

106395

700002500747--0

Articles of Amendment
filed 3-3-47

10 pgs.

A-6395-(a)

Amendment to
Florida Power
& Light Company

Amending
Sections III,
VII, VIII & eliminating
sect. VI.

FILED IN OFFICE SECRETARY
OF STATE, OF THE STATE OF
FLORIDA, THIS 3rd DAY OF
March A. D. 1947

R. A. GRAY,
SECRETARY OF STATE

B. J.

CLASS OF SERVICE		CLASS	
CONNECTION	CLASS	CLASS	CLASS
TELEGRAM	ORDINARY		
DAY	NIGHT		
NO. OF	RECEIVED		
RECEIVED	NO. OF		
RECEIVED	RECEIVED		
RECEIVED	RECEIVED		
RECEIVED	RECEIVED		

Patrons should note that this service is subject to the provisions of the Western Union Telegraph Company's regulations.

COPY OF WESTERN UNION TELEGRAM

March 3, 1947

Messrs. Loft'n, Anderson, Scott, McCarthy & Preston
Box 1009
Ingraham Building
Miami 6, Florida

Amendment to FLORIDA POWER & LIGHT COMPANY filed today.

R. A. Gray
Sec. of State

:Coll: ct

Honorable R. A. Gray

-2-

February 28, 1947

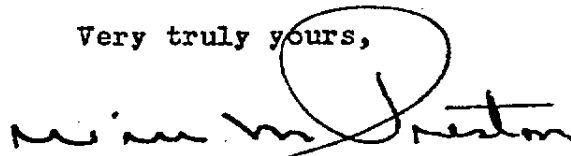
Amendment and with respect to shares authorized, including shares authorized in the original filing on December 28, 1925. In this connection, we point out to you that when the said Agreement of Consolidation was originally filed in your office on December 28, 1925, the filing fee therefor was based on a maximum number of nominal or non-par stock up to a maximum number of 6,100,000, which amount was subsequently reduced to 2,500,000 and is now being increased to 20,000,000. As heretofore stated when the original Agreement of Consolidation was filed in your office on December 28, 1925, the filing fee was based upon authorized outstanding without par value shares of 6,100,000.

Please let us have with the certified copies your invoice for all fees in connection with this filing, including fees for the certified copies. Such invoice will receive our and Florida Power & Light Company's attention and check in payment therefor will be sent to you by return air mail. We ask that the matter be handled on this basis so that the invoice will be correct.

Please wire me collect when the original executed Certificate of Amendment is filed in your office.

Your usual splendid cooperation and assistance in this matter are greatly appreciated.

Very truly yours,



WILL M. PRESTON

WMP:RD

CC:

Mr. R. A. Henderson, with executed copy of Certificate of Amendment
Documentary Files, " " " "
Mr. J. S. Green
Mr. H. L. Al
Mr. McGregor Smith

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 11:45 o'clock in the morning on February 5, 1947, at 25 Southeast Second Avenue, Miami, Florida, resolutions were duly adopted setting forth the proposed amendments to the Agreement of Consolidation forming said Company, said resolutions being as follows:

Resolution No. 1

RESOLVED that section 3 of the Agreement of Consolidation forming this Company, as amended, be amended to read as follows:

"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 20,000,000. 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, in person or by proxy, for each share of such stock standing in his name on the books of the consolidated corporation. At all elections of directors of the Company each holder of record of common stock shall be entitled to as many votes, in person or by proxy, as shall equal the number of shares of stock owned by him multiplied by the number of directors to be elected, and each holder of record of common stock may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them as he may see fit.

"Upon any issue for money or other consideration of any stock of the Company that may be authorized from time to time, no holder of stock irrespective of the kind of such stock shall have any preemptive or other right to subscribe for, purchase or receive any proportionate or other share of the stock so issued, but the Board of Directors may dispose of all or any portion of such stock as and when it may determine free of any such rights, whether by offering the same to stockholders or by sale or other disposition as said Board may deem advisable; provided, however, that if the Board of Directors shall determine to offer any new or additional shares of Common Stock, or any security convertible into Common Stock, for money, other than by a public offering of all of such shares or an offering of all of such shares to or through underwriters or investment bankers who shall have agreed promptly to make a public offering of such shares, the same shall first be offered pro rata to the holders of the then outstanding shares of Common Stock of the Company upon terms not less favorable to the purchaser (without deduction of such reasonable compensation, allowance or discount for the sale, underwriting or purchase as may be fixed thereafter by the Board of Directors) than those on which such stock or securities to other than such holders of Common Stock; and provided further, that the time within which such preemptive rights shall be exercised may be limited by the Board of Directors to such time as to said Board may seem proper, not less, however, than twenty days after mailing of notice that such stock rights are available and may be exercised. The consideration received by the Company from the issuance and sale of any additional shares of Common Stock without par value shall be entered in the capital stock account. The foregoing provisions of this paragraph shall not be changed unless the holders of record of not less than two-thirds (2/3) of the number of shares of Common Stock then outstanding shall consent thereto in writing or by voting therefor in person or by proxy at the meeting of stockholders at which any such change is considered.

"Certificates of stock shall be signed by the President or a Vice-President and the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary. Where such certificate is signed (1) by a transfer agent or an assistant transfer agent or (2) by a transfer clerk acting on behalf of such corporation and a registrar, the signature of any such President, Vice-President, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary may be facsimile. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any such certificate or certificates shall cease to be such officer or officers of such corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by such corporation,

such certificate or certificates may nevertheless be adopted by such corporation and be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of such corporation. The corporate seal, if any, upon such certificate may be facsimile, engraved or printed.

"The number of shares of common stock of the Company now outstanding shall be changed from 2,500,000 to 2,000,000 but this change in the number of shares shall not operate as a reduction of the number of shares of stock which the consolidated corporation is authorized to have outstanding."

Resolution No. 2

RESOLVED that Section 7 of the Agreement of Consolidation forming this Company, as amended, be amended to read as follows:

"7. The number of directors of the consolidated corporation is nine (9)."

Resolution No. 3

RESOLVED that section 10 of the Agreement of Consolidation forming this Company be amended by eliminating therefrom the entire context of subparagraph (f) thereof.

Resolution No. 4

RESOLVED that subparagraph (h) of section 10 of the Agreement of Consolidation forming this Company be amended to read as follows:

"(h) Any director may be removed and his place filled at any meeting of the stockholders by the vote of a majority of the outstanding stock of the consolidated corporation entitled to vote. Vacancies in the Board of Directors (except vacancies arising from the removal of directors or from any increase in number of directors as a result of the amendment of section 7 of this Agreement) shall be filled by the directors remaining in office."

Resolution No. 5

RESOLVED that subparagraph (l) of section 10 of the Agreement of Consolidation forming this Company be amended by eliminating the entire last sentence therefrom beginning with the words "No such written consent or vote (a) shall decrease the amounts which the holders of outstanding \$7 Preferred Stock are entitled" and ending with the words "and the \$6 Preferred Stock (irrespective of class) present and voting in person or by proxy at the meeting at which said vote is cast."

Resolution No. 6

RESOLVED that the Agreement of Consolidation forming this Company, as amended, be further amended by eliminating therefrom in its entirety section 11 thereof commencing with the words "The mode of carrying the consolidation into effect" and ending with the words "and for cancelling the shares of stock of the Constituent Corporations as herein provided, and for all other purposes of this Paragraph 11."

That at said meeting a resolution was adopted declaring the advisability of each of the six amendments aforesaid.

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 25 Southeast Second Avenue, Miami, Florida, on February 7, 1947, at 2:30 o'clock in the afternoon; that at said meeting the vote of the stockholders of record entitled to vote was taken for and against each of the six proposed amendments aforesaid 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 each of the six amendments aforesaid.

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 28th day of February, 1947.

FLORIDA POWER & LIGHT COMPANY

By

W. F. Lawrence
President

ATTEST:


W. F. Lawrence
Assistant Secretary

STATE OF FLORIDA }
COUNTY OF DADE }

SS:

I, the undersigned, a Notary Public in and for the State and County aforesaid, hereby certify that on this 28th day of February, 1947, before me personally appeared MCGREGOR SMITH, 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 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 Miami, Florida, United States of America, this 28th day of February, 1947.


Notary Public
State of Florida at Large

My Commission expires:
Notary Public, State of Florida at Large.
My commission expires August 16, 1947.
Bonds by American Surety Co. of N. Y.