

To: The Florida Dept of State  
Subject: 00043

From: Ashley Smith

Friday, March 6, 2009 9:28 AM Page: 1 of 1

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

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DEPARTMENT OF STATE

000438.101206

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**NORTHERN POWER SYSTEMS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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H09000052655 3

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. NORTHERN POWER SYSTEMS, INC.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")  
  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 26-3011376  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/14/2008 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 29 Pitman Road, Barre, VT 05641  
(Principal office address)  
  
29 Pitman Road, Barre, VT 05641  
(Current mailing address)  
  
Engineers, designs, manufactures and distributes wind turbines
8. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)  
  
Name: National Corporate Research, Ltd., Inc.  
  
Office Address: 515 East Park Avenue  
  
Tallahassee, Florida 32301  
(City) (Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Kelly D. Drenth  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

H09000052655 3

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H09000052655 3

**A. DIRECTORS**

Chairman: See Attached

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: See Attached

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Guy N. Mollnari, Secretary

(Typed or printed name and capacity of person signing application)

H09000052655 3

H09000052655 3

12. Names and business addresses of officers and/or directors:

Officers:

John Danner - Chief Executive Office  
Jonathan Lynch-Chief Technology Officer  
James Shay - CFO  
Peter Tallian - Chief Accounting Officer  
James Lund - EVP Sales  
James Stover - Vice President Product Mgmt  
Robert Cawly- Vice President Operations  
Michelle Sacco- Director HR  
Guy Molinari - Secretary & General Counsel

Address for all Officers:

29 Pitman Road, Barre, VT 05641

Directors:

Marc Baker  
Bernard Cherry  
John Danner  
Alexander Ellis  
Richard Hokin  
John Simon  
James Quinn

Address for all Directors:

29 Pitman Road, Barre, VT 05641

H09000052655 3

H09000052655 3

# Delaware

PAGE 1

## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTHERN POWER SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NORTHERN POWER SYSTEMS, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF JULY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7168841

DATE: 03-05-09

H09000052655 3