

June 2, 2014

North Carolina Utilities Commission
4325 Mail Service Center
Raleigh, NC 27699-4325

Attn: Chief Clerk

Re: CPCN Change of Ownership Request
Docket# SP-2910, Sub 4
Docket# SP-3717, Sub 0

Dear Ms. Mount:

As per your request, please find enclosed a copy of the Articles of Organization for SOLNCPower5, LLC filed with the NC Secretary of State on the 17th Day of October, 2013. SOLNCPower5, LLC is in good standing with the Secretary of State and the purpose of this letter is to support the CPCN Change of Ownership amendment request filed with the NC Utilities Commission on May 15th, 2014.

The Applicant has requested the Certificate of Public Convenience ("CPCN") issued to SOLNCPower1, LLC [NCUC Docket# SP-2910, Sub 4] for a 5 MW solar power generation facility in Nash County, NC be transferred to SOLNCPower5, LLC [NCUC Docket# SP-3717, Sub 0].


Please note the mailing address associated with this request is:

SOLNCPower5, LLC
176 Mine Lake Court, Suite #100
Raleigh, NC 27615

Thank you for your assistance with this timely request and please feel free to contact me if I can be of further assistance.

With sincere regards,

SOLNCPower1, LLC a Limited Liability Company
By: SOLON Corporation an Arizona Corporation
Its: Manager


Heath McLaughlin
Its: Authorized Representative

OFFICIAL COPY

Jun 02 2014



NORTH CAROLINA

Department of the Secretary of State

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Jun 02 2014

To all whom these presents shall come, Greetings:

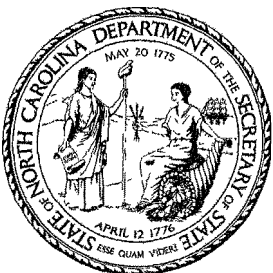
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF ORGANIZATION

OF

SOLNCPower5, LLC

the original of which was filed in this office on the 17th day of October, 2013.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 17th day of October, 2013.

Elaine F. Marshall

Secretary of State

SOSID: 1343443
 Date Filed: 10/17/2013 9:45:00 AM
 Elaine F. Marshall
 North Carolina Secretary of State

C2013 289 00580

**ARTICLES OF ORGANIZATION
 OF**

SoINCPower5, LLC

Pursuant to Section 57C-2-20 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

1. The name of the limited liability company is: **SoINCPower5, LLC**
2. The name and address of each person executing these Articles of Organization are:

<u>Name</u>	<u>Address</u>	<u>Capacity</u>
Scott K. Risley, J.D.	2111 East Highland Avenue Suite 235 Phoenix, AZ 85016	Organizer

3. The name of the initial registered agent of the limited liability company is:
NC Corporate Connection, Inc.
4. The street address and county of the initial registered office of the limited liability company are: NC Corporate Connection, Inc., 176 Mine Lake Court, Suite 100, Wake County, Raleigh, North Carolina Zip Code 27615.
5. The street address and county of the principal office of the limited liability company is: 176 Mine Lake Court, Suite 100, Wake County, Raleigh, North Carolina 27615.
6. The limited liability company shall be manager-managed LLC, thus, except as provided by N.C.G.S. Section 57C-3-20(a), the members of this limited liability company shall not be managers by virtue of their status as members.
7. These Articles of Organization shall be effective upon filing.
8. To the extent there is more than one (1) member of the limited liability company, all agreements of the members constituting operating agreements of the limited liability company must be in writing.
9. To the fullest extent permitted by the North Carolina Limited Liability Company Act as it currently exists or may be subsequently amended, no person who is serving or who has served as a manager of the limited liability company shall be personally liable to the limited liability company, to any of its members or to any third parties for monetary damages for breach of duty as a manager. No amendment or repeal of this article, nor the adoption of any provision

to these Articles of Organization inconsistent with this article, shall eliminate or reduce the protection granted by this provision with respect to any matter that occurred prior to such amendment, repeal or adoption.

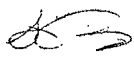
10. To the fullest extent permitted by the North Carolina Limited Liability Company Act as it currently exists or may be subsequently amended, the limited liability company shall provide indemnification to all members and managers for judgments, settlements, penalties, fines or expenses incurred in a proceeding to which the member or manager is a party because such person is or was a member or manager. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, shall eliminate or reduce the protection granted by this provision with respect to any matter that occurred prior to such amendment, repeal, or adoption.

This the 16th day of October 2013

Signature: _____

Name: Scott K. Risley, J.D.

Capacity: Organizer

 Digitally signed by Scott K. Risley
DN: cn=Scott K. Risley, o=SCM Corporation,
ou=Land Acquisitions and Development Manager,
email=Scott.Risley@scm.com, c=US
Date: 2013.10.16 09:51:58 -0700