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(Requestor's Name)

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(Address)

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MAY 2 2017

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 650007 7280060

AUTHORIZATION :

COST LIMIT :

Liquidation
\$70.00

ORDER DATE : May 18, 2017

ORDER TIME : 9:45 AM

ORDER NO. : 650007-005

CUSTOMER NO: 7280060

FOREIGN FILINGS

NAME: BLACK HILLS UTILITY HOLDINGS,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Black Hills Utility Holdings, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Roxann R. Basham

Name of Person

Black Hills Corporation

Firm/Company

P.O. Box 1400, 625 Ninth Street

Address

Rapid City, SD 57709-1400

City/State and Zip code

leeann.steckler@blackhillscorp.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LeeAnn Steckler

605

721-2300

at (_____) _____

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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.*

Black Hills Utility Holdings, Inc.

1. _____
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Black Hills Energy

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. _____ 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

06-09-2008

4. _____ 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

June 1, 2017

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

625 Ninth Street, Rapid City, SD 57701

7. _____
(Principal office address)

P.O. Box 1400, Rapid City, SD 57709-1400

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

9. 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.



(Registered agent's signature)

Melissa Zender
Asst. Vice President

10. 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.

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

A. DIRECTORS

Chairman: David R. Emery
Address: 625 Ninth Street, Rapid City, SD 57701

Vice Chairman: Linden R. Evans
Address: 625 Ninth Street, Rapid City, SD 57701

Director: Richard W. Kinzley
Address: 625 Ninth Street, Rapid City, SD 57701

Director: Brian G. Iverson
Address: 625 Ninth Street, Rapid City, SD 57701

B. OFFICERS

President: Linden R. Evans
Address: 625 Ninth Street, Rapid City, SD 57701

Vice President: Richard W. Kinzley
Address: 625 Ninth Street, Rapid City, SD 57701

Secretary: Roxann R. Basham
Address: 625 Ninth Street, Rapid City, SD 57701

Treasurer: Kimberly F. Nooney
Address: 625 Ninth Street, Rapid City, SD 57701

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

12. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Roxann R. Basham, VP-Governance and Corporate Secretary

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

**Addendum to Application by Foreign Corporation
For Authorization to Transact Business in Florida**

**BLACK HILLS UTILITY HOLDINGS, INC.
LIST OF OFFICERS AND DIRECTORS**

| OFFICER | TITLE |
|--|--|
| David R. Emery 625 Ninth Street, Rapid City, SD 57701 | Chairman and Chief Executive Officer |
| Linden R. Evans 625 Ninth Street, Rapid City, SD 57701 | President and Chief Operating Officer |
| Richard W. Kinzley 625 Ninth Street, Rapid City, SD 57701 | Senior Vice President and Chief Financial Officer |
| Brian G. Iverson 625 Ninth Street, Rapid City, SD 57701 | Senior Vice President and General Counsel (also Chief Compliance Officer and Assistant Secretary) |
| Scott A. Buchholz 1102 E. 1 st Street, Papillion, NE 68046 | Senior Vice President – Chief Information Officer |
| Jennifer C. Landis 625 Ninth Street, Rapid City, SD 57701 | Senior Vice President – Chief Human Resources Officer |
| Roxann R. Basham 625 Ninth Street, Rapid City, SD 57701 | Vice President – Governance and Corporate Secretary |
| Esther J. Newbrough 625 Ninth Street, Rapid City, SD 57701 | Vice President – Corporate Controller |
| Kimberly F. Nooney 625 Ninth Street, Rapid City, SD 57701 | Vice President – Treasurer |
| Jeffrey B. Berzina 625 Ninth Street, Rapid City, SD 57701 | Vice President – Strategic Planning and Development |
| Melinda Lee Watkins 625 Ninth Street, Rapid City, SD 57701 | Vice President – Tax |
| Amy K. Koenig 625 Ninth Street, Rapid City, SD 57701 | Assistant Corporate Secretary |
| Stuart A. Wevik 625 Ninth Street, Rapid City, SD 57701 | Group Vice President – Electric Utilities |
| Ivan Vancas 625 Ninth Street, Rapid City, SD 57701 | Group Vice President – Natural Gas Utilities |
| Kyle D. White 625 Ninth Street, Rapid City, SD 57701 | Vice President – Regulatory Strategy |
| Marne M. Jones 625 Ninth Street, Rapid City, SD 57701 | Vice President - Regulatory |
| Perry S. Krush 625 Ninth Street, Rapid City, SD 57701 | Vice President – Facilities |
| Karen Beachy 625 Ninth Street, Rapid City, SD 57701 | Vice President – Supply Chain |
| Mark L. Lux 625 Ninth Street, Rapid City, SD 57701 | Vice President – Power Generation, Safety and Environmental |
| Mark E. Stege 625 Ninth Street, Rapid City, SD 57701 | Vice President – Customer Service |
| Jodi Culp 1102 E. 1 st Street, Papillion, NE 68046 | Vice President – Gas Asset Optimization |
| John A. Hill, Jr. 625 Ninth Street, Rapid City, SD 57701 | Vice President – Gas Engineering |

**Addendum to Application by Foreign Corporation
For Authorization to Transact Business in Florida**

BOARD OF DIRECTORS

| | |
|----------------|----------|
| David R. Emery | Chairman |
|----------------|----------|

| | |
|--|--|
| 625 Ninth Street, Rapid City, SD 57701 | |
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|-----------------|----------|
| Linden R. Evans | Director |
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| 625 Ninth Street, Rapid City, SD 57701 | |
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| Richard W. Kinzley | Director |
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|--|--|
| 625 Ninth Street, Rapid City, SD 57701 | |
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|------------------|----------|
| Brian G. Iverson | Director |
|------------------|----------|

| | |
|--|--|
| 625 Ninth Street, Rapid City, SD 57701 | |
|--|--|

State of South Dakota

Office of the Secretary of State

Certificate of Good Standing

Domestic Business Corporation

I, **Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that

BLACK HILLS UTILITY HOLDINGS, INC.

Business ID: DB053681

was authorized to transact business in this state on: June 9, 2008.

I, further certify that **BLACK HILLS UTILITY HOLDINGS, INC.** has complied with the laws of this State relative to the formation of Certificate of Good Standing/Authorizations of its kind and is now regularly and properly organized and existing under the laws of this State and is in Good Standing, as shown by the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of its financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, May 18, 2017.

Shantel Krebs

Shantel Krebs
Secretary of State

05/18/2017 4:27 PM

Verification #: 009566625