

EA-2014-0207

Application

Exhibit 1



FL1086461

CERTIFICATE OF CORPORATE RECORDS

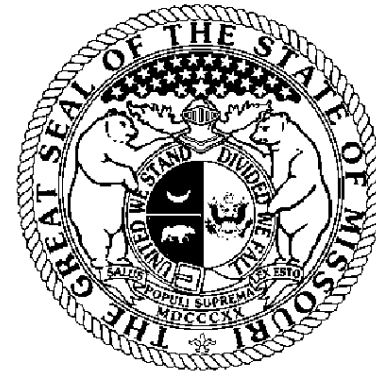
GRAIN BELT EXPRESS CLEAN LINE LLC

I, JASON KANDER, 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 19th day of March, 2014

A handwritten signature in cursive script that reads "Jason Kander".

Secretary of State



File Number:
FL1086461
Date Filed: 09/20/2010
Robin Carnahan
Secretary of State



State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

**Application for Registration of a Foreign
Limited Liability Company**

(Submit with filing fee of \$105.00)

- The name of the foreign limited liability company is Grain Belt Express Clean Line LLC
 - The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):
Grain Belt Express Clean Line LLC
 - The foreign limited liability company was formed under the laws of Delaware on the date of September 14, 2010
(state or jurisdiction)
(month/day/year)
 - The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:
To carry on any lawful business purpose or activity for which limited liability companies may carry on in the state
of Missouri
 - The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):
C.T. Corporation System 120 South Central Avenue Clayton, MO 63105
Name Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip
- The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.*
- The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:
Corporation Trust Center 1209 Orange Street Wilmington, DE 19801
Name Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip
 - This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

(Please see next page)

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____

State of Missouri
Creation - LLC/LP 3 Page(s)

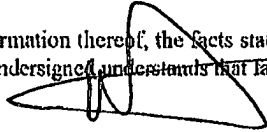


T1026316682

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)

MS



Michael Skelly

9/20/10

Authorized Signature

Printed Name

Date

Chief Executive Officer of Clean Line Energy Partners LLC, Sole Member of Grain Belt
Express Holding LLC, Sole Member of Grain Belt Express Clean Line LLC

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRAIN BELT EXPRESS CLEAN LINE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF SEPTEMBER, A.D. 2010.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4871450 8300

100921813

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8236500

DATE: 09-20-10

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF REGISTRATION
FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

GRAIN BELT EXPRESS CLEAN LINE LLC
FL1086461

Using in Missouri the name

GRAIN BELT EXPRESS CLEAN LINE LLC

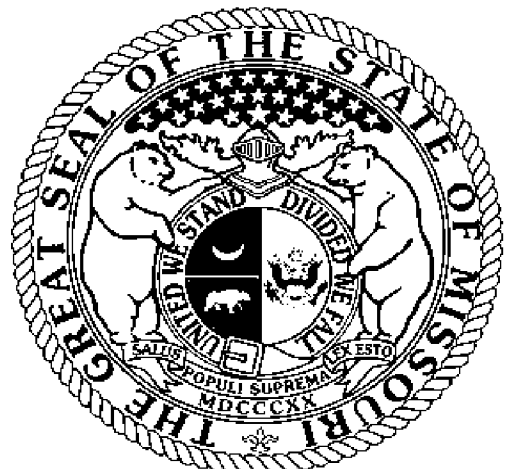
and existing under the laws of the State of Delaware has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 20th day of September, 2010, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
20th day of September, 2010.

Robin Carnahan

Secretary of State





State of Missouri

Jason Kander, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

Amendment of a Foreign Limited Liability Company

(Submit with filing fee of \$25.00)

- The name of the foreign limited liability company as currently registered in Missouri: Grain Belt Express Clean Line LLC
Missouri Charter #: FL1086461
- The name of the limited liability company in the parent state: Grain Belt Express Clean Line LLC
- The foreign limited liability company was formed under the laws of Delaware on the date of 9/14/2010
month/day/year *State of jurisdiction*
- The foreign limited liability company's certificate of registration is hereby amended as follows (complete all that apply):
 - Changing the name of the limited liability company in the parent state:
From _____ To _____
 - Changing the name of the limited liability company to be used in Missouri:
From _____ To _____
 - Changing the limited liability company's state of registration:
From Delaware To Indiana
 - Any other matter:
- The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: _____
month/day/year
- The amendment shall include a certificate of existence or document of similar import duly authenticated by the Secretary of State or other official having custody of the records in the state or country under whose laws it is registered. Such document should be dated within sixty calendar days from the filing for acceptance.

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)

[Signature]
Authorized Signature of Member or Manager

JAMES HEE JESAI
Printed Name

3/24/14
Date

Name and address to return filed document:

Name: Susan Barker, c/o Dentons US LLP

Address: 4520 Main Street, Suite 1100

City, State, and Zip Code: Kansas City, MO 64111

Wpu

APPROVED
AND
FILED
Craig Hanson
IND. SECRETARY OF STATE

ARTICLES OF CONVERSION
OF
GRAIN BELT EXPRESS CLEAN LINE LLC
INTO
GRAIN BELT EXPRESS CLEAN LINE LLC

The undersigned Grain Belt Express Clean Line LLC, a Delaware limited liability company (the "Converting Entity"), in compliance with the requirements of the Delaware General Corporation Law, as amended (the "DGCL"), and desiring to effect a conversion of the Converting Entity into Grain Belt Express Clean Line LLC, an Indiana limited liability company (the "Surviving LLC"), hereby sets forth the following facts:

ARTICLE I

NON-SURVIVING CORPORATION

- A. The name of the Converting Entity immediately before filing these Articles of Conversion is Grain Belt Express Clean Line LLC.
- B. The Converting Entity is a Delaware limited liability company existing pursuant to the provisions of the DGCL and was formed on September 14, 2010.
- C. The sole Member of the Converting Entity has approved the conversion of Converting Entity into the Surviving LLC.

ARTICLE II

SURVIVING LLC

- A. The name of the Surviving LLC is Grain Belt Express Clean Line LLC.
- B. The Surviving LLC is an Indiana limited liability company existing pursuant to the provisions of the Indiana Business Flexibility Act.
- C. The street address of the Surviving LLC's Principal Office is 1001 McKinney, Ste 700, Houston, TX 77002.
- D. The existence of the Surviving LLC is perpetual until dissolution.
- E. The Surviving LLC will be managed by one or more member(s).

ARTICLE III

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Surviving LLC is 251 E Ohio St, Suite 1100, Indianapolis 46204. The name of the registered agent of the Surviving LLC at the registered office is The Corporation Trust Company.

FEB - 6 AM 11:40
2013 FEB - 6 AM 11:40
RECEIVED

ARTICLE IV

PLAN OF CONVERSION

A. The Plan of Conversion, containing such information as is required by Section 23-1-38.5- of the IBCL, is set forth on Exhibit A attached hereto and made a part hereof (the "Plan of Conversion").

B. The Plan of Conversion was approved in accordance with the Limited Liability Company Agreement of the Converting Entity and was duly authorized by the sole Member of the Converting Entity pursuant to the DGCL.

ARTICLE V

EFFECTIVE TIME

The effective time and date of the conversion hereby effectuated on the date of filing of these Articles of Conversion.

IN WITNESS WHEREOF, the undersigned authorized representative of the Converting Entity executes these Articles of Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true.

Dated as of the 30th day of January, 2013.



Michael Skelly, President ck

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

EXHIBIT A

PLAN OF ENTITY CONVERSION

I/3057511.1

PLAN OF ENTITY CONVERSION

THIS PLAN OF ENTITY CONVERSION ("Plan") is hereby adopted to effect the conversion of Grain Belt Express Clean Line LLC, a Delaware limited liability company (the "Converting Entity"), into Grain Belt Express Clean Line LLC, an Indiana limited liability company (the "Surviving Entity").

WITNESSETH:

WHEREAS, the sole member of the Converting Entity deems it advisable, desirable and in the best interests of the Converting Entity that the Converting Entity be converted into the Surviving Entity pursuant to the terms and conditions contained herein (the "Conversion") and has, by a written consent, duly adopted and approved this Plan and the Conversion in accordance with the provisions of the Delaware Limited Liability Act, as amended, the Indiana Business Corporation Law, as amended (the "Indiana Corporate Law"), and the Indiana Business Flexibility Act (the "Indiana LLC Act," and together with the Indiana Corporate Law, the "Acts").

NOW THEREFORE, in consideration of the foregoing premises and the covenants and agreements contained herein and subject to the terms and conditions hereinafter set forth, it is agreed as follows:

1. Conversion and Effective Time. The Converting Entity shall, pursuant to the Acts, be converted into the Surviving Entity, which shall continue to exist as the surviving entity pursuant to the provisions of the Acts. The Conversion shall become effective at the time set forth in the Articles of Entity Conversion filed with the Secretary of State of the State of Indiana (the "Effective Time").

2. Articles of Organization of the Surviving Entity. The Articles of Organization of the Surviving Entity attached hereto as Exhibit A shall continue in full force and effect until amended or changed in the manner prescribed by provisions of the Indiana LLC Act. The Articles of Organization will be executed by a duly authorized representative of the Surviving Entity and filed with the Secretary of State of the State of Indiana.

3. Operating Agreement of Surviving Entity. The Operating Agreement of the Surviving Entity attached hereto as Exhibit B shall be the Operating Agreement of the Surviving Entity and shall continue in full force and effect until amended or changed in the manner prescribed by the Certificate of Authority, as amended, and the provisions of the Act.

4. Exchange of Membership Interests. Immediately prior to the Effective Time, 100% of the membership interests of the Converting Entity were held by the sole member (the "Converting Membership Interest"). As of the Effective Time, by virtue of the Conversion and by operation of law, the Converting Membership Interest shall be converted into 100% of the membership interests of the Surviving Entity and shall be held by the sole member.

5. Further Assurances. The Converting Entity stipulates that it will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware or State of Indiana to fully effectuate the Conversion, and that it will cause to be performed all necessary acts therein and elsewhere to fully effectuate the Conversion. The

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Effective Date: 02/06/2013


member of the Surviving Entity and the member of the Converting Entity, respectively, shall do any and all acts and things, and make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan or of the Conversion provided for herein.

[Signature Page Follows]

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Filing Date: 02/06/2013
Effective Date: 02/06/2013

IN WITNESS WHEREOF, the undersigned has set its hands effective as of this 30th
day of January, 2013.

~~GRAIN BELT EXPRESS CLEAN LINE LLC~~

By:  Michael Skelly, President CK

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

EXHIBIT A

ARTICLES OF ORGANIZATION

(See attached.)



ARTICLES OF ORGANIZATION

State Form 46489 (RS 1-4-12)
 Approved by State Board of Accounts, 1099

GONNIE LAWSON
 SECRETARY OF STATE
 CORPORATIONS DIVISION
 302 W. Washington Street, Room 6018
 Indianapolis, Indiana 46204
 Telephone: (317) 232-6579

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
 Present original and one (1) copy to the address in upper right corner of this form.
 Please TYPE or PRINT.
 Please visit our office on the web at www.esa.in.gov.

Indiana Code 23-18-2-4
 FILING FEE: \$90.00

ARTICLES OF ORGANIZATION			
The undersigned, desiring to form a Limited Liability Company (hereinafter referred to as "LLC") pursuant to the provisions of:			
Indiana Business Flexibility Act, Indiana Code 23-18-1-1, et seq. as amended, executes the following Articles of Organization:			

ARTICLE I - NAME AND PRINCIPAL OFFICE			
Name of LLC (the name must include the words "Limited Liability Company", "L.L.C.", or "LLC")			
Grain Belt Express Clean Line			
Principal Office: The address of the principal office of the LLC is: (optional)			
Post office address	City	State	ZIP code
1001 McKinney, Ste 700	Houston	TX	77002

ARTICLE II - REGISTERED OFFICE AND AGENT			
Registered Agent: The name and street address of the LLC's Registered Agent and Registered Office for service of process are:			
Name of Registered Agent			
The Corporation Trust Company			
Address of Registered Office (street or building)		City	State ZIP code
261 E. Ohio St., Suite 1100		Indianapolis	Indiana 46204

ARTICLE III - DISSOLUTION	
<input type="checkbox"/>	The latest date upon which the LLC is to dissolve: _____
<input checked="" type="checkbox"/>	The Limited Liability Company is perpetual until dissolution.

ARTICLE IV - MANAGEMENT	
<input checked="" type="checkbox"/>	The Limited Liability Company will be managed by its members.
<input type="checkbox"/>	The Limited Liability Company will be managed by a manager or managers.
In Witness Whereof, the undersigned executes these Articles of Organization and verifies, subject to penalties of perjury, that the statements contained herein are true,	
this <u>30th</u> day of <u>January</u> , 2013.	
Signature	Printed name
	Michael Skelly, President
This instrument was prepared by: (name)	
Hayley Altman	
Address (number, street, city and state)	ZIP code
One American Square, Suite 2900, Indianapolis, IN	46282

2013 FEB 6 AM 11:46
 RECEIVED
 CORPORATIONS DIVISION

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

EXHIBIT B

OPERATING AGREEMENT

(See attached.)

**OPERATING AGREEMENT
OF
GRAIN BELT EXPRESS CLEAN LINE LLC**

An Indiana Limited Liability Company

This OPERATING AGREEMENT OF GRAIN BELT EXPRESS CLEAN LINE LLC (this "*Agreement*"), dated as of January 20, 2013, is adopted, executed and agreed to by the Sole Member (as defined below).

1. **Formation.** Grain Belt Express Clean Line LLC (the "*Company*") was originally formed as a Delaware limited liability company under and pursuant to the Delaware Limited Liability Company Act (the "*Delaware Act*") on September 13, 2010 upon the filing of the Company's Certificate of Formation with the Delaware Secretary of State. On January , 2013, the Company converted from a Delaware limited liability company to an Indiana limited liability company by filing a Certificate of Conversion with the Delaware Secretary of State as required by the Delaware Act and Articles of Conversion and Articles of Organization (the "*Articles*") as required by the Indiana Business Flexibility Act (the "*Indiana Act*").

2. **Term.** The Company commenced as an Indiana limited liability company on the effective date of the filing of the Articles pursuant to the Indiana Act and shall have a perpetual existence, unless and until it is dissolved in accordance with Section 9 below.

3. **Registered Office; Registered Agent.** The registered office and registered agent of the Company in the State of Indiana shall be as specified in the Articles or as determined by the Sole Member from time to time in the manner provided by applicable law.

4. **Purposes.** The purposes of the Company are to carry on any lawful business, purpose or activity for which limited liability companies may be formed under the Indiana Act.

5. **Sole Member.** Grain Belt Express Holding LLC, a limited liability company organized under the laws of the State of Delaware, shall be the sole member of the Company (the "*Sole Member*").

6. **Contributions.** Without creating any rights in favor of any third party, the Sole Member may, from time to time, make contributions of cash or property to the capital of the Company, but shall have no obligation to do so.

7. **Distributions.** The Sole Member shall be entitled to (a) receive all distributions (including, without limitation, liquidating distributions) made by the Company and (b) enjoy all other rights, benefits and interests in the Company.

8. **Management.**

(a) The management of the Company is fully reserved to the Sole Member, and the Company shall not have "managers" as that term is used in the Act. The powers of the Company shall be exercised by or under the authority of, and the business and

affairs of the Company shall be managed under the direction of, the Sole Member, who shall make all decisions and take all actions for the Company.

(b) The Sole Member may designate one or more other persons to be officers of the Company to assist in carrying out the Sole Member's decisions and the day-to-day activities of the Company. Officers are not "managers" as that term is used in the Act. Any officers who are so designated shall have such titles and authority and perform such duties as the Sole Member may delegate to them. The salaries or other compensation, if any, of the officers of the Company shall be fixed by the Sole Member. Any officer may be removed as such, either with or without cause, by the Sole Member and any vacancy occurring in any office of the Company may be filled by the Sole Member. Designation of an officer shall not of itself create contract rights.

9. **Dissolution.** The Company shall dissolve and its affairs shall be wound up at such time, if any, as the Sole Member may elect. No other event will cause the Company to dissolve.

10. **Liability.**

(a) The Sole Member shall not have any liability for the obligations or liabilities of the Company except to the extent provided herein or by applicable law.

(b) The Company shall indemnify and hold harmless the Sole Member and its respective partners, shareholders, officers, directors, managers, employees, agents and representatives, and the partners, shareholders, officers, directors, managers, employees, agents and representatives of such persons to the fullest extent permitted by applicable law.

11. **Amendment.** This Agreement may be amended from time to time only by a written consent executed by the Sole Member.

12. **Governing Law.** THIS AGREEMENT IS GOVERNED BY AND SHALL BE CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF INDIANA (EXCLUDING ITS CONFLICT-OF-LAWS RULES).


[The remainder of this page is intentionally left blank.]

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

IN WITNESS WHEREOF, the undersigned, being the Sole Member of the Company, has caused this Agreement to be duly executed as of the date first written above.

GRAIN BELT EXPRESS HOLDING LLC

By: CLEAN LINE ENERGY PARTNERS LLC,
its sole member

By:  _____ ck
Name: Michael Skelly
Title: Chief Executive Officer

SIGNATURE PAGE TO
LIMITED LIABILITY COMPANY AGREEMENT OF
GRAIN BELT EXPRESS CLEAN LINE LLC

I/3062813.2

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

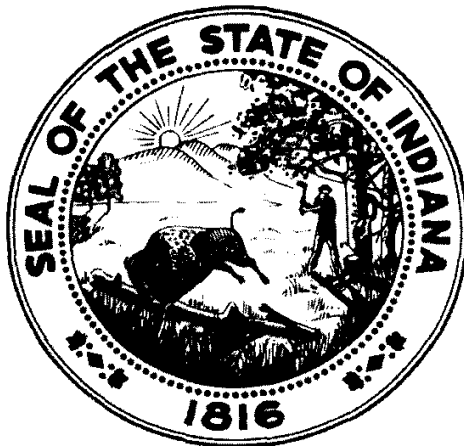
State of Indiana
Office of the Secretary of State

CERTIFICATE OF CONVERSION
of
GRAIN BELT EXPRESS CLEAN LINE LLC

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Conversion of the above Domestic Limited Liability Company (LLC) have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, February 06, 2013.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 6, 2013.



Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

2012102300058 / 2013020781441