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Articles of Amendment  
filed on 7-6-54



A-6395-rr

FLORIDA POWER & LIGHT COMPANY

Certificate under Section  
608.14 (3) (for record only).

Filed in Office Secretary  
of State, of the State of  
Florida, this <sup>6th</sup> day of  
*July* A. D. *1954*  
R. A. GRAY  
Secretary of State

By *ST*





# FLORIDA POWER & LIGHT COMPANY

MIAMI 30, FLORIDA

June 30, 1954

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

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1954 JUL -6 PM 4:28

Dear Mr. Gray:

Re: Florida Power & Light Company -  
Charter Amendments.

Heretofore the Certificate of Incorporation of Florida Power & Light Company has been amended so as to authorize 350,000 shares of a new class of Preferred Stock, issuable in series, the Board of Directors or the duly constituted Executive Committee of the Company to fix: (a) the number of shares to constitute each 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 (See amendment filed in your office on May 19, 1952).

On June 30, 1954, the Board of Directors of Florida Power & Light Company established a new series of Preferred Stock of the Company, designated "4.32 % Preferred Stock, Series D", fixed the dividend rate for each share of the Preferred Stock, Series D, at \$4.32 per share per annum, cumulative from and after July 1, 1954, fixed the redemption price for such shares and authorized the issue of 50,000 shares of such series. We attach hereto and mark Exhibit A a true copy of the Resolution adopted by the Board of Directors.

Even though Section 612.09, Florida Statutes, as amended, and Section 608.14(3), Florida Statutes make



Honorable R. A. Gray

-2-

June 30, 1954

provision for elective or optional filing with you of evidence of the action mentioned in the preceding paragraph and in attached Exhibit A we advise you of such action so that your corporate files with respect to Florida Power & Light Company will show the same; however, this advice is for information and file purposes only and is not the filing provided for in Sections 612.09 and 608.14(3), supra, but this filing is independent of the provisions of such Sections and is not to be considered as a part of the Company's Certificate of Incorporation, as amended.

We respectfully ask that you accept this letter and file and maintain it and Exhibit A attached thereto in your corporate files with respect to Florida Power & Light Company and only on the basis above stated.

Your advising me by return mail of your receipt of this letter and Exhibit A attached thereto and of such filing for information purposes only will be greatly appreciated.

If there are any charges for your services in this matter please send invoice to me and it will be paid immediately.

Very truly yours,

FLORIDA POWER & LIGHT COMPANY

By

*H. E. Simpson*  
H. E. Simpson  
Vice President and Comptroller

HES:dj



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1954 JUL -6 PM 4:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 6, 1954

Mr. H. E. Simpson  
Vice-President and Comptroller  
Florida Power & Light Company  
Miami 30, Florida

Dear Mr. Simpson:

I have your letter of the thirtieth with Exhibit A attached relating to the issue of a new series of Preferred Stock by the FLORIDA POWER & LIGHT COMPANY, a Florida corporation and same has been duly filed in this office as of today for information purposes only.

With kindest regards, I am

Respectfully yours,

Secretary of State

/mhd



RESOLVED, that the Board of Directors hereby establishes and authorizes the issue of a new series of the Preferred Stocks of the Company and hereby fixes the number of shares to constitute the new series and the distinctive designation of the series, the annual rate of dividends payable on such shares and the date from which dividends shall accumulate, the amount payable upon redemption and the manner of effecting redemption with respect to such new series of Preferred Stock as follows:

(a) The new series of Preferred Stock established by this resolution is hereby designated "4.32% Preferred Stock, Series D".

(b) The 4.32% Preferred Stock, Series D is hereby authorized to be issued in the amount of 50,000 shares.

(c) The dividend rate of the 4.32% Preferred Stock, Series D shall be \$4.32 per share per annum and no more, and dividends on the 50,000 shares of 4.32% Preferred Stock, Series D shall accumulate from and after July 1, 1954.

(d) The Company, by a majority vote of its Board of Directors, may at any time redeem all of the 4.32% Preferred Stock, Series D or may from time to time redeem any part thereof by paying in cash a redemption price consisting of the sum of:

(i) \$6.50 per share if redeemed on or prior to May 31, 1959; \$5.50 per share if redeemed on or after June 1, 1959 and before June 1, 1964; \$4.50 per share if redeemed on or after June 1, 1964 and before June 1, 1969; and \$3.50 per share if redeemed on or after June 1, 1969;

(ii) in each instance \$100 per share;

(iii) an amount equivalent to the accumulated and unpaid dividends in each instance, if any, to the date of redemption.

(e) The manner of effecting such redemption shall be that applicable to the 4-1/2% Preferred Stock, Series A.

(f) Except as above set forth, the 4.32% Preferred Stock, Series D shall possess all of the characteristics of the 4-1/2% Preferred Stock, Series A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Ch. A. Gray*