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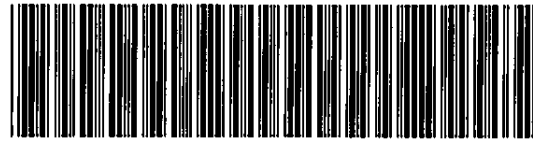
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Landmark Communities, LLC

AN ALLETE COMPANY

March 18, 2014

Registration Section
Division of Corporations
Clifton Building
26612 Executive Center Circle
Tallahassee, FL 32301

Re: Lehigh Acquisition, LLC

To Whom It May Concern:

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:


Danielle M. Ferguson
Florida Landmark Communities, LLC
145 City Place, Suite 300
Palm Coast, FL 32164

For further information concerning this matter, please call: Danielle Ferguson at (386) 446-6226.

Enclosed is a check in the amount of \$150.00 for the filing fees (\$25 for Conversion & \$125 for Articles of Organization).

Thank you.

Sincerely,


Danielle M. Ferguson,
Real Estate Specialist

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to filing of this Certificate of Conversion is:

Lehigh Acquisition Corporation

2. The "Other Business Entity" is a corporation, first organized, formed and incorporated under the laws of **Delaware** on **February 20, 1991**.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

Lehigh Acquisition, LLC

4. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; and 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

5. The plan of conversion has been approved in accordance with Section 605.1041-605.1046, Florida Statutes.

Signed as of this 18 day of March, 2014.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: William I. Livingston

Title: Authorized Representative

Signature(s) on behalf of "Other Business Entity":

Signature: _____

Printed Name: William I. Livingston

Title: Sr. Vice President - Northeast Florida Operations

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR

LEHIGH ACQUISITION, LLC
a Florida Limited Liability Company

The undersigned, an authorized representative of the Member, desiring to form a limited liability company under and pursuant to and in accordance with the Florida Revised Limited Liability Company Act, Section 605.0201, Florida Statutes, as amended from time to time, does hereby adopt the following Articles of Organization for the Limited Liability Company:

ARTICLE I
NAME

The name of the Limited Liability Company is **LEHIGH ACQUISITION, LLC**.

ARTICLE II
DURATION/CONTINUATION

The period of the Limited Liability Company's duration shall be perpetual.

ARTICLE III
ADDRESS OF PRINCIPAL OFFICE

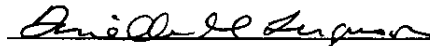
The mailing address and street address of the principal office of the Limited Liability Company is **145 City Place, Suite 300, Palm Coast, Florida 32164**.

ARTICLE IV
REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

Danielle M. Ferguson
145 City Place, Suite 300
Palm Coast, FL 32164

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.


Registered Agent's signature

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ALLAHUA COUNTY FLORIDA

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the Member to admit additional Members and the terms and conditions of such admission shall be stated in the Operating Agreement.

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be manager-managed and the names and addresses of the initial Managers are as follows:

<u>Name</u>	<u>Address</u>
William I. Livingston	145 City Place, Suite 300 Palm Coast, FL 32164
Deborah A. Amberg	300 W. Superior Street Duluth, MN 55802
Alan R. Hodnik	300 W. Superior Street Duluth, MN 55802
Mark A. Schober	300 W. Superior Street Duluth, MN 55802

The Managers of the Company may be changed or additional Managers added at any time by a majority of its Members.

ARTICLE VII
INITIAL MEMBER

The name and business address of the Member is as follows:

<u>Name</u>	<u>Address</u>
ALLETE Properties, LLC	145 City Place, Suite 300 Palm Coast, FL 32164

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TALLAHASSEE, FLORIDA

Assignment of its interest as the Member of the Company shall entitle the assignee thereof to become and to exercise all rights and powers of a Member of the Company.

ARTICLE VIII AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with the Florida Revised Limited Liability Company Act, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX INDEMNIFICATION

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executors, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have, or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Member of the Company shall not adversely affect any right or protection of a Manager or Member existing at the time of such repeal or amendment.

ARTICLE X OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Member.

ARTICLE XI INFORMAL ACTION OF MEMBERS AND MANAGERS

Any action of Member or Managers may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by the Member or Managers who would be entitled to vote upon such action at a meeting.

ARTICLE XII
TRANSFER OF MEMBER'S INTEREST

An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

The undersigned, as an officer and authorized representative of the Member has hereunto set his hand and seal this 18 day of March, 2014.

ALLETE Properties, LLC

By: _____

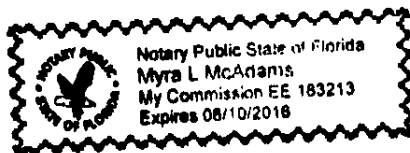
Print Name: William I. Livingston

Title: Sr. Vice President – Northeast Florida Operations

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared William I. Livingston, who is personally known to me and who is described as an officer and authorized representative of the Member, ALLETE Properties, LLC, in and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 18 day of March, 2014.



Notary Public, State of Florida
My commission expires: _____

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TALLAHASSEE, FLORIDA