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Articles of Amendment

Filed 5-16-51 8:27 AM

6 pgs.

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Florida Power
& Light Company

Amendment to

Charter filed

May 16-51

Filed in Office Secretary
of State, of the State of
Florida, this 14 day of

May A. D. 1951

R. A. GRAY

Secretary of State

By W. J.

No. 2 -

LOFTIN ANDERSON SCOTT McCARTHY & PRESTON

SCOTT M. LOFTIN
ROBERT H. ANDERSON
PAUL R. SCOTT
ALFRED L. McCARTHY
WILL M. PRESTON

SMELBY G. GASKIN
WILLIAM S. FRATES
WILLIAM C. STEEL
GEORGE F. GILLELAND
LOUIS J. HECTOR
MARSHALL S. SCOTT
DANIEL R. & PAUL

May 14, 1951

CABLE ADDRESS
"ANSCO"

TELEPHONE 9-2441

INGRAM 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
Amendment of Charter - LETTER NO. TWO.

Handwritten note: 1000 copies of Certificate of Amendment and Agreement of Consolidation. Initials: R.A.G., W.C.S., L.J.H., M.S.S., D.R. & P.

We are sending to you herewith executed original copy of

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

dated May 14, 1951, which you will please file in your office only after the Certificate of Amendment attached to our May 14, 1951 LETTER NO. ONE has been filed. When so filing please have your records show the hour or time of the filing and please have your certificates as to true copies show such hour or time of filing.

By this amendment the right of a holder of common stock to exercise the right of cumulative voting is eliminated. Since such right was incorporated in the Amendment shown in Certificate attached to our LETTER NO. ONE and since such right was eliminated after the adoption of the amendment shown in Certificate attached to our LETTER NO. ONE it has been deemed advisable by the financing lawyers that the Certificate attached to this LETTER NO. TWO be filed subsequent in point of time to the Certificate attached to our LETTER NO. ONE.

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. Let us know what the Air Mail charges are and we shall reimburse you for same.

RECEIVED
1951 MAR 16 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AIR 32

Honorable R. A. Gray

-2-

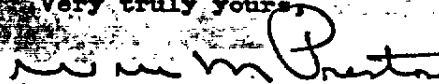
May 14, 1951

We enclose herewith our check for \$34 made payable to you
and covering

\$10.00 filing of certificate
\$24.00 certification of copies.

Thanks a million for everything.

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 said Florida Power & Light Company, duly called and held on the 2nd day of April, 1951, at 2:00 o'clock in the afternoon, at 25 South-east Second Avenue, Miami, Florida, it was unanimously resolved that the Board of Directors approves the proposed amendment of the Company's charter (Certificate of Incorporation 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 28, 1925) as heretofore amended, as follows:

"For the purpose of eliminating the right of the holders of the Common Stock of the Company to cumulate the votes entitled to be cast by them at elections of directors of the Company heretofore vested in them by any of the provisions of the Certificate of Incorporation of the Company, as amended by any amendments heretofore adopted by vote of the stockholders of the Company, and as will be vested in them by Paragraph (2) of Subsection (C) of Section 3 of the Amendment embodied in proposed Amendment No. 3 heretofore approved at this meeting, the said Subsection (C) of Section 3 shall be amended by eliminating therefrom all of paragraph (2) of the said Subsection (C) reading as follows:

'(2) At 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 such 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.'

and by changing the numeral "(3)" appearing at the beginning of the existing paragraph (3) of the said Subsection (C) to the numeral "(2)".

That at said meeting a resolution was unanimously adopted by the Board of Directors of Florida Power & Light Company 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 on said amendment, as required by said Act of the Legislature of the State of Florida, at 25 Southeast Second Avenue, Miami, Florida, on May 14, 1951, at 2:00 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 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 1916,459 shares of the 2,450,000 shares of 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.

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 14th day of May, 1951.

FLORIDA POWER & LIGHT COMPANY

By *J. J. Moran*
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 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 14th day of May, 1951.

William Blackburn
Notary Public, State of Florida, at Large

My Commission expires: *Sept. 15, 1955*