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Articles of Amendment
filed 5-19-52

7 pgs.

A 6395-LL

Florida Power &
Light Company
inc. cap. stock
(See Paper
Inside)

Filed in Office Secretary
of State, of the State of
Florida, this 19 day of
March A. D. 1922

R. A. GRAY
Secretary of State

By

LOFTIN ANDERSON SCOTT McCARTHY & PRESTON

SCOTT M. LOFTIN
ROBERT M. ANDERSON
PAUL R. SCOTT
ALFRED L. McCARTHY
WILL M. PRESTON
WILLIAM S. FRATES
WILLIAM C. STEEL
SHELBY G. GASKIN
GEORGE P. GILLELAND
MARSHALL S. SCOTT
DANIEL P. S. PAUL
FRANCIS W. BANE

May 16, 1952

CABLE ADDRESS
"ANSCO"

TELEPHONE 9-2441

INGRAHAM BUILDING
BOX 200
MIAMI 8, FLORIDA

RECEIVED
MAY 19 1952
STATE

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

Dear Mr. Gray:

Re: Florida Power & Light Company -
Amendment of Charter - Authorizing
Issuance of 350,000 Additional
Shares of Preferred Stock of the
Par Value of \$100 each.

We are sending to you herewith executed original copy of

C TAX	250.00
FILING	1.00
AGENT FEE	2.00
C. COPY	350.00
TOTAL	603.00
N. R.	350.00
ALPH. F. DUE	
RETTING	

CERTIFICATE OF AMENDMENT
OF
AGREEMENT OF CONSOLIDATION
between
PENINSULA POWER & LIGHT COMPANY
AND SOUTHERN UTILITIES COMPANY
forming
FLORIDA POWER & LIGHT COMPANY

dated May 16, 1952, which please file in your office in accordance with law.

By this amendment the issuance of 350,000 additional shares of Preferred Stock of the par value of \$100 each is authorized.

We are also sending to you herewith eight (8) executed copies of the Certificate of Amendment which we would appreciate your certifying and returning to us by return Air Mail. Please tell us what the Air Mail charges are so that we may reimburse you therefor.

We enclose herewith check of Florida Power & Light Company for \$3534.00 made payable to you and covering

AIR MAIL

Honorable R. A. Gray

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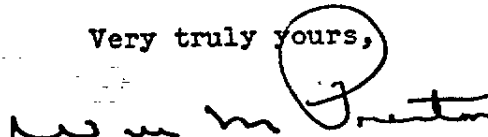
May 16, 1952

\$3500.00	Fee for additional 350,000 shares of Preferred Stock
\$10.00	Filing of Certificate
\$24.00	Certification of copies.

Please check the correctness of these amounts.

Thank you so much for your handling of this matter.

Very truly yours,



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 and existing 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 Florida Power & Light Company, duly called and held on the 11th day of February, 1952, at 10 o'clock in the forenoon, at 25 Southeast Second Avenue, Miami, Florida, the resolutions attached hereto, made a part hereof as if set out in words and figures herein and marked Exhibit A and setting forth proposed amendment to Section 3(A) of the Company's charter (Agreement of Consolidation between Peninsula Power & Light Company and Southern Utilities Company forming Florida Power & Light Company, and filed in the office of the Secretary of State of the State of Florida on December 31, 1925) as heretofore amended, and declaring the advisability of said amendment, were duly adopted.

That at said meeting and as shown by said Exhibit A a resolution was adopted by the Board of Directors declaring the advisability of said amendment.

SECOND: That thereafter the annual meeting of the stockholders of said 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, as required by the said Act of the Legislature of the State of Florida, at Room 243, Ingraham Building, 25 Southeast Second Avenue, Miami, Florida, on May 12, 1952, at 11:00 o'clock in the forenoon; that at said meeting the vote of 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 Inspectors of Stockholders' Votes


and Elections that stockholders of record of said Company holding 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 2,004,724 shares of the 2,450,000 shares of 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.


IN WITNESS WHEREOF, Florida Power & Light Company has made this Certificate under its corporate seal and the hands of its Vice President and Secretary, this 16th day of May, 1952.

FLORIDA POWER & LIGHT COMPANY

By


H. E. Simpson
Vice President

Attest:


M. B. McDonald
Secretary

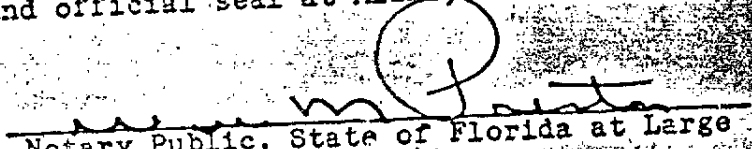
STATE OF FLORIDA }

COUNTY OF DADE }

ss.

Before me personally appeared H. E. SIMPSON and M. B. McDONALD, 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 said Florida Power & Light Company.

WITNESS my hand and official seal at Miami, Florida, this 16th day of May, 1952.


Notary Public, State of Florida at Large
My Commission expires:

Notary Public, State of Florida at Large
My Commission expires August 16, 1953.
Bonded by American Surety Co. of N. Y.

EXHIBIT A

Resolutions of Board of Directors Approving and Declaring Advisable Amendment to Certificate of Incorporation.

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

The provisions of subsection (A) of Section 3 of the Company's Certificate of Incorporation, as amended, shall be further amended to read as follows:

"3(A) The total authorized number of shares of stock of this Company shall be 20,500,000 shares, of which 20,000,000 shares shall be Common Stock without par value, 100,000 shares shall be 4% Preferred Stock of the par value of \$100 each, 50,000 shares shall be 4% Preferred Stock, Series A (hereinafter sometimes called 'Series A Stock') of the par value of \$100 each, and 350,000 shares shall be Preferred Stock (as a class distinguished from the 4% Preferred Stock and Series A Stock and hereinafter sometimes called 'Preferred Stock') of the par value of \$100 each. All shares of Preferred Stock and each series thereof shall be alike and identical in every particular and all shares of Preferred Stock and each series thereof shall be of equal rank and dignity with and have the same distinguishing characteristics, hereinafter described in this Section 3, and each series of the Preferred Stock shall have the distinguishing characteristics of the Series A Stock hereinafter described in this Section 3 which shall be read as though the designation of such series of the Preferred Stock were substituted for 'Series A Stock' wherever such term 'Series A Stock' hereinafter appears in this Section 3 (but such designation shall not be so substituted in subsections (B)(3)(c) and (B)(3)(d) thereof and in both such subsections the shares of the Preferred Stock and each series thereof shall, irrespective of whether or not any shares of the 4% Preferred Stock or of the Series A Stock are at the time outstanding, be deemed to be shares of stock ranking on a parity with the 4% Preferred Stock or the Series A Stock as to dividends or distributions), except with respect to the following: (a) the number of shares to constitute each such series and the distinctive designation thereof; (b) the annual rate or rates of dividends payable on shares of such series and the date from which such dividends shall commence to accrue; and (c) the amount or amounts payable upon redemption thereof, and subject to applicable provisions of the Certificate of Incorporation, as amended, the manner of effecting such redemption, and which different characteristics in (a), (b) and (c) shall be stated and expressed in the resolution or resolutions providing for the issue of Preferred Stock or any series thereof adopted by the Board of Directors or by the duly constituted Executive Committee of the Company. The distinguishing characteristics of the Preferred Stock shall survive the redemption or other retirement of the Series A Stock."

RESOLVED, that the proposed amendment of the Company's Certificate of Incorporation, as set forth in the foregoing resolution, be and hereby is declared advisable.