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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
4/18

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ALLETE, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

Lyssa S. Supinski
(Name of Person)
ALLETE, Inc.
(Firm/Company)
30 West Superior Street
(Address)
Duluth, MN 55802
(City/State and Zip code)

For further information concerning this matter, please call:

Lyssa S. Supinski at (218) 723-3982
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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

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

2. Minnesota 3. 41-0418150
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 25, 1906 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")


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

7. 30 West Superior Street, Duluth, MN 55802
(Principal office address)
30 West Superior Street, Duluth, MN 55802
(Current mailing address)

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: John Natiello
Office Address: 4315 Metro Parkway, Suite 500
Fort Myers, Florida 33916
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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

A. DIRECTORS

Chairman: Donald J. Shippar

Address: 30 West Superior Street

Duluth, MN 55802

Vice Chairman: N/A

Address: _____

Director: Heidi J. Eddins

Address: 30 West Superior Street

Duluth, MN 55802

Director: Peter J. Johnson

Address: 30 West Superior Street

Duluth, MN 55802

B. OFFICERS

President: Donald J. Shippar

Address: 30 West Superior Street

Duluth, MN 55802

Vice President: See Attached

Address: _____

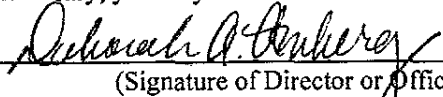
Secretary: Deborah A. Amberg

Address: 30 West Superior Street, Duluth, MN 55802

Treasurer: Donald W. Stellmaker

Address: 30 West Superior Street, Duluth, MN 55802

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Deborah A. Amberg, Sr. Vice President, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA**

Complete Information for Question No. 12:

Directors

Heidi J. Eddins	30 West Superior Street, Duluth, MN 55802
Peter J. Johnson	30 West Superior Street, Duluth, MN 55802
Madeleine W. Ludlow	30 West Superior Street, Duluth, MN 55802
George L. Mayer	30 West Superior Street, Duluth, MN 55802
Roger D. Peirce	30 West Superior Street, Duluth, MN 55802
Jack I. Rajala	30 West Superior Street, Duluth, MN 55802
Donald J. Shippar	30 West Superior Street, Duluth, MN 55802
Nick Smith	30 West Superior Street, Duluth, MN 55802
Bruce W. Stender	30 West Superior Street, Duluth, MN 55802

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Donald J. Shippar	President and Chief Executive Officer	30 West Superior Street Duluth, MN 55802
Deborah A. Amberg	Senior Vice President, General Counsel and Secretary	30 West Superior Street Duluth, MN 55802
Mark A. Schober	Senior Vice President – Accounting, Tax and Audit; and Controller	30 West Superior Street Duluth, MN 55802
Timothy J. Thorp	Vice President – Investor Relations and Corporate Communications	30 West Superior Street Duluth, MN 55802
James K. Vizanko	Senior Vice President – Finance and Chief Financial Officer	30 West Superior Street Duluth, MN 55802
David J. McMillan	Senior Vice President – Marketing and Public Affairs	30 West Superior Street Duluth, MN 55802
Robert J. Adams	Vice President – Utility Business Development	30 West Superior Street Duluth, MN 55802
Warren L. Candy	Senior Vice President – Utility Operations	30 West Superior Street Duluth, MN 55802
Roger P. Engle	Vice President	2915 Hill Avenue Superior, WI 54880
Thomas E. Ferguson	Vice President – Power Delivery & Transmission	30 West Superior Street Duluth, MN 55802
Patrick K. Mullen	Vice President – Human Resources	30 West Superior Street Duluth, MN 55802
Eric R. Norberg	Vice President – Strategic Initiatives	30 West Superior Street Duluth, MN 55802
Claudia Scott Welty	Senior Vice President-Support & Chief Administrative Officer	30 West Superior Street Duluth, MN 55802

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

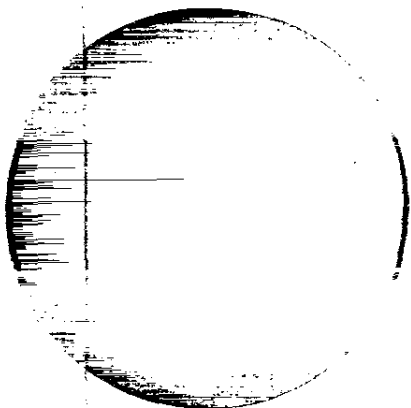
Name: ALLETE, Inc.

Date Formed: 01/25/1906

Chapter Governed By: 302A

This certificate has been issued on 03/29/06.

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06 APR 14 AM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Mary Kiffmeyer
Secretary of State.