

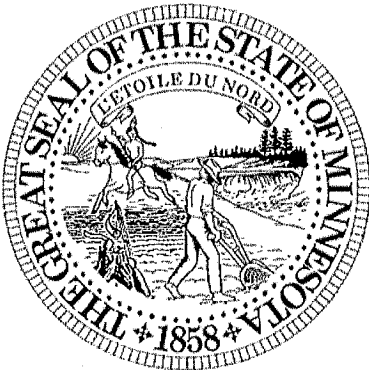
Office of the Minnesota Secretary of State Certification of Record

I, Steve Simon, Secretary of State of Minnesota, do certify that: The filing(s) listed below were filed in the Minnesota computerized/central filing system on the date(s) listed below and that the copies associated with this certification are a true and complete copy of those filings as filed in that system.

Filing(s) filed on:

<u>Filing Date</u>	<u>Filing Type</u>	<u>Filing Number</u>
06/23/2011	Original Filing - Business Corporation (Domestic)	4355324-2

This certificate has been issued on: 10/22/2019



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

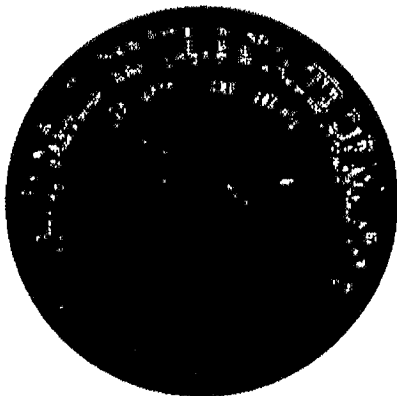
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: ALLETE Clean Energy, Inc.

Corporate Charter Number: 4355324-2

Chapter Formed Under: 302A

This certificate has been issued on 06/23/2011.



Mark Ritchie
Secretary of State

DC OR



ARTICLES OF INCORPORATION
OF
ALLETE CLEAN ENERGY, INC.

30 West Superior Street
Duluth, Minnesota

The undersigned incorporator, being a natural person 18 years of age or older, in order to form a business corporation under pursuant to the Minnesota Business Corporation Act, Chapter 302A, Minnesota Statutes, hereby creates a body corporate and makes the following Articles of Incorporation: ✓

ARTICLE I
Name

The name of the corporation shall be ALLETE Clean Energy, Inc. ✓

ARTICLE II
Registered Office

The registered office of this Corporation is: 30 West Superior Street, Duluth, Minnesota 55802. ✓

ARTICLE III
Purpose

This Corporation shall have general business purposes to carry on any business activity which is lawfully permitted under the laws of the State of Minnesota. This Corporation's powers are to be construed liberally as may be necessary or convenient to effect the Corporation's general business purposes.

ARTICLE IV
Duration

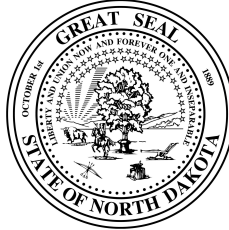
The duration of this Corporation shall be perpetual.

ARTICLE V
Stock

The aggregate number of shares which this Corporation shall have authority to issue is one thousand (1000) shares. The Board of Directors may, from time to time, establish by resolution different classes or series of shares and may fix the rights and preferences of said shares in any class or series. The Board of Directors shall have authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

State of North Dakota

SECRETARY OF STATE



Certificate of Good Standing of ALLETE CLEAN ENERGY, INC.

SOS Control ID#: 0000111968

Certificate #: 017376833

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that, according to the records of this office,

ALLETE CLEAN ENERGY, INC.

a Corporation - Business - Foreign was formed under the laws of MINNESOTA and filed with this office effective November 7, 2011. This entity has, as of the date set forth below, complied with all applicable North Dakota laws.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing.

DATE: October 21, 2019

A handwritten signature in black ink, reading "Alvin A. Jaeger".

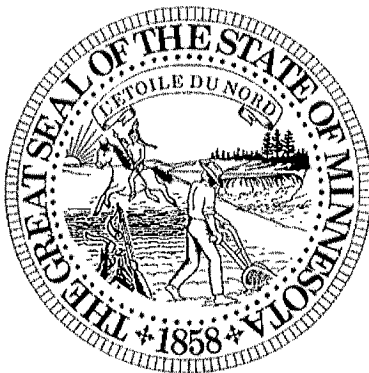
Alvin A. Jaeger
Secretary of State

**Office of the Minnesota Secretary of State
Certificate of Good Standing**

I, Steve Simon, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name: ALLETE Clean Energy, Inc.
Date Filed: 06/23/2011
File Number: 4355324-2
Minnesota Statutes, Chapter: 302A
Home Jurisdiction: Minnesota

This certificate has been issued on: 10/22/2019



Steve Simon

Steve Simon
Secretary of State
State of Minnesota