



F00693765

CERTIFICATE OF CORPORATE RECORDS

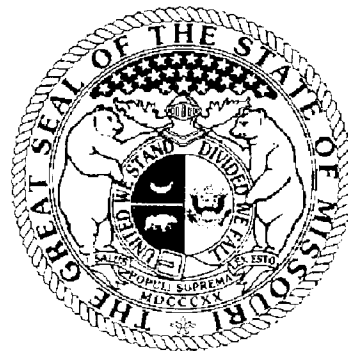
THE EMPIRE DISTRICT GAS COMPANY

I, ROBIN CARNAHAN, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 27th day of October, 2005

Robin Carnahan

Secretary of State



Certification Number: 8135258-1 Reference: 0188507
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>



State of Missouri
 Robin Carnahan, Secretary of State

Corporations Division
 P.O. Box 778 / 600 W. Main Street, Rm 322
 Jefferson City, MO 65102

File Number: 200529911204
 F00693765
 Date Filed: 10/25/2005
 Robin Carnahan
 Secretary of State

**Application for Certificate of Authority
 For a Foreign For-Profit Corporation**

(Submit with filing fee of \$155.00)

- The corporation's name is The Empire District Gas Company
 and it is organized and existing under the laws of Kansas
- The name it will use in Missouri is The Empire District Gas Company
- The date of its incorporation was October 10, 2005, and the period of its duration is perpetual
month/day/year
- The address of its principal place of business 602 Joplin Street Joplin, MO 64801
Address City/State/Zip
- The name and physical address of its registered agent and office in the State of Missouri is
CT Corporation System 120 South Central Avenue Clayton, MO 63105
Name Address City/State/Zip
- The specific purpose(s) of its business in Missouri are:
To own and operate a gas company
- The name of its officers and directors and their business addresses are as follows:

Officers

| | <i>Name</i> | <i>Address</i> | <i>City/State/Zip</i> |
|----------------|--------------------------|--------------------------|-------------------------|
| President | <u>William L. Gipson</u> | <u>602 Joplin Street</u> | <u>Joplin, MO 64801</u> |
| Vice President | <u>Gregory A. Knapp</u> | <u>602 Joplin Street</u> | <u>Joplin, MO 64801</u> |
| Secretary | <u>Janet S. Watson</u> | <u>602 Joplin Street</u> | <u>Joplin, MO 64801</u> |
| Vice Pres. | <u>Ronald F. Gatz</u> | <u>602 Joplin Street</u> | <u>Joplin, MO 64801</u> |

Board of Directors

- Director William L. Gipson, Same
- Director Gregory A. Knapp, Same
- Director Ronald F. Gatz, Same
- Director _____
- Director _____

Name and address to return filed document:
 Name: Dianna L. Wood
 Address: 3500 One Kansas City Place, 1200 Main
 City, State, and Zip Code: Kansas City, MO 64015

State of Missouri
 Creation - General Business - Foreign 3 Page(s)

T0529816674

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: _____

(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

| | | | |
|---|-----------------------|-----------------------|-----------------|
| <u>Ronald F. Gatz</u> | <u>RONALD F. GATZ</u> | <u>VICE PRESIDENT</u> | <u>10-20-05</u> |
| <i>Must be an Officer or Chairman listed in #7, above</i> | <i>Printed Name</i> | <i>Title</i> | <i>Date</i> |

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.

**STATE OF KANSAS
OFFICE OF
SECRETARY OF STATE
RON THORNBURGH**

To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas,
do hereby certify that, according to the records of this office,

**THE EMPIRE DISTRICT GAS COMPANY
KANSAS FOR PROFIT CORPORATION**
Business Entity ID Number: 6064356

was filed in this office on October 10, 2005 and has complied with the
applicable provisions of the laws of the State of Kansas and on this date is in
good standing and authorized to transact business or to conduct its affairs
within this state.

Dated: 10/24/2005

For Validation:

Certificate ID: **37738**

To validate this certificate, visit the following
web site, enter this certificate ID, then follow
the instructions displayed.

<https://www.accesskansas.org/businessentity/validate.html>



Signed:

A handwritten signature in black ink, appearing to read "Ron Thornburgh".

RON THORNBURGH
SECRETARY OF STATE

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF AUTHORITY

WHEREAS,

THE EMPIRE DISTRICT GAS COMPANY
F00693765

using in Missouri the name

THE EMPIRE DISTRICT GAS COMPANY

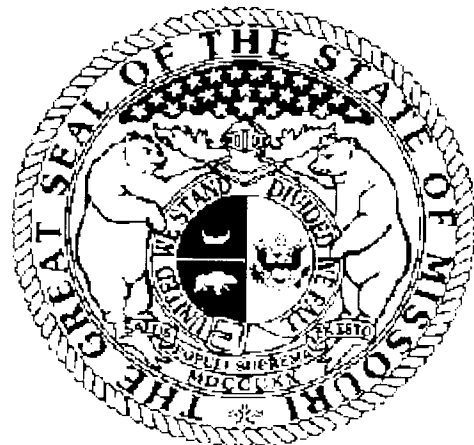
has complied with the General and Business Corporation Law which governs Foreign Corporations, by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Kansas.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 25th day of October, 2005.

Robin Carnahan

Secretary of State

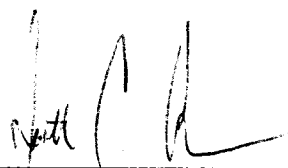


SECRETARY'S CERTIFICATE

I, Scott C. Auer, do hereby certify that I am the duly elected and acting Assistant Secretary of Aquila, Inc. (the "Company"). and as such corporate officer, have in my custody and under my control the corporate records and seal of the Company.

I further certify that the resolutions attached hereto as Exhibit A are full, true and correct copies of resolutions adopted at a special meeting of the Board of Directors of said Company on September 20, 2005, and said resolutions are in full force and effect and have not been amended or revoked.

IN WITNESS WHEREOF, I have hereunto signed this Certificate and affixed the seal of the Company this 3rd day of October, 2005.



SCOTT C. AUER
ASSISTANT SECRETARY

EXHIBIT A

AQUILA, INC. BOARD RESOLUTIONS

**September 20, 2005
Sale of Utility Divisions**

WHEREAS, the Company has conducted an auction process (the "Sales Process") through which it has marketed for sale six of its utility divisions, namely, Colorado Electric, Kansas Electric, Michigan Gas, Minnesota Gas, Missouri Gas, and St. Joseph Light & Power (collectively, the "Project Utilities"); and

WHEREAS, the Company has engaged two financial advisors, Lehman Brothers Inc. and The Blackstone Group L.P. (the "Advisors"), to assist it in the Sales Process, which, to date, has included identifying likely bidders, preparing and disseminating briefing memoranda, negotiating and executing confidentiality agreements, preparing and disseminating detailed confidential information memoranda, compiling and maintaining comprehensive virtual data rooms, evaluating first-round bids received, selecting second-round bidders, conducting management presentations, responding to bidder due diligence questions, preparing and disseminating detailed bid instructions, preparing and disseminating form purchase and sale agreements (and corresponding disclosure schedules), and evaluating final bids received from commercial and legal perspectives; and

WHEREAS, the Board retained Evercore Partners, L.P. to provide independent advice on the Sales Process; and

WHEREAS, the Company's management and the Advisors have apprised the Board of the status of the Sales Process through periodic written communications as well as presentations made at each meeting of the Board since the Sales Process commenced; and

WHEREAS, the Company's management and the Advisors recommend that the Company sell certain of the Project Utilities, as identified in the resolutions below, to generate proceeds to be used to strengthen the Company's balance sheet, including by reducing the Company's indebtedness; and

WHEREAS, Evercore Partners, L.P. has rendered an opinion orally to the Board that the purchase price to be paid to the Company in each Utility Sale Transaction (as defined below) is fair to the Company from a financial point of view, which opinion will subsequently be confirmed in writing in the form of Exhibit A; and

WHEREAS, the Board has extensively discussed the Sales Process with the Company's management, the Advisors, and Evercore Partners, L.P. and believes it is in the best interest of the Company and its stockholders to proceed with each Utility Sale Transaction;

NOW, THEREFORE, be it:

RESOLVED, that the sale of Kansas Electric to Mid-Kansas Electric Company, LLC is hereby approved, at the price and otherwise on terms and conditions materially consistent with the price, terms, and conditions presented by the Company's management and the Advisors to the Board; and

FURTHER RESOLVED, that the sale of Michigan Gas to WPS Resources Corporation is hereby approved, at the price and otherwise on terms and conditions materially consistent with the price, terms, and conditions presented by the Company's management and the Advisors to the Board; and

FURTHER RESOLVED, that the sale of Minnesota Gas to WPS Resources Corporation is hereby approved, at the price and otherwise on terms and conditions materially consistent with the price, terms, and conditions presented by the Company's management and the Advisors to the Board; and

FURTHER RESOLVED, that the sale of Missouri Gas to the Empire District Electric Company is hereby approved, at the price and otherwise on terms and conditions materially consistent with the price, terms, and conditions presented by the Company's management and the Advisors to the Board; and

FURTHER RESOLVED, that each of the transactions approved in the foregoing resolutions (collectively, the "Utility Sale Transactions") is approved independently, and that neither the execution of a purchase and sale agreement for, nor the completion of, any Utility Sale Transaction is conditioned upon the execution of a purchase and sale agreement for, or the completion of, any other Utility Sale Transaction; and

FURTHER RESOLVED, that the Chief Executive Officer, the Chief Operating Officer and the Senior Vice Presidents (the "Authorized Officers") of the Company are, and each Authorized Officer is, hereby authorized to negotiate, execute, and deliver on behalf of the Company a purchase and sale agreement for each Utility Sale Transaction, and any amendments and ancillary agreements and instruments thereto (collectively, the "Utility Sale Agreements"), all containing such terms and conditions as the Authorized Officers of the Company or any of them deem necessary, advisable, or appropriate, provided that the terms and conditions of each Utility Sale Agreement are materially consistent with the terms and conditions presented by the Company's management and the Advisors to the Board; and

FURTHER RESOLVED, that the Company is hereby authorized to perform its obligations under the Utility Sale Agreements, including by taking such steps as may be necessary, advisable, or appropriate, as determined by the Authorized Officers of the Company and its legal counsel, to satisfy the conditions to completing the Utility Sale Transactions (including by obtaining any and all required regulatory and other third-party consents and approvals): and

FURTHER RESOLVED, that the Authorized Officers of the Company are, and each Authorized Officer is, hereby authorized to do or cause to be done all such acts and things, and to sign and deliver or cause to be signed and delivered all such agreements, instruments, notices, filings, certificates, and other documents, in the name and on behalf of the Company or otherwise, as they or any of them may deem necessary, advisable, or appropriate to carry out the purposes and intent of the foregoing resolutions.

Certified Copy of Resolutions

Passed by the Board of Directors

of

The Empire District Electric Company

on

September 16, 2005

I, JANET S. WATSON, Secretary-Treasurer of The Empire District Electric Company, a corporation organized and existing under and by virtue of the laws of the State of Kansas (hereinafter called the "Company"), DO HEREBY CERTIFY that the following is a true and correct copy of resolutions adopted by the Board of Directors of the Company at a meeting duly called and held on the 24th day of August, 2005 and amended by the Board of Directors of the Company at a meeting duly called and held on the 16th day of September, 2005; that at said meeting a majority of the Directors, constituting a quorum for the transaction of business, was present and voted in favor of said resolutions; and that said resolutions have not since been amended or modified, rescinded or revoked but remain in full force and effect:

WHEREAS, Aquila, Inc. ("Aquila") has offered to sell its assets known as the Missouri Gas Operations ("Missouri Gas"); and

WHEREAS, the Company is interested in purchasing Missouri Gas either directly or through a newly-formed subsidiary; and

WHEREAS, the Board has thoroughly considered the potential acquisition of Missouri Gas, including without limitation receiving presentations and documentation from the Company's management and outside advisors; and

WHEREAS, a proposed purchase and sale agreement distributed by Aquila has been distributed to the Board, along with certain changes proposed to be made by the Company (the "Purchase Agreement"); and

WHEREAS, the Board has determined that the acquisition of Missouri Gas is in the best interests of the Company.

NOW, THEREFORE, BE IT RESOLVED that the Company is authorized to offer to purchase Missouri Gas at a base purchase price not to exceed (1) \$84 million if the three environmental clean-up sites were included with the property and (2) \$85 million bid if the environmental clean-up site now being occupied by a laundry was not included in the acquisition, both subject to the receipt of a fairness opinion from UBS Investment Bank;

ACQUISITION OF MISSOURI GAS

Page 2

FURTHER RESOLVED, that the Company be, and it hereby is, authorized to enter into and perform its obligations under the Purchase Agreement, substantially in the form described to the Board, with such immaterial alterations, changes and modifications as are determined necessary, appropriate or desirable by any of the officers of the Company executing the same, the execution thereof by any of such officers being hereby authorized and such execution to be conclusive evidence of such determination;

FURTHER RESOLVED, that any of the officers of the Company be, and each of them individually hereby is, authorized, in the name of and on behalf of the Company, to execute and deliver any other agreements, side letters, certificates, waivers, instruments and other documents or amendments related to the Purchase Agreement or required thereby or contemplated thereby (collectively, the "Transaction Agreements") containing such terms and conditions, setting forth such rights and obligations and otherwise addressing or dealing with such subjects or matters determined to be necessary, appropriate or desirable by any of the officers of the Company executing the same, the execution thereof by any officer to be conclusive evidence of such determination, and to do all such other acts and deeds as are or are deemed by the officer to be necessary, appropriate or desirable to consummate the transaction contemplated by the Purchase Agreement and effectuate the intent of, or matters reasonably contemplated or implied by, the Purchase Agreement, this resolution and the foregoing resolutions and to satisfy any federal, state or local laws, rules or regulations relating to the Purchase Agreement or the Company, including without limitation, obtaining consents, approvals, orders and other actions from, or findings by, or making filings with the Missouri Public Service Commission, the Federal Trade Commission, the U.S. Department of Justice and/or any other appropriate governmental agencies or third parties;

FURTHER RESOLVED, that the Company be, and it hereby is, authorized to fully perform its obligations under the Purchase Agreement and the other Transaction Agreements and to engage without limitation in such other transactions, arrangements or activities (collectively, the "Activities") as are reasonably related to or incident to or which will serve to facilitate or enhance for the benefit of the Company the transactions contemplated by these resolutions, including without limitation any modification, extension or expansion (collectively, the "Changes") of any of the Activities or of any other transactions, arrangements or activities resulting from any of the Changes and to enter into such agreements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions;

FURTHER RESOLVED, that the officers of the Company may, in their discretion, do all acts necessary and proper to establish one or more subsidiary corporations pursuant to the corporation laws of the relevant state or states of incorporation, which subsidiary corporations shall have the powers necessary to conduct or promote any lawful business or purposes, and following the creation of such subsidiary corporations, the Company may transfer and convey to such subsidiary the Company's interest in the Purchase Agreement; and

ACQUISITION OF MISSOURI GAS

Page 3

FURTHER RESOLVED, that for purposes of clarification, any material changes proposed to be made to the Purchase Agreement (with the materiality of such proposed changes to be made in the discretion of the President of the Company) must be approved by the Board.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company on this 16th day of September 2005.


Secretary-Treasurer

**STATEMENT OF UNANIMOUS CONSENT
TO ACTION TAKEN IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS
OF
THE EMPIRE DISTRICT GAS COMPANY**

In lieu of a special meeting of the Board of Directors (the "Board") of The Empire District Gas Company (the "Company"), the undersigned, being the all the members of the Board entitled to vote on the resolutions set forth below, do hereby consent to the adoption of, and do hereby adopt, the following resolutions and declare them to be in full force and effect as if they had been duly adopted at a meeting of the Board, duly called, noticed and held.

WHEREAS, the Company is a wholly owned subsidiary of The Empire District Electric Company ("Empire Electric"); and

WHEREAS, Empire Electric is party to that certain Asset Purchase Agreement between Empire Electric and Aquila, Inc. ("Aquila") dated as of September 21, 2005 (the "Agreement") whereby Empire Electric has agreed to purchase and Aquila has agreed to sell Aquila's assets known as the Missouri Gas Operations ("Missouri Gas") to Empire Electric pursuant to the terms and conditions of the Agreement; and

WHEREAS, Empire Electric desires to assign all of its right, title and interest in the Agreement to Company; and

WHEREAS, a copy of the Agreement has been presented to and fully reviewed by the Board; and

WHEREAS, the Board has thoroughly considered the acquisition of Missouri Gas pursuant to the Agreement; and

WHEREAS, the Board has determined that the acquisition of Missouri Gas pursuant to the Agreement is in the best interests of the Company.

NOW, THEREFORE, BE IT RESOLVED that the Company is authorized to accept the assignment of all of Empire Electric's right, title and interest in the Agreement and assume Empire Electric's obligations pursuant to the Agreement;

FURTHER RESOLVED, that the Company be, and it hereby is, authorized to enter into and perform the obligations of Empire Electric under Agreement, substantially in the form described to the Board, with such immaterial alterations, changes and modifications as are determined necessary, appropriate or desirable by any of the officers of the Company executing the same, the execution thereof by any of such officers being hereby authorized and such execution to be conclusive evidence of such determination;

FURTHER RESOLVED, that any of the officers of the Company be, and each of them individually hereby is, authorized, in the name of and on behalf of the Company, to execute and deliver any other agreements, side letters, certificates, waivers, instruments and other documents

or amendments related to the Agreement or required thereby or contemplated thereby (collectively, the "Transaction Agreements") containing such terms and conditions, setting forth such rights and obligations and otherwise addressing or dealing with such subjects or matters determined to be necessary, appropriate or desirable by any of the officers of the Company executing the same, the execution thereof by any officer to be conclusive evidence of such determination, and to do all such other acts and deeds as are or are deemed by the officer to be necessary, appropriate or desirable to consummate the transaction contemplated by the Agreement and effectuate the intent of, or matters reasonably contemplated or implied by, the Agreement, this resolution and the foregoing resolutions and to satisfy any federal, state or local laws, rules or regulations relating to the Agreement or the Company, including without limitation, obtaining consents, approvals, orders and other actions from, or findings by, or making filings with the Public Service Commission of Missouri, the Federal Trade Commission, the U.S. Department of Justice and/or any other appropriate governmental agencies or third parties;

FURTHER RESOLVED, that the Company be, and it hereby is, authorized to fully perform its obligations under the Agreement and the other Transaction Agreements and to engage without limitation in such other transactions, arrangements or activities (collectively, the "Activities") as are reasonably related to or incident to or which will serve to facilitate or enhance for the benefit of the Company the transactions contemplated by these resolutions, including without limitation any modification, extension or expansion (collectively, the "Changes") of any of the Activities or of any other transactions, arrangements or activities resulting from any of the Changes and to enter into such agreements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and

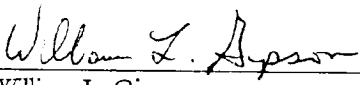
FURTHER RESOLVED, that for purposes of clarification, any material changes proposed to be made to the Agreement (with the materiality of such proposed changes to be made in the discretion of the President of the Company) must be approved by the Board.

The actions taken by this consent shall have the same force and effect as if taken by the undersigned at a special meeting of the Board of Directors, duly called and constituted pursuant to the bylaws of the Corporation and the laws of the State of Kansas.

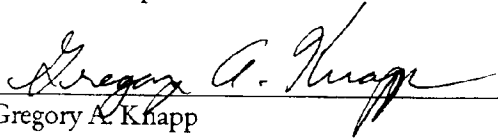
This consent may be executed in two or more counterparts each deemed to be an original for all purposes and shall together constitute the same consent.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK; SIGNATURE
PAGE FOLLOWS]

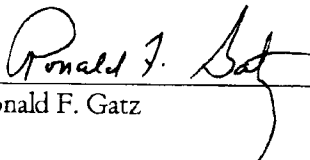
Dated as of this 28th day of October, 2005



William L. Gipson



Gregory A. Knapp



Ronald F. Gatz

THE EMPIRE DISTRICT GAS COMPANY

Secretary-Treasurer's Certificate


I, Janet S. Watson, Secretary-Treasurer of The Empire District Electric Company and The Empire District Gas Company, Kansas corporations, hereby certify that:

(i) Attached hereto is a true and complete copy of the Statement of Unanimous Consent to Action Taken in Lieu of a Meeting of the Board of Directors of The Empire District Gas Company;

(ii) Each person who, as a director or officer of the Company, signed the Statement of Unanimous Consent to Action Taken in Lieu of a Meeting of the Board of Directors of The Empire District Gas Company is now, duly elected or appointed, qualified and acting as such director or officer, and the signatures of such persons appearing on such documents are their genuine signatures.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the Company.

Dated: November 1, 2005



Name: Janet S. Watson
Title: Secretary-Treasurer

