

**AMENDMENT AND RESTATEMENT
OF ARTICLES OF ORGANIZATION**

as

**CERTIFICATE OF ORGANIZATION
OF LIMITED LIABILITY COMPANY**

FILED EFFECTIVE

2010 APR 14 PM 4:34

**SECRETARY OF STATE
STATE OF IDAHO**

1. The name of the limited liability company is Milner Dam Wind Park, LLC.
2. The Articles of Organization of Milner Dam Wind Park, LLC were filed August 15, 2005 and, pursuant to Idaho Code § 30-6-1104(3)(a), are deemed to be the Certificate of Organization of Milner Dam Wind Park, LLC.
3. Milner Dam Wind Park, LLC elected on April 12, 2010 to be subject to the Idaho Uniform Limited Liability Company Act. Milner Dam Wind Park, LLC hereby amends and restates its Articles of Organization (as originally filed) as a Certificate of Organization and provides the following information:

- a. The complete street and mailing addresses of the designated/principal office:

802 W. Bannock Street
Floor 1200
Boise, Idaho 83702

- b. The name and complete street address of the registered agent:

Capitol Law Group, PLLC
Allan Bosch
205 N. 10th Street, 4th Floor
Boise, Idaho

- c. The name and address of the managing member of Milner Dam Wind Park, LLC:

Idaho Wind Partners 1, LLC
802 W. Bannock Street
Floor 1200
Boise, Idaho 83702

- d. The mailing address for future correspondence (annual report notices):

c/o Exergy Development Group of Idaho, L.L.C.
802 W. Bannock Street
Floor 1200
Boise, Idaho 83702

4. Signature of Managing Member:

Idaho Wind Partners 1, LLC
a Delaware limited liability company

By: Exergy Idaho Holdings, LLC
an Idaho limited liability company
Its: Managing Member

By: Exergy Development Group of Idaho, L.L.C.
an Idaho limited liability company
Its: Managing Member

By: 
James T. Carkner
Its: Managing Member

IDAHO SECRETARY OF STATE
04/15/2010 05:00
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