

STATE OF

NEBRASKA



United States of America, }  
State of Nebraska } ss.

Department of State  
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

the attached is a true and correct copy of Articles of Incorporation of

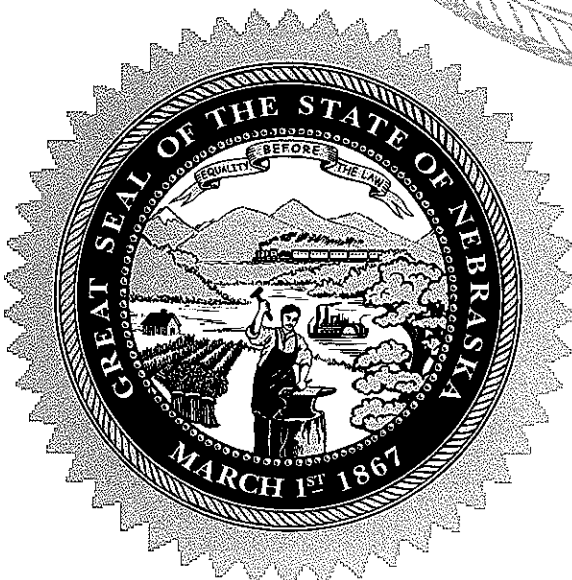
**CENTRAL PLAINS ENERGY PROJECT**

with its registered office located in LINCOLN, Nebraska, as filed in  
this office on January 26, 2007.

In Testimony Whereof,

I have hereunto set my hand and  
affixed the Great Seal of the State  
of Nebraska on January 26, 2007.

*John A. Gale*  
SECRETARY OF STATE



This certificate is not to be construed as an endorsement,  
recommendation, or notice of approval of the entity's  
financial condition or business activities and practices.

ARTICLES OF INCORPORATION  
OF  
CENTRAL PLAINS ENERGY PROJECT  
(A PUBLIC BENEFIT NONPROFIT CORPORATION)

I, the undersigned,

<u>Name of Incorporator</u>	<u>Address</u>
Lauren W. Wismer	Wells Fargo Center, Suite 710 1248 "O" Street Lincoln, Nebraska 68508

being a natural person of the age of nineteen years or more and a citizen of the United States, for the purpose of forming a nonprofit corporation under the provisions of Chapter 21, Article 19, Reissue Revised Statutes of Nebraska, as amended (the "Nebraska Nonprofit Corporation Act"), do hereby adopt, as incorporator, the following Articles of Incorporation:

1. **Name.** The name of the Corporation is:

**CENTRAL PLAINS ENERGY PROJECT**

2. **Duration.** The Corporation shall remain in existence for so long as the Interlocal Cooperation Agreement Providing for the Organization and Operation of Central Plains Energy Project dated as of August 15, 2006 (the "Agreement") is in full force and effect.

3. **Public Benefit Corporation.** The Corporation is a public benefit corporation within the meaning of the Nebraska Nonprofit Corporation Act.

4. **Registered Agent.** The address of its initial registered office in the State of Nebraska is Wells Fargo Center, Suite 710, 1248 "O" Street, Lincoln, Nebraska 68508, and the name of its initial registered agent at such address is Lauren W. Wismer.

5. **Board of Directors.** The powers of the Corporation shall be exercised by a Board of Directors, which shall consist of not less than three directors elected as provided in the Agreement and the Bylaws of the Corporation. The exercise of all powers in **Article 6** hereof shall require approval as required by the Agreement. The Board shall elect such officers as provided in the Bylaws.

6. **Purposes and Powers.** The purposes for which the corporation is organized are:

1. The Corporation shall engage in activities which are public in nature, including, without limitation, the acquisition, transportation, storage, management and related services and function which are necessary or desirable to provide to the parties to the Agreement secure, reliable and economic supplies of natural gas, including the undertaking and financing of one or

more projects, all of which shall be undertaken by the Corporation as the instrumentality of the parties to the Agreement as provided in the Agreement and these Articles of Incorporation.

2. The Corporation shall possess and exercise all powers conferred by the laws of Nebraska upon corporations organized under the Nebraska Nonprofit Corporation Act to the extent that such powers are consistent with those powers which can be delegated by the members under the Agreement to the Corporation for the purposes specified in these Articles of Incorporation.

3. The Corporation shall possess and exercise all of the powers, privileges and authority as provided by Nebraska Interlocal Cooperation Act pursuant to the Agreement.

7. **Nonprofit Status.** The Corporation shall be a nonprofit corporation, organized under the Nebraska Nonprofit Corporation Act, and no part of the net earnings or other assets of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, contributor, or other private person, having, directly or indirectly, any personal or private interest in the activities of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in **Article 6** hereof.

8. **No Capital Stock or Members.** The Corporation shall not have authority to issue capital stock and shall not have any members.

9. **Liability and Indebtedness.** No officer or director of this Corporation shall be individually or personally liable for the debts, liabilities or obligations of the Corporation. In no event shall any bonds, notes or other obligations be payable out of any funds or properties other than those acquired for the purposes of the Corporation.

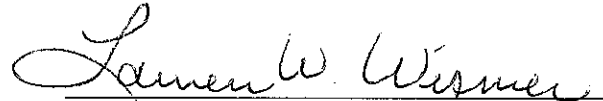
10. **Indemnification.** The Corporation may indemnify its directors, officers and employees as provided in the Agreement and the Bylaws for liability and expenses incurred by reason of such individuals being made a party to a proceedings because the individual is or was a director, officer or employee of the Corporation.

11. **Dissolution.** The Corporation may be dissolved in such manner as is provided by law and the assets of the Corporation shall be distributed as provided by law in such manner as the Board of Directors shall determine.

12. **Amendments.** These Articles of Incorporation may be amended in the manner now or hereafter prescribed by the Nebraska Nonprofit Corporation Act, but only upon the affirmative vote of a majority of the entire Board of Directors then existing. The Bylaws of the Corporation may from time to time be altered, amended, suspended or repealed, or new Bylaws may be adopted, by resolution adopted by a majority of the entire Board of Directors and as provided in the Agreement.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 26 day of January  
2007.

**INCORPORATOR**

  
\_\_\_\_\_  
Lauren W. Wismer

**CENTRAL PLAINS ENERGY, L.L.C.**  
Suite 14, 2400 West 2<sup>nd</sup>  
P.O. Box 970  
Grand Island, NE 68802  
308-384-6583

January 25, 2007

Central Plains Energy Project  
1111 Energy Plaza, Suite 200  
Lincoln, Nebraska

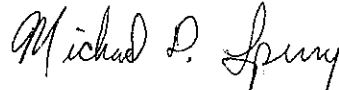
Nebraska Secretary of State  
State Capitol Building  
Lincoln, Nebraska

Dear Sirs:

On behalf of Central Plains Energy, L.L.C. (the "Company"), a Nebraska limited liability company, I hereby represent that I am the Chief Executive Officer of Central Plains Energy, L.L.C. and have been authorized by the Company to give consent to the use of the name "Central Plains Energy Project" for purposes of organizing a Nebraska nonprofit corporation under the Nebraska Nonprofit Corporation Act.

If you have any questions, you may contact me at the above telephone number.

CENTRAL PLAINS ENERGY, L.L.C.



Michael D. Sperry  
Chief Executive Officer