



June 26, 2012

Doris Dumais
The Ministry of the Environment,
Director, Environmental Assessment and Approvals Branch,
2 St. Clair Avenue West, Floor 12A, Toronto, Ontario, M4V 1L5

Re: Bluewater Wind Energy Centre Application for Renewable Energy Approval

Dear Ms. Dumais:

Please find enclosed the application form and supporting reports and documents that comprise the Bluewater Wind Energy Centre Renewable Energy Approval submission. A copy of this submission has also been sent to the MOE District Office in Owen Sound. The FIT contract number for this project is F-002171-WIN-130-601

The application fee will arrive under separate cover.

Best regards,

A handwritten signature in black ink, appearing to read "T. Bird".

Thomas Bird
Environmental Services Project Manager

CC: Ministry of Environment, Owen Sound Office
Narren Santos, Senior Program Support Coordinator, Ministry of Environment

General Information and Instructions

Form Version 1.1

General

Information requested in this form is collected under the authority of the *Environmental Protection Act*, R.S.O. 1990 (EPA) and will be used to evaluate this application for a Renewable Energy Project. Questions about this collection of information should be directed to: Information Unit Supervisor, Environmental Assessment and Approvals Branch, 2 St. Clair Ave. W, Floor 12A, Toronto ON M4V 1L5. Telephone outside Toronto 1-800-461-6290 or in Toronto 416-314-8001.

Instructions

1. **Applicants are responsible for ensuring that they complete the most recent application form.** Application forms and supporting documentation are available from the Environmental Assessment and Approvals Branch toll free at 1-800-461-6290 (locally at 416-314-8001), from your local District Office of the Ministry of the Environment, and in the "Publications" section of the Ministry of the Environment website at www.ene.gov.on.ca.
2. Questions regarding completion and submission of this application should be directed to the Environmental Assessment and Approvals Branch, 2 St. Clair Avenue West, Floor 12A, Toronto, Ontario, M4V 1L5, telephone number 1-800-461-6290 or (416) 314-8001, or to your local District Office of the Ministry of the Environment.
3. **Complete Submission**
In order to be eligible for the issue of a renewable energy approval, a person who proposes to engage in a renewable energy project shall, before submitting an application to the Director,
 - 1) prepare the application in a form or format approved by the Director;
 - 2) obtain or prepare, as the case may be, any documents that,
 - a) are required under Part IV to be submitted as part of the application, or
 - b) are to be submitted as part of the application for the purposes of obtaining an exemption from a provision of Part V; and
 - c) comply with all other requirements of Part IV of Ontario Regulation 359/09.
 - 3) If there is more than one person applying for the issue of a renewable energy approval in respect of a renewable energy project, those persons shall jointly submit one application for the issue of a renewable energy approval.
 - 4) An application to alter the terms and conditions of a renewable energy approval shall be prepared in a form or format approved by the Director and shall be submitted to the Director.

Supporting documents

- 1) A person who proposes to engage in a renewable energy project shall submit a document set out in Column 1 of Table 1 of the Regulation as part of an application for the issue of a renewable energy approval in respect of the project if it is a project described opposite the document in Column 3.
- 2) If a document set out in Column 1 of Table 1 of the Regulation is submitted as part of an application for the issue of a renewable energy approval, the person who is engaging in the renewable energy project shall ensure that the document meets the requirements set out opposite the document in Column 2 of Table 1 of the Regulation.
- 3) Any document submitted as part of an application for the issue of a renewable energy approval shall be in writing.
- 4) Any document submitted as part of an application for the issue of a renewable energy approval that is a diagram, map or plan shall be drawn to scale and shall include a scale bar and a north arrow.

INCOMPLETE APPLICATIONS WILL BE RETURNED TO THE APPLICANT.

The Ministry may require additional information during the technical review of any application.

4. If you are submitting your application electronically, electronic PDF application form should be completed and submitted by email to REAESubmission@ontario.ca. Once the application has been received, you will receive an acknowledgement email with an MOE reference number for your application and additional instructions for submitting your hard copy application package and supporting information.

If you are not submitting your application electronically, the original application form and all required supporting documents must be sent to:

**The Ministry of the Environment,
Director, Environmental Assessment and Approvals Branch,
2 St. Clair Avenue West, Floor 12A, Toronto, Ontario, M4V 1L5**

A copy of the complete application must be sent to any local Ministry District Office having jurisdiction over the project location. To locate the appropriate local Ministry District Office, please visit the Ministry of the Environment Internet site at:

www.ene.gov.on.ca/envision/org/op.htm#Reg/Dist.

A cover letter addressed to the Director of Environmental Assessment and Approvals Branch should accompany both submissions and indicate that a copy of the complete submission has been sent to each District Office that has jurisdiction over the project location.

5. Information collected by the Ministry of the Environment is subject to the *Freedom of Information and Protection of Privacy Act* (FOIPPA). If you are of the view that any part of your application is confidential on the grounds such information constitutes a trade secret or scientific, technical, commercial, financial or labour relations information, please make this known now. Otherwise, the Ministry may make the information available to the public without further notice to you.

For Office Use Only		
Reference Number	Date (y/m/d)	Initials

Form ID: 443355

Application Summary

Project Name *(Project identifier to be used as a reference in correspondence)*
Bluewater Wind Energy Centre

Project Description Summary
(This summary should reflect the description in the documents upon which consultation has been completed and if it does not, the difference should be highlighted)

Varna Wind, Inc. is proposing to construct a wind energy project in the Municipalities of Bluewater and Huron East, Huron County, Ontario. The project will be referred to as the Bluewater Wind Energy Centre and will be located on private lands in the vicinity of the shoreline of Lake Huron.

The wind turbine technology proposed for the Project is the 1.6 MW GE model wind turbine. With a total nameplate capacity of 60 MW, the Project is categorized as a Class 4 facility. Although NextEra is seeking a Renewable Energy Approval (REA) for 41 wind turbines, up to a total of 37 turbines are proposed to be constructed for the Project.

Required Information	Completed (yes or no)
<input checked="" type="checkbox"/> Project Name & Description	Yes
<input checked="" type="checkbox"/> Section 1: Applicant Information	Yes
<input checked="" type="checkbox"/> Section 2: Project Information	Yes
<input checked="" type="checkbox"/> Section 3: Site Information	Yes
<input checked="" type="checkbox"/> Section 4: Required Documents	Yes

Application Status: **FORM COMPLETE.**

Summary:

Type of Application New Application	Type of Renewable Energy Generation Facility Wind Class 4.
Total Maximum Name Plate Capacity 60 MW	
Total Expected Generation Capacity 60 MW	

Section 1: Applicant Information



1.1 Applicant Information (Owner of works/facility)

Applicant Name (legal name of individual or organization as evidenced by legal documents) Varna Wind, Inc.		Business Identification Number 813544608 NP0001
Business Name (the name under which the entity is operating or trading - also referred to as trade name) Varna Wind, Inc.		<input checked="" type="checkbox"/> same as Applicant Name
Applicant Type: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input type="checkbox"/> Sole Proprietor	<input type="checkbox"/> Federal Government <input type="checkbox"/> Municipal Government <input type="checkbox"/> Provincial Government <input type="checkbox"/> Other (describe):	North American Industry Classification System (NAICS) Code 221119 Other Electric Power Generation
Business Activity Description (a description of the business endeavour, this may include products sold, services provided or machinery/equipment used, etc.) To exercise option to acquire project development rights in Ontario, Canada		



1.2 Applicant Physical Address

Civic Address - Street information (includes street number, name, type and direction) 5500 North Service Road				Unit Identifier (i.e. apartment number) 205
Survey Address <i>(Not required if Street Information is provided)</i>	Lot	Conc.	Part	Reference Plan
Municipality /Unorganized Township Burlington	County/District	Province/State Ontario	Country Canada	Postal Code L7L 6W6
Telephone Number (include area code & ext.) (905)335-4904 ext.	Fax Number (include area code) (905)335-5731	Mobile Number (include area code)	E-mail Address	




1.3 Applicant Mailing Address

Same as Applicant Physical Address? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (If no, please provide site address information below)				
Civic Address - Street information (civic numbering and street information including street number, name, type and direction) 5500 North Service Road, Suite 205				Unit Identifier (i.e. apartment number)
Delivery Designator	Delivery Identifier	Postal Station		
Municipality /Unorganized Township Burlington	Province/State Ontario	Country Canada	Postal Code L7L 6W6	



1.4 Statement of Applicant

I, the undersigned hereby declare that, to the best of my knowledge:		
<ul style="list-style-type: none"> The information contained herein is complete and accurate in every way and I am aware of the penalties against providing false information as per s.184(2) of the <i>Environmental Protection Act</i>. I understand that by submitting this form, I am guaranteeing the completeness and accuracy of all the information provided on this form and included in the draft reports. Failure to submit the correct information will result in an incomplete application being returned. The Project Technical Information Contact identified below is authorized to act on my behalf for the purpose of obtaining approval under section 47.3 of the EPA for the Project identified herein. 		
Name of Signing Authority (please print) F. Allen Wiley	Title Vice President, Development	
Telephone Number (including area code & extension) (561)304-5688 ext.	Fax Number (including area code) (561)691-7307	E-mail Address al.wiley@nexteraenergy.com
Mobile Number (including area code) (207) 749-0929	Signature 	Date (y/m/d) 2012/06/26

Section 2: Project Information

Form ID: 1031058



2.1 Application Type

Type of Application:			
<input checked="" type="checkbox"/> New Renewable Energy Approval		Where Applicable provide Existing Renewable Energy Approval Number:	
<input type="checkbox"/> Amendment to Renewable Energy Approval			
Application Initiated by:			
<input checked="" type="checkbox"/> Proponent	<input type="checkbox"/> Environmental Assessment and Approvals Branch	<input type="checkbox"/> Provincial Officer Order (attach copy)	<input type="checkbox"/> Other (specify):
Current Certificate(s) of Approval <i>(please attach a separate list if more space is required)</i>			
Certificate of Approval Number	Date of Issue (yyyy/mm/dd)	Certificate of Approval Number	Date of Issue (yyyy/mm/dd)
Certificate of Approval Number	Date of Issue (yyyy/mm/dd)	Certificate of Approval Number	Date of Issue (yyyy/mm/dd)
Current Permit(s) to Take Water <i>(please attach a separate list if more space is required)</i>			
Permit Number	Date of Issue (yyyy/mm/dd)	Permit Number	Date of Issue (yyyy/mm/dd)
Permit Number	Date of Issue (yyyy/mm/dd)	Permit Number	Date of Issue (yyyy/mm/dd)
Project Schedule			
Estimated date for start of construction/installation (yyyy/mm/dd)		Estimated date for start of operation (yyyy/mm/dd)	
2013/05/01		2013/11/01	



2.2 Statement of Project Technical Information Contact

Is the Project Technical Information Contact the same as the Applicant (identified in Section 1)?			
		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
I, the undersigned hereby declare that, to the best of my knowledge:			
<ul style="list-style-type: none"> The information contained herein and the information submitted in support of this application (electronically and in hard copy) is complete and accurate in every way and I am aware of the penalties against providing false information as per s.184(2) of the <i>Environmental Protection Act</i>. I understand that by submitting this form, I am guaranteeing the completeness and accuracy of this form and the draft documents. Failure to submit the correct information will result in the application being returned as incomplete. That the information contained in the electronically submitted application form is the same as the information submitted in the hard copy submission. I have used the most recent application form (as obtained from the "publications" section of the Ministry of the Environment website at www.ene.gov.on.ca or from the Environmental Assessment and Approvals Branch at 1-800-461-6290). 			
Name of Project Technical Information Contact		Company	
Thomas Bird		NextEra Energy Canada	
Telephone Number <i>(include area code & ext.)</i>	Fax Number <i>(include area code)</i>	Mobile Number <i>(include area code)</i>	E-mail Address
(905)335-4904 ext. 15			thomas.bird@nexteraenergy.com
Signature <i>(hard copy submission MUST be signed)</i>		Date (yyyy/mm/dd)	
		2012/06/26	
Address Information:			
Same as Applicant Mailing Address? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <i>(If no, please provide technical information contact address information below)</i>			
Civic Address - Street information <i>(civic numbering and street information including street number, name, type and direction)</i>			Unit Identifier <i>(i.e. apartment number)</i>
5500 North Service Road, Suite 205			
Delivery Designator	Delivery Identifier	Postal Station	
Municipality /Unorganized Township	Province/State	Country	Postal Code
Burlington	Ontario	Canada	L7L 6W6

2.3 Other Approvals for Facility – Please attach a separate list if more space is required Separate list attached? Yes No

List all other environmental approvals/permits applied for related to this project or received in relation to this project

Approval Number	Approval Date (yyy/mm/dd)	Approval Number	Approval Date (yyy/mm/dd)	Approval Number	Approval Date (yyy/mm/dd)
Ministry of Tourism, Culture a	2012/04/05				
Ministry of Tourism, Culture a	2012/03/22				
Ministry of Natural Resources	2012/04/05				
Ontario Power Authority (OPA) Registration ID (if applicable) FJ17S7X			Ontario Power Authority (OPA) Reference Number (if applicable)		

2.4 Type of Renewable Energy Generation Facility (select all that apply)

Wind Facility	Biofuel / Biogas / Other	Anaerobic Digestion Facility	Thermal Treatment Facility	Solar Photo Voltaic Facility
<input type="checkbox"/> Class 2	<input type="checkbox"/> Biofuel	<input type="checkbox"/> Class 1	<input type="checkbox"/> Class 1	<input type="checkbox"/> Class 3
<input type="checkbox"/> Class 3	<input type="checkbox"/> Biogas	<input type="checkbox"/> Class 2	<input type="checkbox"/> Class 2	
<input checked="" type="checkbox"/> Class 4	<input type="checkbox"/> Other	<input type="checkbox"/> Class 3	<input type="checkbox"/> Class 3	
<input type="checkbox"/> Class 5	If other, please describe: <div style="background-color: #cccccc; height: 20px; width: 100%;"></div>			

2.5 Generation of Electricity

Total Maximum Name Plate Capacity	Total Expected Generation Capacity
60 MW (1 MW = 1000 kW / 1 kW = 0.001 MW)	60 MW (1 MW = 1000 kW / 1 kW = 0.001 MW)
Days and Hours of Operation 24 hours a day, 365 days/year	

Section 3: Site Information



3.1 Project Location - (the site/location where project will be located)

Same as Applicant Physical Address? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (If no, please provide site address information below)					
Civic Address- Street information (includes street number, name, type and direction)					Unit Identifier (i.e. apartment number)
Multiple addresses - see below and Project Description Report					
Survey Address <i>(Legal description of the site)</i>	Lot	Conc.	Part	Reference Plan	
See PDR	See PDR	See PDR	See PDR	See PDR	
Municipality / Unorganized Township	County/District		Postal Code		
Bluewater and Huron East	Huron county		N0M 2T0		
Non Address Information (where the project spans many locations or a large rural area, specify how the project area relates to the address provided)					
<p>The proposed Project is located in Huron County, within the Municipalities of Bluewater and Huron East. The Project Study Area consists of the areas being studied for the wind farm components (Wind Energy Centre Study Area), as well as for the interconnection route (i.e., the area being studied for transmission lines to connect the Project to the electrical grid) (Transmission Line Study Area). The Wind Energy Centre Study Area is generally bounded by Blackbush/Bronson Line to the west, Mill Road to the north, Concession 5 Road to the east, and Danceland Road/Staffa Road to the south, in the Municipality of Bluewater. The Transmission Line Study Area is located to the east of the Wind Energy Centre Study Area, and is generally bounded by Concession 5 Road to the west, Mill Road to the north, Huron Road and Perth 183 Road to the east, and Staffa Road to the south, extending into the Municipality of Huron East.</p> <p>Multiple properties are involved with the Project. See the Project Description Report (PDR) for more information. The Geo Reference point provided below is for the southwest corner of the project area.</p>					
Geo Reference (southwest corner of property)					
Map Datum	Zone	Accuracy Estimate	Geo Referencing Method	UTM Easting	UTM Northing
NAD83	17	10m	GIS	-81.679	43.4339



3.2 Municipal or local authority Information - (List all municipal or board authorities where the project is located)

Local Municipality / Unorganized Township (Include each Single Tier or Lower Tier in which the project location is situated. Attach a separate list if more space is necessary)		
Name of Municipality	Address	Phone
Municipality of Huron East	72 Main Street PO Box 610	(519)527-0160
Clerk's Name	Clerk's Phone/Fax	E-Mail Address
Brad Knight	(519)527-2561	bknight@huroneast.com
Is the project location situated in one or more Upper Tier Municipality? (i.e., county, regional or district municipality.) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
List all Upper Tier Municipalities that the project location is situated in. Attach a separate list if more space is necessary		
Name of Municipality	Address	Phone
Huron County	1 Courthouse Square	(519)524-8394
Clerk's Name	Clerk's Phone/Fax	E-Mail Address
Barbara L. Wilson	(519)524-2044	bwilson@huroncounty.ca
Is the project location situated in a Local Roads Area? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
List all Local Roads Areas that the project location is situated in. Attach a separate list if more space is necessary		
Name of local roads board	Address	Phone
Secretary-treasurer's Name	Secretary-treasurer's Phone/Fax	E-Mail Address
Is the project location in a Local Service Board area? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
List all Local Service Board areas the project location is situated in. Attach a separate list if more space is necessary		
Name of Local Service Board	Address	Phone
Secretary's Name	Secretary's Phone/Fax	E-Mail Address

**3.3 Site Information - (information about the site/location where project will be located)**

Site Name Bluewater Wind Energy Centre	MOE District Office Owen Sound Area Office
Is in any portion of the Project location on federally owned land or a reserve? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Is in any portion of the Project location on Crown Land? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Is the Project location that is the subject of this application owned by the Applicant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If no, please attach the owner's name, address and a signed letter granting consent for the installation and operation of the facilities</i>	
Is the Applicant the operating authority of the facility that is the subject of this application? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <i>If no, please attach the operating authority name, address and phone number</i>	
Is the Project location in the area of the Niagara Escarpment Plan? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Is the Project location in the area subject to the Oak Ridges Moraine Conservation Plan? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Is the Project location in the Protected Countryside as shown in Schedule 1 to the Greenbelt Belt Plan? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Is the Project location in the Lake Simcoe Watershed as defined in the Lake Simcoe Protection Act, 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Is the Project location in the Central Pickering Development Planning Area as shown in Schedule 1 to the Central Pickering Development Plan? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Has an Archaeological Report (s. 22) been prepared as part of the complete submission? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Has a Heritage Report (s.23) been prepared as part of the complete submission? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Has an Environmental Impact Study Report (s.38, s. 41 or s. 43) been prepared as part of the complete submission? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Has a Water body Report (s.39, s. 40, s.44 s. 45) been prepared as part of the complete submission? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

Section 4: Required Documents – Table 1 of the Regulation

4.1 Supporting Information Checklist - This is a list of all supporting information to this application and is subject to the FOIPPA and EBR.

Mandatory	Attachment	Attached	Reference	Confidential* (√)
★ Yes	Proof of Legal Name of Applicant	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		<input type="checkbox"/>
★ Yes	A map that identifies the project location.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	See PDR	<input type="checkbox"/>
★	Name, Address and Phone Number of the Operating Authority	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		<input type="checkbox"/>
★ Yes	Name, Address and consent of land/site owner for the installation/construction and operation of the facility	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	See PDR for list of properties with lease agreements	<input type="checkbox"/>
★ Yes	Project Description Report	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		<input type="checkbox"/>
★ Yes	Design and Operations Report	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		<input type="checkbox"/>
★ Yes	Decommissioning Plan Report	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		<input type="checkbox"/>
★ Yes	Construction Plan Report	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		<input type="checkbox"/>
★ Yes	Consultation Report	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		<input type="checkbox"/>
	Development Permit under the <i>Niagara Escarpment Planning and Development Act</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	<input type="checkbox"/>
★ Yes	A copy of this application has been sent to the local district office(s)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		<input type="checkbox"/>

Other Information Submitted in Support of the Application for a Renewable Energy Project

Title	Reference	Confidential* (√)
★ Proof of Legal Name	Enclosed	<input type="checkbox"/>
★ Natural Heritage Assessment	Enclosed	<input type="checkbox"/>
★ Heritage Assessment	Enclosed	<input type="checkbox"/>
★ Archaeological Stage 1 Assessment	Enclosed	<input type="checkbox"/>
★ Archaeological Stage 2 Assessment	Enclosed	<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>
Are you attaching an additional list of attachments? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	If there is not enough space to list all of the attachments included in this application package, please include an additional listing of these attachments.	<input type="checkbox"/>

***Please note:** the release of information contained in application forms and documentation submitted in support of applications for approval is subject to the provisions of the *Freedom of Information and Protection of Privacy Act*. This Act defines what may and may not be disclosed to the public, and is used to assess all requests for information contained in the documents on file with an application for approval. The information submitted with an application for approval may also be subject to the *Environmental Bill of Rights*. In those situations, the application and the associated non-confidential supporting documentation is made available for review by members of the public. The applicants should therefore identify all documents or portions of documents as noted above which are to be considered confidential and must provide detailed evidence in support of this claim. This evidence will be one of the factors the ministry would consider when making a decision regarding disclosure of specific documents on file.

3.2 Municipal or Local Authority Information – Additional Municipal Contact Information

Local Municipality		
Name of Municipality	Address	Phone
Municipality of Bluewater	Box 250, 14 Mill Avenue	(519)236-4351
Clerk's Name	Clerk's Phone/Fax	Email Address
Heather Adams	(519)236-4329	h.adams@town.bluewater.on.ca



CANADA
PROVINCE OF NEW BRUNSWICK
BUSINESS CORPORATIONS ACT

CANADA
PROVINCE DU NOUVEAU-BRUNSWICK
LOI SUR LES CORPORATIONS
COMMERCIALES

CERTIFICATE OF INCORPORATION
(SECTION 6)

CERTIFICAT DE CONSTITUTION
EN CORPORATION
(ARTICLE 6)

Varna Wind, Inc.

Name of Corporation / Raison sociale de la corporation

657478

Corporation Number / Numéro de la corporation

I HEREBY CERTIFY that the above-mentioned corporation, the Articles of Incorporation of which are attached, was incorporated under the Business Corporations Act of the Province of New Brunswick.

JE CERTIFIE que la corporation mentionnée ci-dessus, dont les statuts constitutifs sont joints à ce certificat, a été constituée en corporation en vertu de la Loi sur les corporations commerciales de la province du Nouveau-Brunswick

Director - Directeur

May 11, 2011 - le 11 mai 2011

Date of Incorporation - Date de constitution



**BUSINESS CORPORATIONS ACT
FORM 1
ARTICLES OF INCORPORATION
(SECTION 4)**

**LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 1
STATUTS CONSTITUTIFS
(ARTICLE 4)**

1 - Name of Corporation: **Varna Wind, Inc.** Raison sociale de la corporation:

2 - The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value: **An unlimited number of common shares without nominal or par value.** Les catégories et le nombre maximal d'actions que la coporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair:

3 - Restrictions, if any, on share transfers: **No securities, other than non-convertible debt securities, shall be transferred without the consent of the directors or shareholders of the corporation expressed by resolution passed at a meeting of the board of directors or the shareholders or by an instrument or instruments in writing signed by all such directors or shareholders.** Restrictions, s'il y en a, au transfert d'actions:

4 - Number (or minimum and maximum number) of directors: **Minimum 1 Maximum 10** Nombre (ou nombre minimum et maximum) des administrateurs:

5 - Restrictions, if any, on business the corporation may carry on: **None** Restrictions, s'il y en a, à l'activité que peut exercer la coporation:

6 - Other provisions, if any: **See Schedule - Other Provisions** D'autres dispositions, le cas échéant:

7 - Incorporators:		Fondateurs:	
Date	Names - Noms	Address (include postal code) Adresses (y compris le code postal)	Signature
2011-05-11	Rodney D. Gould	44 Chipman Hill Suite 1000 Saint John NB E2L 2A9	Rodney D. Gould

FOR DEPARTMENT USE ONLY		RÉSERVÉ À L'USAGE DU MINISTRÈRE	
Corporation No. - No. de Corporation	657478	Filed - Déposé	May 11, 2011 - le 11 mai 2011
TN# 2967769			
45-4104 (6/01)			

Varna Wind, Inc.

Schedule - Other Provisions

Varna Wind, Inc.

(hereinafter referred to as the "Corporation")

THIS IS SCHEDULE -OTHER PROVISIONS TO THE FOREGOING FORM 1 UNDER THE NEW BRUNSWICK BUSINESS CORPORATIONS ACT

1. PLACE OF SHAREHOLDER MEETINGS

Notwithstanding subsections (1) and (2) of Section 84 of the Business Corporations Act, as from time to time in force, meetings of shareholders of the Corporation may be held at any place outside New Brunswick.

2. NOTICE OF SHAREHOLDER MEETINGS

Notwithstanding subsection (1) of Section 87 of the Business Corporations Act, as from time to time in force, notice of time and place of a meeting of shareholders of the Corporation shall be deemed to be properly given if sent not less than twenty-one (21) days nor more than fifty (50) days before such meeting:

- (a) to each shareholder entitled to vote at the meeting;
- (b) to each director; and
- (c) to the auditor, if any.

3. PRE-EMPTIVE RIGHTS

(A) Notwithstanding subsection (2) of Section 27 of the Business Corporations Act, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of equity shares of any class, in the case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its equity shares of any class of any shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class, shall not as such, even if the issuance of the equity shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the pre-emptive right as provided by Section 27 of the Business Corporations Act to purchase such shares or other securities.

(B) Notwithstanding subsection (3) of Section 27 of the Business Corporations Act, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of voting shares of any class, in case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or any shares or options to purchase its voting shares of any class, shall not as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the voting rights of such holders, have the pre-emptive right as provided by Section 27 of the Business Corporations Act to purchase such shares or other securities.

4. FINANCIAL ASSISTANCE

The Corporation may, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise:

- (a) to any shareholder, director, officer or employee of the Corporation or of an affiliated corporation, or

(b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation;

whether or not:

(c) the Corporation is, or after giving the financial assistance would be, unable to pay its liabilities as they become due; or

(d) the realizable value of the Corporation's assets, excluding the amount of any financial assistance in the form of a loan or in the form of assets pledged or encumbered to secure a guarantee, after giving the financial assistance, would be less than the aggregate of the Corporation's liabilities and stated capital of all classes.

5. NUMBER OF DIRECTORS

The number of directors within the minimum and maximum numbers provided for in these articles shall be as determined by resolution of the board of directors.



To/Destinataire:

Varna Wind, Inc.
44 Chipman Hill Suite 1000
Post Office Box 7289 Stn A
Saint John NB
E2L 4S6

Re: Business Number (BN) Account Number

Objet: Numéro de compte du numéro d'entreprise (NE) pour le Nouveau-Brunswick

The above corporation has been assigned the following BN account number:

Le numéro de compte suivant a été assigné à la corporation susmentionnée:

813544608NP0001

The Government of New Brunswick and the Canada Customs and Revenue Agency (CCRA) have agreed to use the BN as a common business identifier. Over the coming months the government will continue to phase in use of the BN with provincial departments and agencies.

Le gouvernement du Nouveau-Brunswick et l'Agence des douanes et du revenu du Canada (ADRC) ont convenu d'utiliser le numéro d'entreprise (NE) à titre d'identificateur d'entreprise commun. Au cours des prochains mois, le gouvernement du Nouveau-Brunswick continuera d'accroître graduellement l'utilisation du NE au sein de ses ministères et de ses organismes.

The corporation or its agent may be requested to provide the assigned BN when registering for provincial programs or applying for various licences and permits. Please use the BN provided above, when requested, as failure to do so may lead to delays in the processing of applications.

La corporation ou son agent pourrait devoir fournir le numéro de compte susmentionné au moment de présenter une demande dans le cadre d'un programme provincial ou pour obtenir une licence ou un permis. Veuillez utiliser le numéro d'entreprise qui vous a été assigné lorsqu'on vous le demandera, sinon le traitement de vos demandes pourrait être retardé.

Corporate Affairs / Affaires corporatives

Tel./Téléphone: (506) 453-2703

P.O. Box 1998

Case postale 1998

Fax/Télécopieur: (506) 453-2613

Fredericton, NB

Fredericton, NB

<http://www.snb.ca>

Canada E3B 5G4

Canada E3B 5G4



**BUSINESS CORPORATIONS ACT
FORM 4
NOTICE OF DIRECTORS
OR NOTICE OF CHANGE OF DIRECTORS
(SECTION 64, 71)**

**LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 4
LISTE DES ADMINISTRATEURS OU
AVIS DE CHANGEMENT D'ADMINISTRATEURS
(ARTICLE 64, 71)**

1 - Name of Corporation: **Varna Wind, Inc.** Raison sociale de la corporation:

2 - The following persons became directors of this corporation: Liste des personnes devenues administrateurs de la corporation:

Effective Date Date d'entrée en vigueur	D/J	M/M	Y/A	Name/Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
N/A							

3 - The following persons ceased to be directors of this corporation: Liste des personnes qui ont cessé d'être administrateurs de la corporation:

Effective Date Date d'entrée en vigueur	D/J	M/M	Y/A	Name/Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification
N/A					

4 - The directors of this corporation now are: Administrateurs actuels de la corporation:

Name/Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
Timmy-Joe Tuscai	700 Universe Boulevard Juno Beach FL United States 33408	Business Person	
F. Mitchell Davidson	700 Universe Boulevard Juno Beach FL United States 33408	Business Person	

Date	Signature	Description of Office Fonction
2011-05-11	Rodney D. Gould	Incorporator / Fondateur