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Articles of Amendment
filed 5-17-55

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~~7~~ pgs.

NO. A-6395 - ss

FLORIDA POWER & LIGHT COMPANY

Amend Art. III by adding sub-
section D - Providing for two
for one split on 3,000,000
shrs con NPV now outstanding.

Attorney:
Anderson Scott McCarthy &
Ingraham Bldg., Preston
Miami, Florida.

Filed in the Office of
the Secretary of State,
State of Florida,

on May 17, 1955 by cdt

R. A. GRAY
SECRETARY OF STATE

ANDERSON SCOTT MCCARTHY & PRESTON

ROBERT H. ANDERSON
PAUL R. SCOTT
ALFRED L. MCCARTHY
WILL M. PRESTON
WILLIAM C. STEEL
GEORGE F. GILLELAND
MARSHALL S. SCOTT
DON G. NICHOLSON
DWAYNE SULLIVAN
WILSON SMITH
GEORGE L. PATTERSON, JR.

May 18, 1955

CABLE ADDRESS
"ANSCO"
TELEPHONE 9-2441
INGRAHAM BUILDING
BOX 1069
MIAMI 6, FLORIDA

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

Re: Florida Power & Light Company -
Charter Amendment

Dear Mr. Gray:

This relates to my May 16th letter to you in connection with the above matter wherein I enclosed eight (8) executed copies of Certificate of Amendment of the above company and requested that you file one (1) executed copy among your records and certify seven (7) executed copies and return such seven (7) certified copies to me.

You handled this matter in a most expeditious manner and such a handling has our thanks and appreciation. You returned to me, however, eight (8) certified executed copies. Hence, I am returning to you one (1) of these copies in order that it may be filed among your records.

I send my regards to you.

Very truly yours,


Will M. Preston

WMP:rk
Enclosure

AIR 32

RECEIVED

1955 MAY 17 AM 8:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

of
AGREEMENT OF CONSOLIDATION
Between

PENINSULA POWER & LIGHT COMPANY
AND SOUTHERN UTILITIES COMPANY
forming
FLORIDA POWER & LIGHT COMPANY

APPROVED AND FILED

Ch. A. Ensey

Florida Power & Light Company, a Florida corporation,
does hereby certify:

First: That at a meeting of the Board of Directors of said Florida Power & Light Company duly called and held at 25 S. E. Second Avenue, Miami, Florida, on February 14, 1955, the following resolution was unanimously adopted:

RESOLVED, that this Board of Directors hereby approves the proposed amendment of the Company's Charter, as follows:

The provisions of Section 3 of the Company's Certificate of Incorporation, as amended, shall be further amended by adding a new subsection (D) thereto reading as follows:

"(D) The Common Stock without par value of the Company issued and outstanding at the close of business May 26, 1955, shall be split on the basis of two shares for one through the issuance on June 13, 1955, to each common stockholder of record at the close of business on May 26, 1955, of one additional share of Common Stock without par value for each share held by a common stockholder at the close of business May 26, 1955, and the aggregate amount of capital represented by the number of shares to be outstanding after such two for one split shall be the same as the aggregate amount of capital represented by the outstanding shares of Common Stock immediately prior to such two for one split, as recorded on the books of the Company."

Second: That thereafter the Annual Meeting of the Stockholders of Florida Power & Light Company was duly held upon call by the Board of Directors and due and statutory notice given the holders of all of the stock of the Company then outstanding and entitled to vote on said amendment, at 25 S. E. Second Avenue, Miami, Florida, on May 16, 1955, at 11:00 o'clock in the forenoon; that by said notice and at said meeting the said amendment was proposed to said stockholders by the Board of Directors; 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 from the Certificate of the Inspectors of Stockholders' Votes and Elections that stockholders of record of said Company holding common stock in said Company entitling them to exercise at least a majority of the voting power, had voted in favor of the amendment.

That at said meeting the holders of 2,555,703 shares of the 3,000,000 shares of the common capital stock of the Company issued and outstanding and entitled to vote at said meeting were present in person or by proxy, thereby constituting a quorum for the transaction of business.

Third: That the capital of Florida Power & Light Company will not be increased or reduced under or by reason of 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 its Secretary, this 16th day of May, 1955.

FLORIDA POWER & LIGHT COMPANY

ATTEST:

W. F. Blaylock
W. F. Blaylock, Secretary

By

H. E. Simpson
H. E. Simpson, Vice President

STATE OF FLORIDA))
) ss
COUNTY OF DADE))

BEFORE ME personally appeared H. E. SIMPSON and W. F. BLAYLOCK, 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 and 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 and that the seal affixed thereto is the corporate seal of said Florida Power & Light Company and that said instrument is the act of said Florida Power & Light Company.

WITNESS my hand and official seal at Miami, Florida, this 16th day of May, 1955.

Notary Public State of Florida at Largo

My Commission expires:

Notary Public, State of Florida at Largo
My commission expires August 16, 1956.
Bonded by American Surety Co. of N. Y.