

Appendix C

Certificate of Formation

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "GALLOO PROJECT COMPANY, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 2015, AT 5:01 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5855708 8100
SR# 20150575987

Authentication: 10275976
Date: 10-21-15

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

**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

First: The name of the limited liability company is

Galloo Project Company, LLC

Second: The address of its registered office in the State of Delaware is

850 New Burton Road, Suite 201 in the City of Dover

Zip code 19904. The name of its Registered agent at such address is

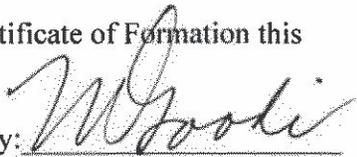
National Corporate Research, Ltd.

Third: (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is _____.")

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this

19th day of October, 2015.

By: 
Authorized Person (s)

Name: Mark Goodman

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GALLOO PROJECT COMPANY, LLC", CHANGING ITS NAME FROM "GALLOO PROJECT COMPANY, LLC" TO "GALLOO ISLAND WIND, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF JANUARY, A.D. 2016, AT 5:10 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5855708 8100
SR# 20160081142

Authentication: 201629728
Date: 01-06-16

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

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: _____
Galoo Project Company, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the LLC is hereby amended to read as follows:

Galoo Island Wind, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 6th day of January, A.D. 2016.

By: 
Authorized Person(s)

Name: Mark Goodwin President
Print or Type

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Ave.
Albany, NY 12231
www.dos.state.ny

APPLICATION FOR AUTHORITY
OF

GALLOO ISLAND WIND, LLC

(Insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

GALLOO ISLAND WIND, LLC

If the name does not contain a required word or abbreviation pursuant to Section 204 of the Limited Liability Company Law, the following word or abbreviation is added to the name for use in this state:

(Do not complete this section unless the limited liability company's true name is not available pursuant to §204 of the Limited Liability Company Law.) The fictitious name under which the limited liability company will do business in New York is:

SECOND: The jurisdiction of organization of the limited liability company is:

Delaware

. The date of its organization is: 10/20/2015.

THIRD: The county within this state in which the office, or if more than one office, the principal office of the limited liability company is to be located is: Jefferson County

(A county in New York State must be stated. Please note that the limited liability company is not required to have an actual physical office in this state.)

FOURTH: The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process served against him or her is:

National Corporate Research, Ltd.

10 East 40th Street, 10th Floor

New York

NY 10016

FIFTH: (optional) The name and street address within this state of the registered agent of the limited liability company upon whom process against the limited liability company may be served:

National Corporate Research, Ltd.

10 East 40th Street, 10th Floor

New York

NY

10016

SIXTH: (Complete the statement that applies)

The address of the office required to be maintained in the jurisdiction of its formation is:

850 New Burton Road, Suite 201

Dover

DE

19904

If no office is required to be maintained in the jurisdiction of its formation, the address of the principal office of the limited liability company is:

SEVENTH: The foreign limited liability company is in existence in its jurisdiction of formation at the time of filing of this application.

EIGHTH: The name and address of the Secretary of State or other authorized official in its jurisdiction of organization where a copy of its articles of organization is filed is:

Rick Geisenburger, Chief Deputy Secretary of State and Director of Corporations

Division of Corporations

401 Federal Street, Suite 4

Dover

DE 19901

X

(Signature)

SANDY REISKY

(Type or print name)

CEO

(Title or capacity of signer)

Please Note: A certificate of existence or, if no such certificate is issued by the jurisdiction of formation, a certified copy of the articles of organization of the limited liability company and all subsequent amendments therefore, or if no articles of organization have been filed, a certified copy of the certificate filed as its organizational base and all amendments thereto, **must be attached** to the application for authority when submitted for filing. If such certificate or certified copy is in a foreign language, a translation in English thereto under oath of the translator shall be attached.

APPLICATION FOR AUTHORITY
OF

GALLOO ISLAND WIND, LLC

(Insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

Filed by: Apex Clean Energy, Inc.
(Name)
310 4th Street NE, Suite 200
(Mailing address)
Charlottesville VA 22902
(City, State and Zip code)

NOTE: This form was prepared by the New York State Department of State for filing an application for authority for a foreign limited liability company to conduct business in New York State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$250 filing fee made payable to the Department of State.

(For office use only.)

CERTIFICATE OF PUBLICATION OF

GALLOO ISLAND WIND, LLC

(Name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

The undersigned is the *(Check appropriate box)* Member Manager Authorized Person

of GALLOO ISLAND WIND, LLC
(Name of Foreign Limited Liability Company)

If the name of the foreign limited liability company has changed, the name under which it was authorized is: _____

If applicable, the fictitious name the foreign limited liability company has agreed to use in this state is: _____

The application for authority was filed by the Department of State on: _____

The published notices described in the annexed affidavits of publication contain all of the information required by Section 802 of the Limited Liability Company Law.

The newspapers described in such affidavits of publication satisfy the requirements set forth in the Limited Liability Company Law and the designation made by the county clerk.

I certify the foregoing statements to be true under penalties of perjury.

4/20/14
(Date)
 Mark Goodwin
(Signature)
MARK GOODWIN
(Type or Print Name)

**CERTIFICATE OF PUBLICATION
OF**

GALLOO ISLAND WIND, LLC

(Name of Foreign Limited Limited Company)

Under Section 802 of the Limited Liability Company Law

Filed by: Apex Clean Energy, Inc.
(Name)

310 4th Street NE, Suite 200
(Mailing address)

Charlottesville VA 22902
(City, State and ZIP code)

Note: This form was prepared by the New York State Department of State for filing a certificate of publication for a foreign limited liability company. You are not required to use this form. You may draft your own form or use forms available from legal stationery stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. This certificate of publication, with the affidavits of publication of the newspapers annexed thereto, must be submitted with a \$50 filing fee payable to the Department of State.

(For office use only)

Attach this page after the affidavits of publication.



Services News Government Local

NYS Department of State Division of Corporations Entity Information

The information contained in this database is current through April 22, 2016.

Selected Entity Name: GALLOO ISLAND WIND, LLC

Selected Entity Status Information

Current Entity Name: GALLOO ISLAND WIND, LLC

DOS ID #: 4934843

Initial DOS Filing Date: APRIL 22, 2016

County: JEFFERSON

Jurisdiction: DELAWARE

Entity Type: FOREIGN LIMITED LIABILITY COMPANY

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

NATIONAL CORPORATE RESEARCH, LTD.

10 EAST 40TH STREET 10TH FLOOR

NEW YORK, NEW YORK, 10016

Registered Agent

NATIONAL CORPORATE RESEARCH, LTD.

10 EAST 40TH STREET 10TH FLOOR

NEW YORK, NEW YORK, 10016

This office does not require or maintain information regarding the names and addresses of members or managers of nonprofessional limited liability companies. Professional limited liability companies must include the name(s) and address(es) of the original members, however this information is not recorded and only available by [viewing the certificate.](#)

*Stock Information

# of Shares	Type of Stock	\$ Value
No Information Available		

Name History

Filing Date	Name Type	Entity Name
APR 22, 2016	Actual	GALLOO ISLAND WIND, LLC

*Stock information is applicable to domestic business

corporations.

A **Fictitious** name must be used when the **Actual** name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

NOTE: New York State does not issue organizational identification numbers.

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