

Appendix C

Certificate of Formation



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.filinginoregon.com

Registry Number: 305355-95
Type: DOMESTIC LIMITED LIABILITY COMPANY

ATLANTIC WIND LLC
C/O GENERAL COUNSEL
825 NE MULTNOMAH STE 1900
PORTLAND OR 97232

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document

ARTICLES OF ORGANIZATION

Filed On

08/12/2005

Jurisdiction

OREGON

Name

ATLANTIC WIND LLC

Registered Agent

C T CORPORATION SYSTEM
388 STATE ST STE 420
SALEM OR 97301

Mailing Address

C/O GENERAL COUNSEL
825 NE MULTNOMAH STE 1900
PORTLAND OR 97232

305355-95

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ARTICLES OF ORGANIZATION
OF
ATLANTIC WIND LLC
 an Oregon Limited Liability Company

FILED
AUG 12 2005
 OREGON
 SECRETARY OF STATE

ARTICLE I

The name of the limited liability company (the "Company") is **Atlantic Wind LLC**.

ARTICLE II

The Company shall have perpetual existence.

ARTICLE III

The name of the initial registered agent is CT Corporation System and the address of the initial registered office is 388 State Street, Suite 420, Salem, Oregon 97301.

ARTICLE IV

The address where the Division may mail notices is c/o Office of General Counsel, 825 NE Multnomah, Suite 1900, Portland, Oregon 97232.

ARTICLE V

The Company shall be managed by one or more managers.

ARTICLE VI

The name and address of the organizer is Douglas A. Kusyk, 825 NE Multnomah, Suite 1900, Portland, Oregon 97232

ARTICLE VII

ORS 63.185(4) shall not apply in the event an additional or substitute member is admitted to the Company.

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ARTICLE VIII

These Articles of Organization may be amended, restated or modified from time to time by members holding more than fifty percent (50%) of the votes held by members then entitled to vote, consent to or otherwise decide any matter submitted to the members, as determined pursuant to the operating agreement of the Company; provided that any amendment to these Articles of Organization that would or could have the effect of changing the number of managers or any person specified as a manager under the operating agreement of the Company, changing a required voting percentage for approval of any matter or a member's voting rights or altering the interest of one or more members in profits, losses, similar items or any Company distribution shall require the affirmative vote of all members then entitled to vote.

ARTICLE IX

To the fullest extent the Oregon Limited Liability Company Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of managers or members, a manager or member shall not be liable to the Company or the other members for monetary damages for conduct as a manager or member. Any amendment to or repeal of this Article IX shall not adversely affect any right or protection of a manager or member for or with respect to any acts or omissions of such manager or member occurring prior to such amendment or repeal.

ARTICLE X

The effective date of the Company's existence is the date of filing of these Articles of Organization by the Secretary of State.

DATED this 10th day of August, 2005.



Douglas A. Kusy, Organizer