

State of Idaho

Office of the Secretary of State

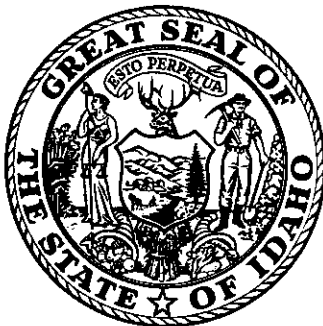
**CERTIFICATE OF AUTHORITY
OF
CNE GAS HOLDINGS, LLC**

File Number W 121285

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: January 28, 2013



Ben Yursa

SECRETARY OF STATE

By *Sheryl Deane*

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APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2013 JAN 28 PM 4: 02

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

CNE Gas Holdings, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Kentucky

4. The name and complete street address of the registered agent in Idaho is:

Corporate Creations Network Inc. 702 West Idaho Street #1100 Boise, ID 83702

5. The street and mailing address of the limited liability company's principal office is:

9960 CORPORATE CAMPUS DRIVE SUITE 2000

Street Address

LOUISVILLE, KY 40223

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

9960 CORPORATE CAMPUS DRIVE SUITE 2000

Street Address

LOUISVILLE, KY 40223

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

CNEGH Holdings, LLC 100 CONSTELLATION WAY SUITE 1700P BALTIMORE, MD 21202

8. The mailing address for future correspondence:

9960 CORPORATE CAMPUS DRIVE SUITE 2000 LOUISVILLE, KY 40223

9. Signature of a manager, member or authorized person:

Signature

CNEGH Holdings, LLC- Member

Typed Name BY:

Valerie Hawk-Donohue, Special Secretary

Secretary of State use only

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IDAHO SECRETARY OF STATE
01/29/2013 05:00
CK: 1267037 CT: 172099 BH: 1357597
1 @ 100.00 = 100.00 REGFORGLLC # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

W121285

**Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of State**

Alison Lundergan Grimes
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Certificate of Existence

Authentication number: 135027
Visit <http://app.sos.ky.gov/ftshow/certvalidate.aspx> to authenticate this certificate.

I, Alison Lundergan Grimes, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

CNE GAS HOLDINGS, LLC

is a limited liability company duly organized and existing under KRS Chapter 14A and KRS Chapter 275, whose date of organization is September 18, 1992 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 24th day of January, 2013, in the 221st year of the Commonwealth.



Alison Lundergan Grimes
Alison Lundergan Grimes
Secretary of State
Commonwealth of Kentucky
135027/0305366