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Articles of Amendment
filed 10-26-49

6 pgs.

A 6395-44

Amendment
Florida Power
& Light Company
Sec. "g"

Filed in Office Secretary
of State, of the State of
Florida, this 26th day of
October, A. D. 1949

E. M. BRAY
Secretary of State

W. D.

LOFTIN ANDERSON SCOTT McCARTHY & PRESTON

SCOTT M. LOFTIN
ROBERT H. ANDERSON
RALPH R. SCOTT
ALFRED L. McCARTHY
WILLIAM H. PRESTON
SHELBY G. GASKIN
TYRUS A. NORWOOD
WILLIAM S. PRATER
WILLIAM C. STEEL
GEORGE F. GILLELAND
LOUIS J. HECTOR
MARSHALL S. SCOTT

October 24, 1949

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

Dear Mr. Gray:

Re: Florida Power & Light Company
Charter Amendment

I am sending to you herewith original executed
copy of

CERTIFICATE OF AMENDMENT

OF

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

FORMING

FLORIDA POWER & LIGHT COMPANY

C Tax	
FDIN	1000
TA	1
6	1200
FEES	2200
IN BANK	1700
EXAMPLE	500
RECEIVED	

which please cause to be filed among your records.

I am also sending to you herewith six (6) executed
copies of such Certificate of Amendment which please
certify and return to me at your earliest convenience.

I am sending to you herewith our check for \$17.00
which covers the cost (\$5.00) of filing the Certificate of
Amendment and also the cost (\$12.00) of your certifica-
tion of the six (6) copies. If this computation of fees
is erroneous please let us know and check for deficiency
will be sent to you immediately.

Your cooperation in this matter is certainly
appreciated.

Very truly yours,

Will M. Preston
Will M. Preston

WMP:MM
Enclosures

AIR MAIL

CERTIFICATE OF AMENDMENT

OF

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

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 a meeting of the Board of Directors of said Florida Power & Light Company duly called and held at 10:00 o'clock in the forenoon on September 9, 1949, at 25 S. E. Second Avenue, Miami, Florida, a resolution was duly adopted setting forth a proposed amendment to the Agreement of Consolidation forming said Company by eliminating subparagraph (j) of Section 10 thereof in its entirety and inserting in lieu thereof a new subparagraph (j) of Section 10 reading as follows:

"(j) The stockholders may alter or amend the by-laws of consolidated corporation by a majority vote of all the outstanding stock of consolidated corporation entitled to vote given at any meeting duly held as provided in the by-laws, the notice of which includes notice of the proposed alteration or amendment. The Board of Directors may also alter or amend the by-laws at any time by affirmative vote of a majority of the Board of Directors given at a duly convened meeting of the Board of Directors, the notice of which includes notice of the proposed alteration or amendment, subject to the power of stockholders to change or repeal such by-laws; provided that the Board of Directors shall not make or alter any by-law fixing their number, qualifications, classification, or term of office, or change the number of shares required to constitute a quorum for a stockholders' meeting."

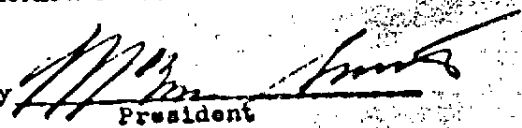
That at said meeting a resolution was adopted declaring the advisability of said amendment.

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 September 13, 1949, at 11:00 o'clock in the forenoon; 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 2,450,000 shares of the common 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 24th day of October, 1949.

FLORIDA POWER & LIGHT COMPANY

By 
President

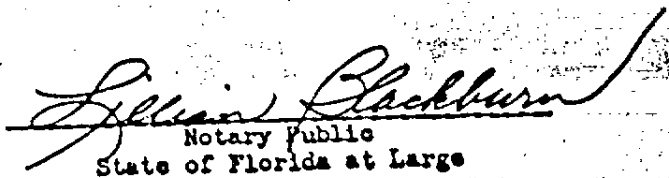
ATTEST:


Assistant Secretary

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

Before me personally appeared McGregor Smith 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 & 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 Florida Power & Light Company.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 24th day of October, 1949.


Notary Public
State of Florida at Large

My Commission Expires:

Sept. 15, 1953