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Articles of Amendment  
filed 9-11-35

6 pgs.

26395-12

Amendment  
Florida Power  
& Light Company  
Directors

FILED IN OFFICE SECRETARY  
OF STATE, OF THE STATE OF  
FLORIDA, THIS 11<sup>th</sup> DAY OF  
Sept. A. D. 1935  
R. A. GRAY,  
SECRETARY OF STATE  
By [Signature]

SECRETARY OF STATE  
TALLAHASSEE, FLA.

CERTIFICATE OF AMENDMENT  
OF  
AGREEMENT OF CONSOLIDATION  
between

Peninsula Power & Light Company and Southern Utilities Company

forming

FLORIDA POWER & LIGHT COMPANY

SEP 11 1935

FLORIDA POWER & LIGHT COMPANY, a corporation organized under and in pursuance of an Act of the Legislature of the State of Florida, United States of America, entitled "An Act relating to Corporations", approved June 1, 1925, DOES HEREBY CERTIFY:

First: That at a meeting of the Board of Directors of said Florida Power & Light Company, duly called and held on the 9th day of September, 1935, at 10:30 o'clock in the forenoon, a resolution was adopted setting forth a proposed amendment of the Agreement of Consolidation entered into between Peninsula Power & Light Company and Southern Utilities Company, forming Florida Power & Light Company, dated the 16th day of December, 1925, and filed in the office of the Secretary of State of the State of Florida on the 28th day of December, 1925, being the Certificate of Incorporation of said Corporation, as amended by Certificate of Amendment of the said Agreement of Consolidation dated the 13th day of September, 1927, and filed in the office of the Secretary of State of the State of Florida on the 28th day of September, 1927, so that Section 7 thereof shall be and read as follows:

"7. The number of Directors of the consolidated corporation is five (5)."

That by said resolution the advisability of said amendment was declared.

Second: That thereafter an annual meeting of the stockholders of the said Florida Power & Light Company entitled to vote was held upon a waiver of notice signed by all of the stockholders of said Corporation entitled to vote, as permitted by the Act of the Legislature of the State of Florida, hereinbefore mentioned, at the office of the Company at 8 Rector Street, New York, N. Y. on the 9th day of September, 1935, at 12:00 o'clock noon. That at said stockholders'

C. TAX	
FILING	1000
AGENT FEE	
COPY	800
TOTAL	1800
IN BANK	
BALANCE DUE	
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meeting all of the stockholders of record of the said Corporation entitled to vote were present in person or by proxy. That at said meeting the vote of the stockholders of record entitled to vote was taken for and against the proposed amendment, and that upon the canvassing of said votes it appeared that the stockholders of record of said Corporation holding stock in said Corporation entitling them to exercise at least a majority of the voting power, to wit: all of the stockholders of record of said Corporation entitled to vote - had voted in favor of the said amendment.

IN WITNESS WHEREOF, Florida Power & Light Company has made this certificate under its corporate seal and the hands of its Vice President and Assistant Secretary this 9th day of September, 1935.

FLORIDA POWER & LIGHT COMPANY

By

Wm. Darbee  
Vice President

Attest:

W. L. Martin  
Assistant Secretary

STATE OF NEW YORK  
COUNTY OF NEW YORK  
United States of America } ss:

I, the undersigned, a Notary Public in and for the State and County aforesaid, hereby certify that on this 9th day of September, 1935, before me personally appeared Wm. Darbee, a Vice President of Florida Power & Light Company, a corporation organized under the laws of the State of Florida, United States of America, to me well known and known to me to be the person described in and who executed the foregoing instrument as Vice President of said Florida Power & Light Company, and acknowledged the execution thereof to be his free act as such officer for the

uses and purposes therein mentioned, and that the seal affixed thereto is the corporate seal of said Corporation and that said instrument is the act of said Corporation.

WITNESS my hand and official seal at New York, N. Y., United States of America, this 9th day of September, 1935.

*Phyllis Hoffman*

PHYLLIS HOFFMAN  
New York County Clerk's No. 381  
New York Co. Register's No. 7-11-348  
Commission Expires March 30, 1937



State of New York,  
County of New York.

No. **96056** SERIES D Form 1

I, **DANIEL E. FINN**, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of Record, having a seal, DO HEREBY CERTIFY, That

*Phyllis Hoffman*

whose name is subscribed to the deposition or certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such deposition, or proof and acknowledgment, a Notary Public in and for such County, duly commissioned and sworn, and authorized by the laws of said State, to take depositions and to administer oaths to be used in any Court of said State and for general purposes; and also to take acknowledgments and proofs of deeds, of conveyances for land, tenements or hereditaments in said State of New York. And further, that I am well acquainted with the handwriting of such Notary Public, and verily believe that the signature to said deposition or certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, the 9 day of Sept 1935

*Albion Marshall*  
Clerk.