Board.

Section 4.7. <u>Duties of Chief Financial Officer</u>. The chief financial officer shall keep accurate financial records for the corporation, deposit all money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board; endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board of Directors, making proper vouchers therefor; disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; render to the chief executive officer and the Board, whenever requested, an account of all transactions by the chief financial officer and of the financial condition of the corporation; and perform other duties prescribed by the Board or by the chief executive officer.

Section 4.8. <u>Duties of Chairman of the Board</u>. The Chairman of the Board, if there be one, shall, when present, preside at all meetings of the Board of Directors and shall perform such duties and have such powers as the Board of Directors may from time to time prescribe.

Section 4.9. <u>Duties of President</u>. The president, if designated, shall be the chief executive officer of the corporation.

Section 4.10. <u>Duties of Executive Vice President</u>. The executive vice president, if there be one, shall manage the business of the corporation under the advice and general control of the chief executive officer. At the request of the chief executive officer, or in the event of his absence or disability, he shall perform the duties and exercise the powers of the chief executive officer and shall perform such other duties and have such other powers as the Board of Directors or the chief executive officer may from time to time prescribed.

Section 4.11. <u>Duties of Vice Presidents</u>. Each vice president shall have such powers and perform such duties as may from time to time be assigned to them respectively by the Board of Directors or the chief executive officer. In the absence of the chief executive officer (and the executive vice president, if one is elected) or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the chief executive officer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the chief executive officer.

Section 4.12. <u>Duties of Assistant Vice Presidents</u>. Each assistant vice president shall have such powers and perform such duties as may from time to time be assigned to them respectively by the Board of Directors or the chief executive officer.

Section 4.13. <u>Duties of Secretary</u>. The secretary shall attend all meetings of the Board of Directors and of the shareholders and record all the proceedings of all such meetings in a book to be kept for that purpose and shall perform like duties for any committee appointed by the Board when so directed by the chief executive officer; give, or cause to be given, notice of all meetings of the shareholders and, when required, meetings of the Board of Directors; and have custody of the corporate seal of the corporation, if there be one, and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The Board of Directors may give general authority to any other officer to affix the seal of the

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corporation, if there be one, and to attest the affixing by his signature. The secretary shall perform such other duties and have such other powers an the Board of Directors or the chief executive officer shall from time to time prescribe.

Section 4.14. <u>Duties of Assistant Secretary</u>. The assistant secretary, if there be one, or if there be more than one, the assistant secretaries in the order determined by the chief executive officer (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the Board of Directors or the chief executive officer may from time to time prescribe.

Section 4.15. <u>Duties of Treasurer</u>. The treasurer, if there be one, shall perform such duties and have such powers as the Board of Directors, the chief executive officer or the chief financial officer may from time to time prescribe.

Section 4.16. <u>Duties of Assistant Treasurer</u>. The assistant treasurer, if there be one, or if there be more than one, the assistant treasurers in the order determined by the chief executive officer (or if there be no such determination, then in the order of their election) shall, in the absence of the treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the Board of Directors, the chief executive officer or the chief financial officer may from time to time prescribe.

Section 4.17. Delegation of Duties. Each officer shall have the authority and shall perform the specific duties reflected under the officer titles noted in sections 4.6 - 4.13 above. In addition they shall perform the duties as may be assigned by the Board of Directors, the Chairman of the Board, or the President, or as shall be conferred or required by law or these Bylaws, or as shall be normally incidental to the office. The President, the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer and any Vice President of the Corporation (including Executive Vice Presidents and Assistant Vice Presidents) may execute and deliver instruments and contracts on behalf of the Corporation and otherwise may bind the Corporation. In addition, any of the foregoing officer-signatories, and the board of directors of the Corporation, may delegate to any other person, in writing the authority to execute and deliver instruments and contracts on behalf of the Corporation and otherwise bind the Corporation. (June 3, 2008 amendment)

ARTICLE V

CERTIFICATES OF SHARES

Section 5.1. <u>Uncertificated Shares</u>. Uncertificated shares are prohibited.

Section 5.2. <u>Certificates</u>. Each shareholder of the corporation shall be entitled to have a share certificate signed by or in the name of the corporation by an officer, certifying the number of shares of the corporation owned by him.

Section 5.3. <u>Facsimile Signatures</u>. If a person signs or has a facsimile signature placed upon a certificate while an officer, transfer agent, or registrar of a corporation, the certificate may be issued by the corporation, even if the person has ceased to have that capacity before the certificate is issued, with the same effect as if the person had that capacity at the date of its issue.

Section 5.4. <u>New Certificates</u>. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen, or destroyed upon the making of an affidavit of that fact by the person claiming the certificate to be lost, stolen, or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its own discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen, or destroyed certificates, or his legal representative, to advertise the same in such manner as it shall require and to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen, or destroyed.

Section 5.5. <u>Transfer, Fractional Shares</u>. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books. Transfers of fractional shares shall not be made nor shall certificates for fractional shares be issued.

ARTICLE VI

GENERAL PROVISIONS

Section 6.1. <u>Manner of Amendment</u>. These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted by the shareholders or by the Board of Directors, subject to the power of the shareholders exercisable in the manner provided by the laws of the State of Minnesota to adopt, amend, or repeal Bylaws adopted, amended, or repealed by the Board.

Section 6.2. <u>Dividends</u>. Dividends on the shares of the corporation may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the corporation.

Section 6.3. <u>Voting of Shares of Other Corporations</u>. The shares of any other corporation owned by this corporation may be voted at any meeting of the shareholders of such other corporation by such proxy as the Board of Directors of this corporation may appoint, or if no such appointment be made, by the chief executive officer.

Section 6.4. <u>Indemnification</u>. The corporation shall indemnify any person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person acting for the corporation or acting in an official capacity with another entity at the direction or request of the corporation to the full extent permitted by the laws of the State of Minnesota. The indemnification provided under these Bylaws shall inure to the benefit of the heirs, executors, administrators and personal representatives of any person acting in an official capacity for the corporation. The corporation may purchase and maintain insurance on behalf of a person in that person's official capacity, whether or not the corporation would be required by law to indemnify the person against the liability.

Section 6.5. <u>Notices; General</u>. Whenever notice is required to be given to any director or shareholder under the laws of the State of Minnesota, the Articles of Incorporation or these Bylaws, it shall not be construed to require personal notice, but such notice may be given in writing, by mail, addressed to such director or shareholder at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given personally or by telegram.