

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
AMERICAN FALLS SOLAR II, LLC**

File Number W 142332

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: September 17, 2014



Ben Ysursa

SECRETARY OF STATE

By *Joy DeWine*



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2014 SEP 17 PM 1:54

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

American Falls Solar II, 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:

N/A

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

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

CT Corporation System 921 S Orchard Street, Suite G, Boise, Idaho 83705

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

c/o First Wind Energy, LLC, 179 Lincoln Street, Suite 500, Boston, MA 02111

Street Address

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:

1209 Orange Street, Wilmington, DE 19801

Street Address

Mailing Address, if different

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

First Wind Idaho Holdings, LLC c/o First Wind Energy, LLC, 179 Lincoln Street, Suite 500

8. The mailing address for future correspondence:

c/o CT Corporation System, 921 S Orchard Street, Suite G, Boise, ID 83705

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

Signature

Aaron MacQueen, Assistant Secretary OF FIRST WIND

Typed Name IDAHO HOLDINGS, LLC THE MEMBER OF

AMERICAN FALLS SOLAR II, LLC

Secretary of State use only

IDAHO SECRETARY OF STATE

09/17/2014 05:00

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN FALLS SOLAR II, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5602633 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1704495

DATE: 09-17-14