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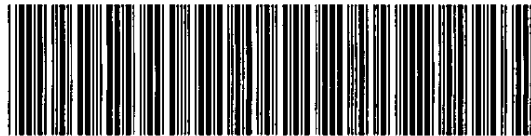
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Merger

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FILED

2009 JUN 30 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AdR

21669



Cape Coral
HOLDINGS, INC.

AN ALLETE COMPANY
◁ ▷

Sent Certified Mail Return Receipt Requested

June 22, 2009

Florida Department of State
Amendment Section (corporations)
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Articles of Merger and Plan of Merger for:

Cape Properties, Inc. with and into Cape Coral Holdings, Inc.

Ladies or Gentlemen:

Enclosed for filing are the Articles of Merger and Plan of Merger for the subject corporations. Also enclosed is a check for \$87.50 (representing \$35 per merging corporation and \$8.75 per certified copy). I am requesting two certified copies of the merger documents to be returned to my attention at the following address:

Laura Holquist
ALLETE Properties, LLC
4315 Metro Parkway
Suite 500
Fort Myers, FL 33916
239-333-3300

Thank you for your help in this matter.

Sincerely,

Laura Holquist
President

Enclosures

FILED

ARTICLES OF MERGER

2009 JUN 30 PM 3:55

CAPE PROPERTIES, INC.
(a Florida corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

with and into

CAPE CORAL HOLDINGS, INC.
(a Florida corporation)

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned ALLETE Properties, LLC, a Minnesota limited liability company ("Parent Company") and sole shareholder of both Cape Properties, Inc., a Florida corporation ("Merging Subsidiary") and Cape Coral Holdings, Inc., a Florida corporation ("Surviving Subsidiary"), hereby adopts the following Articles of Merger.

FIRST: The name and jurisdiction of the surviving corporation is as follows:

Cape Coral Holdings, Inc., a Florida corporation

SECOND: The name and jurisdiction of the merging corporation is as follows:

Cape Properties, Inc., a Florida corporation

THIRD: The Plan of Merger is attached.

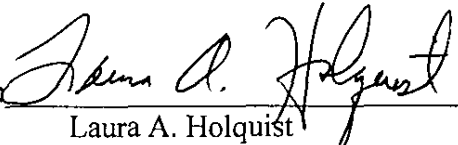
FOURTH: The merger shall become effective upon filing of these Articles of Merger with the Florida Department of State.

FIFTH: Pursuant to Section 607.1104 of the Florida Statutes, shareholder approval of the Plan of Merger is not required.

SIXTH: The Plan of Merger was adopted by the board of governors of the Parent Company, the sole shareholder of both the Merging Subsidiary and the Surviving Subsidiary, effective June 19, 2009.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the Parent Company as of June 19, 2009

ALLETE PROPERTIES, LLC

By 

Laura A. Holquist
Its: President

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by the board of governors of ALLETE Properties, LLC, a Minnesota limited liability company ("Parent Company"), effective June 19, 2009, is submitted in compliance with Chapter 607 of the Florida Statutes.

1. The names and jurisdictions of the parent and each subsidiary corporation are as follows:

Parent Company: ALLETE Properties, LLC, a Minnesota limited liability company

Surviving Subsidiary: Cape Coral Holdings, Inc., a Florida corporation

Merging Subsidiary: Cape Properties, Inc., a Florida corporation

2. On the effective date of the merger, the separate existence of the Merging Subsidiary shall cease and it shall be merged with and into the Surviving Subsidiary and the Merging Subsidiary's stock shall be extinguished.

3. Shareholders of the Surviving Subsidiary and the Merging Subsidiary who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Statutes, may be entitled, if they comply with the provisions of Chapter 607 of the Florida Statutes regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

4. The Articles of Incorporation of the Surviving Subsidiary in effect immediately prior to the effective date of the merger shall remain the Articles of Incorporation of the Surviving Subsidiary.

5. The Bylaws of the Surviving Subsidiary in effect immediately prior to the effective date of the merger shall remain the Bylaws of the Surviving Subsidiary.

6. The officers and directors of the Surviving Subsidiary holding office immediately prior to the effective date of the merger, shall remain the officers and directors of the Surviving Subsidiary and shall hold such positions subject to the provisions of the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Subsidiary.

7. On the effective date of the merger, the Surviving Subsidiary shall succeed to and possess all of the rights, interests, privileges, immunities and franchises, of a public as well as of a private nature, of the Merging Subsidiary. All property (real, personal and mixed) and all debts due on any account, including subscriptions for shares, and all other causes of action, and every other interest of, belonging or due to the Merging Subsidiary shall vest in and be held by the Surviving Subsidiary, without any further act or deed as fully and entirely without change as if the same were held and enjoyed by the Merging Subsidiary, and shall be managed and controlled by the Surviving Subsidiary.

8. The Surviving Subsidiary shall be responsible and liable for all of the debts, liabilities, duties and obligations of the Merging Subsidiary, and any existing claim of or against, or any action pending by or against the Merging Subsidiary may be prosecuted as if the merger had not taken place, or the Surviving Subsidiary may be substituted in the place of the Merging Subsidiary.