

106395

10002500751--8

Articles of Amendment  
Filed 1-14-44

10pgs.

No.A-6395-w

FLORIDA POWER & LIGHT  
COMPANY

Certificate of amendment  
relating to authorized  
capital stock.

Filed Jan. 14, 1944

FILED IN OFFICE SECRETARY  
OF STATE OF THE STATE OF  
FLORIDA, THIS 14<sup>th</sup> DAY OF  
*January* D. 1944  
R. A. GRAY,  
SECRETARY OF STATE  
*Vli*

W. H. ROGERS  
C. D. TOWERS  
C. A. BAILEY  
L. C. GANE  
F. B. JAMES  
C. A. LUKER  
H. T. JOHNS  
P. V. RITTS  
W. A. SPENCE

ROGERS, TOWERS & BAILEY

ATTORNEYS AT LAW  
CONSOLIDATED BUILDING  
JACKSONVILLE, FLA.

January 12th, 1941

Hon. R. A. Gray  
Secretary of State  
Tallahassee, Florida

Dear Captain Gray:

Enclosed please find certificate of amendment of agreement of consolidation of Florida Power & Light Company.

(1). Immediately upon receipt thereof will you kindly inform us collect advising that you have received this document. This is important as we must advise the corporation in New York City that the document is in your hands ready to be filed as hereinafter specified. We will, therefore, appreciate your wiring us as requested.

(2) This certificate is not to be filed until eleven o'clock A.M., Eastern War Time, Friday, January 11th, but unless you hear from us to the contrary it is to be filed Friday, January 11th, at eleven o'clock A.M. Eastern War Time.

(3) On Friday, January 11th, at eleven o'clock A.M., Eastern War Time, please wire us advising of the filing of the certificate so that we may send telegrams to various interested parties.

We enclose a ten dollar check to cover filing fee.

If it is finally determined not to file the certificate we will telegraph or telephone you to that effect.

We regret to request the foregoing which will cause you considerable unusual trouble, but we will certainly appreciate your co-operation in this instance.

With kind regards, we are

Sincerely yours,



WHR:ZM  
encls.

Charge to the account of

| CLASS OF SERVICE (LENGTH) |          | CLASS  |     |
|---------------------------|----------|--------|-----|
| TELEGRAM                  | DAY      | URGENT | PAY |
| LETTER                    | DEFERRED | URGENT | PAY |
| SERIAL                    | DEFERRED | URGENT | PAY |
| DISPATCH                  | DEFERRED | URGENT | PAY |
| WIRELESS                  | DEFERRED | URGENT | PAY |
| WIRELESS                  | DEFERRED | URGENT | PAY |

Patrons should check class of service marked, otherwise the message will be transmitted as a letter or ordinary telegram.

# WESTERN UNION

1106

A. N. WILLIAMS  
PRESIDENT

NEWCOMB CARLTON  
CHAIRMAN OF THE BOARD

J. C. WILLEVER  
FIRST VICE-PRESIDENT

|                        |
|------------------------|
| CHECK                  |
| ACCOUNTING INFORMATION |
| TIME FILED             |

Send the following telegram, subject to the terms on back hereof, which are hereby agreed to

**WANT A REPLY?**  
"Answer by WESTERN UNION"  
or similar phrases may be  
included without charge.

Tallahassee, Florida  
January 14th 1944

Honorable W. H. Rogers  
Consolidated Building  
Jacksonville, Florida

CERTIFICATE OF AMENDMENT FLORIDA POWER  
& LIGHT COMPANY FILED ELEVEN O'CLOCK A. M. EASTERN WAR  
TIME.

I. R. GRAY  
SECRETARY OF STATE

COLLECT

| CHECK SERVICE DENIED OTHERWISE MESSAGE WILL BE SENT AT FULL RATE |              |
|--|--------------|
| SYMBOLIC   | POSITION     |
| FULL RATE  | FULL RATE    |
| DAY LETTER   | DAY LETTER   |
| NIGHT LETTER   | URGENT       |
| SEMI-DEFERRED  | DEFERRED     |
| RESERVATION  | NIGHT LETTER |
| TOUR-MATE  | SHIP RADIO   |



|            |                 |
|------------|-----------------|
| CHARGE     | ACCOUNT         |
| NUMBER     | NUMBER          |
| CODE NO.   | VALUE           |
| DATE       |                 |
| TIME FILED | CITY/STATE/TIME |

Send the following message, subject to the Company's rules, regulations and rates set forth in its tariffs and on file with regulatory authorities.

January 13, 1944

Loggers, Towers and Bailey,  
Consolidated Building,  
Jacksonville, Fla.

Just received statement Florida Power & Light  
Company and will carry out request as to billing.

Collect R.L. Gray, Sec. of State.

# WESTERN UNION (CO.)

1201

**CLASS OF SERVICE**  
This is a full-rate Telegram or Cablegram unless its deferred character is indicated by a special symbol above or preceding the address.

A. W. WILLIAMS  
PRESIDENT

NEWCOMB CARLTON  
CHAIRMAN OF THE BOARD

J. C. WILLEVER  
FIRST VICE-PRESIDENT

**SYMBOLS**

- DL = Day Letter
- NL = Night Letter
- LC = Deferred Cable
- NLT = Cable Night Letter
- Ship Radiogram

The filing time shown in the class field on telegrams and day letters is STANDARD TIME at point of origin. Time of receipt is STANDARD TIME at point of destination.

JN70 20=CB JACKSONVILLE FLO. 13 252P

1944 JAN 13 11 3 16

HON R A GRAY  
SECRETARY OF STATE

PLEASE WIRE COLLECT WHETHER OR NOT YOU RECEIVED OUR LETTER  
JANUARY TWELFTH ENCLOSING AMENDMENT RE FLORIDA POWER & LIGHT  
COMPANY  
ROGERS TOWERS & BAILEY.

THE COMPANY WILL APPRECIATE SUGGESTIONS FROM ITS PATRONS CONCERNING ITS SERVICE

January 13th  
19 44

Honorable W. H. Rogers  
Consolidated Building  
Jacksonville, Florida

Dear Mr. Rogers:

I am in receipt of your letter of the twelfth enclosing certificate of amendment to the charter of FLORIDA POWER & LIGHT COMPANY with a check for \$10.00 and note your remarks with reference to filing. This instrument will be filed Friday, January 14th, at eleven o'clock A. M., Eastern Standard Time, unless we hear from you to the contrary.

These large corporations are very methodical in all of their business transactions and I note that there is no acknowledgment attached as required under the law and thought it advisable to bring this to your attention. I am not taking the position that it is absolutely necessary but the law expressly says that an acknowledgment shall be attached. This will not delay the filing because as stated it will be filed as above. If the corporation decides to send an acknowledgment I shall be glad to attach same when it is received.

You need not hesitate to call upon me for service at any time regardless of whether or not it is the ordinary procedure of this office as I am always glad to serve you.

Cordially yours,

Secretary of State.

T/T

|                    |       |
|--------------------|-------|
| RECEIVED           | 10 00 |
| JAN 14 1944        |       |
| SECRETARY OF STATE | 10 00 |
| JAN 14 1944        |       |
| JACKSONVILLE       | 10 00 |
| JAN 14 1944        |       |

JAN 14 1944

CERTIFICATE OF AMENDMENT

OF

AGREEMENT OF CONSOLIDATION BETWEEN  
PENINSULA POWER & LIGHT COMPANY  
AND SOUTHERN UTILITIES COMPANY



SECRETARY OF STATE  
TALLAHASSEE, FLA.

FORMING

FLORIDA POWER & LIGHT COMPANY

FLORIDA POWER & LIGHT COMPANY, a corporation organized under and in pursuance of an Act of the Legislature of the State of Florida entitled "An Act Relating to Corporations" approved June 1, 1925, does hereby certify:

First: That at an adjourned session of a meeting of the Board of Directors of said Florida Power & Light Company duly called and held at 4:00 o'clock in the afternoon on January 10, 1944, at No. 2 Rector Street, New York, New York, a resolution was duly adopted setting forth a proposed amendment to the Agreement of Consolidation forming said Company by eliminating Section 3 thereof in its entirety and inserting in lieu thereof a new Section 3 reading as follows:

"Section 3. The maximum number of shares of stock with nominal or par value which the consolidated corporation is authorized to have outstanding at any time is none.

"The maximum number of shares of stock without nominal or par value which the consolidated corporation is authorized to have outstanding at any time is 2,500,000. The capital stock of the consolidated corporation without nominal or par value shall consist of one class of common stock.

"The common stock shall have power to vote, and each holder of such common stock shall be entitled to one vote for each share of such stock standing in his name on the books of the consolidated corporation;"

That at said meeting a resolution was adopted declaring the advisability of said amendment.



Second; That thereafter a special meeting of the Stockholders of said Florida Power & Light Company was duly held upon call by the Board of Directors and waiver of notice filed by the holders of all of the stock of said Company then outstanding and entitled to vote, as permitted by the Act of the Legislature of the State of Florida, at Two Rector Street, New York, N. Y., on January 10, 1944, at 5:00 o'clock in the afternoon; 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 stockholders of record of said Company holding stock in said Company entitling them to exercise at least a majority of the voting power, to wit: the holders of 2,500,000 shares of the capital stock of the Company, being all of the capital stock of the Company issued and outstanding and entitled to vote, had voted in favor of the amendment.

That at said meeting the holders of all of the capital stock of the Company issued and outstanding and entitled to vote were present in person or by proxy, thereby constituting a quorum for the transaction of business.

IN WITNESS WHEREOF, Florida Power & Light Company has made this certificate under its corporate seal and the hands of its President and its Assistant Secretary, this 10th day of January, 1944.

FLORIDA POWER & LIGHT COMPANY

By

  
President

ATTEST:

  
Assistant Secretary.

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) SS:

BEFORE ME personally appeared McGREGOR SMITH and M. K. GILBERT, Jr., to me well known and known to me to be the individuals described in and who executed the foregoing Certificate of Amendment of Agreement of Consolidation between Peninsula Power & Light Company and Southern Utilities Company forming Florida Power & Light Company, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of January, 1944.

*Allice M. Powell*  
Notary Public

ALICE M. POWELL  
NOTARY PUBLIC, STATE OF NEW YORK  
QUALIFIED JANUARY 1, 1934  
EXPIRES JANUARY 1, 1944  
A. S. 100 100 100 100 100  
RENEWED JANUARY 1, 1944  
RENEWED JANUARY 1, 1944