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Articles of Amendment
filed 5-13-64

8 pgs.

A 6395 - 000

FLORIDA POWER & LIGHT COMPANY

Amend ART 3 Inc cap to
50,500,000 com NPV; 100,000
shs 4 $\frac{1}{2}$ pref @ \$100., 50,000
4 $\frac{1}{2}$ pref series A @ \$100., &
350,000 pref @ \$100.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by MRC, on May 13, 1964.

TOM ADAMS
SECRETARY OF STATE

SCOTT MCCARTHY PRESTON & STEEL

1414 FIRST NATIONAL BANK BUILDING

MIAMI 32, FLORIDA

HAIL W SCOTT
ALFRED L MCCARTHY
WILL M PRESTON
WILLIAM J STEEL
PHILIP GOLDMAN
MARSHALL S SCOTT
DWAYNE SULLIVAN

TALBOT D ALEMBERT
JAMES H SWENY B

GEORGE W BRIGHT JR
WILSON SMITH
WILLIAM R ALLIAN
FRANCIS L WATTERSON JR
EUGENE J HERBERT
WM FENNET JONES
JERRY B CROCKETT

FRAN 16 7-264

March 16, 1964

Honorable Tom Adams
Secretary of State
State of Florida
Tallahassee, Florida

Re: Florida Power & Light Company -
Charter Amendment

Dear Mr. Adams:

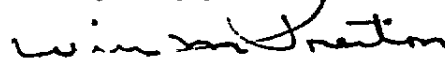
At the May 11, 1964 Annual Meeting of Stockholders of Florida Power & Light Company the stockholders will vote on a proposal providing that the total authorized shares of stock of the Company be increased from 20,500,000 shares to 50,500,000 shares. The entire increase will be in no par value stock. *5 23.24*

In the event the charter amendment is approved by the stockholders, the Company will file with you appropriate statutory certificate evidencing such increase in total authorized shares.

Giving consideration to the provisions of Section 608.05(5)(a), Florida Statutes, and to the fee and filing tax payments heretofore made and of record in your office, your advice as to the amount of filing fee which would be paid to you upon the filing of the charter amendment so increasing the number of authorized shares of stock will be greatly appreciated.

Your usual fine courtesy and cooperation are greatly appreciated.

Very truly yours,



WILL M. PRESTON

WMP:ms

March 20, 1964

Messrs. Scott, McCarthy, Preston & Steel
1414 First National Bank Building
Miami 32, Florida
Attention: Will M. Preston, Esquire

Gentlemen:

This will acknowledge receipt of your letter of March 16 requesting the cost of filing an amendment to Florida Power & Light Company increasing its authorized capital stock from 20,500,000 to 50,500,000, no par value.

The total cost of filing is \$30,009, apportioned as follows:

Charter tax on increase-----	\$30,000.00
Filing fee-----	5 00
Certified copy (if desired)-----	3.00

Assuring you of our desire to be of assistance in every way, I remain

Sincerely,

TOM ADAMS
Secretary of State

By
(Mrs.) Nettie Sims
Information Supervisor
Corporations Division

Enclosure

Tabulation of fees

SCOTT MCCARTHY PRESTON & STEEL

1114 FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

PAUL R SCOTT
ALFRED L MCCARTHY
WILL M PRESTON
WILLIAM C STEEL
PHILLIP GOLDMAN
MARSHALL B SCOTT
GWINGT SULLIVAN

GEORGE W WRIGHT, JR.
WILSON SMITH
WILLIAM S RILLIAN
GEORGE L PATTERSON, JR.
ERNEST J HOWETT
WM EMMET JONES
JERRY B CROCKETT

FRANKLIN 7-3611

TALBOT D'ALEMBERTZ
JAMES H. SWEENEY, S

May 12, 1964

AIR MAIL

Honorable Tom Adams
Secretary of State
State of Florida
Tallahassee, Florida

MAY 13 1964
MAY 13 1964
MAY 13 1964

Re: Florida Power & Light Company - Amendment
of Charter - Increase of Authorized Shares
of Stock from 20,500,000 to 50,500,000

Dear Mr. Adams:

Attached are:

- (a) Six (6) executed copies of May 11, 1964 Certificate of Amendment of Agreement of Consolidation between Peninsula Power & Light Company and Southern Utilities Company forming Florida Power & Light Company;
- (b) Five (5) conformed copies of such May 11, 1964 Certificate;
- (c) Check of Florida Power & Light Company in the amount of \$30,035.00 made payable to you.

RECEIVED
MAY 13 3 06 PM '64
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. TAX	30,000.00
FILING	5.00
R. AGENT FEE	
C. COPY	30.00
TOTAL	30,035.00
N. BANK	30,035.00
BALANCE DUE	
REFUND	

The check covers payment of:

Charter Tax	\$30,000.00
Filing Fee	5.00
Ten (10) Certified copies	30.00
Total	\$30,035.00

(See your March 20, 1964 letter to this firm as to the above fees.)

If all is in order, please file one of the executed copies among your records and certify the other five (5) executed copies and

SCOTT MCCARTHY PRESTON & STEEL

Honorable Tom Adams
Secretary of State
Page Two

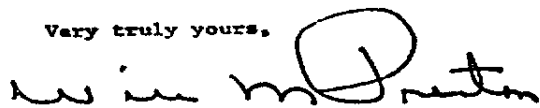
May 12, 1964

the five (5) conformed copies and return them to me along with your receipt for payment of the above items.

For your convenience in handling, I enclose an addressed and stamped air mail envelope. Your handling as soon as convenient with you will be greatly appreciated.

Thank you ever so much.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Will M. Preston".

WILL M. PRESTON

WMP:ms
Enclosures

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

[Signature]
APPROVED AND FILED

Florida Power & Light Company, a Florida corporation, does hereby certify:

FIRST: That at a meeting of the Board of Directors of said Florida Power & Light Company duly called and held at 25 S. E. Second Avenue, Miami, Florida on February 17, 1964, the following resolutions were unanimously adopted:

RESOLVED, that that portion of the first sentence of Article 3(A) of the Company's Charter reading as follows:

"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,"

shall be amended to read as follows:

"The total authorized number of shares of stock of this Company shall be 50,500,000 shares, of which 50,000,000 shares shall be Common Stock without par value,"

RESOLVED, that the proposed amendment of the Company's Charter, as set forth in the foregoing resolution, be and the same is hereby approved.

SECOND: That thereafter the Annual Meeting of the Stockholders of 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, in the Assembly Room on the Main Floor of the Dupont Plaza Hotel, 300 Biscayne Boulevard Way, Miami, Florida, on May 11, 1964, at 2:00 P.M.; that by said notice and at said meeting the said amendment was proposed to said stockholders by the Board of Directors; 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 12,391,415 shares of the 13,600,000 shares of the 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.

THIRD: That the capital of Florida Power & Light Company will not be increased or reduced under or by reason of said amendment.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 13 3 04 PM '64

RECEIVED

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 11th day of May, 1964.

FLORIDA POWER & LIGHT COMPANY

By *Ben H. Fuqua*
Ben H. Fuqua
Vice President

ATTEST
W. F. Blaylock
W. F. Blaylock
Secretary

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME personally appeared BEN H. FUQUA and W. F. BLAYLOCK, to me well known and known to me to be the individuals described in and who executed the Certificate of Amendment of Agreement of Consolidation between Florida Power & Light Company and Southern Utilities Company, Florida Power & Light Company, and acknowledged before me they executed the same for the purposes therein expressed and they affixed thereto the corporate seal of said Florida Power & Light Company and that said instrument is the act of said Florida Power & Light Company and that the recitals therein are true and correct.

WITNESSED my hand and seal this 11th day of May, 1964.

William Blackburn
Notary Public, State of Florida at Large

Notary Public, State of Florida at Large.
My commission expires Sept. 15, 1965

My commission expires: _____