

106395

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Articles of Amendment  
filed 1-5-72

7 pgs.

A-6395 (jjj)

FLORIDA POWER & LIGHT  
COMPANY

Amend. amending SECTION  
3(A) inc. cap stk to  
50,000,000 shs com @ NPV,  
100,000 shs 4  $\frac{1}{2}$ % pref @  
\$100, 50,000 shs 4  $\frac{1}{2}$ % pref

Series A @ \$100 and 4,850,000 shs  
pref stk @ \$100 filed 1/5/72

FILED IN OFFICE OF DEPARTMENT  
OF STATE. STATE OF FLORIDA.

by mp . on 1/5/72

RICHARD (DICK) STONE  
SECRETARY OF STATE

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MCCARTHY STEEL HECTOR & DAVIS

FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

January 4, 1972

ALFRED L. MCCARTHY  
WILLIAM C. STEEL  
LOUIS J. HECTOR  
GARREY A. DAVIS  
DWIGHT SULLIVAN  
WILLIAM B. KILLIAN  
GEORGE L. PATTERSON  
ERNEST J. HEWETT  
JERRY B. CROCKETT  
WILSON SMITH  
TALBOT D'ALEMBERT  
JAMES H. SWEENEY, III  
JOHN EDWARD SMITH  
NORMAN A. COLL  
DENNIS G. KING  
SHEPARD KING  
ARDEN DOSS, JR.  
MATTHEW M. CHILDS  
BARRY R. DAVIDSON  
NOEL H. NATION  
BRUCE S. RUSSELL

PAUL R. SCOTT  
1988 1987  
WILLIAM B. ROBERTSON  
OF COUNSEL  
TELEPHONE  
1305 377-3611

Honorable Richard (Dick) Stone  
Secretary of State  
State of Florida  
Tallahassee, Florida

Re: Florida Power & Light Company - 14  
Amendment of Charter - Authorizing  
Issuance of 4,500,000 Additional  
Shares of Preferred Stock of the  
Par Value of \$100 each.

JAN - 58	1	33800	***140.00
JAN - 58	9	33100	***15.00
ON JAN	21	33600	*12,500.00
FILING	5	33500	*50,000.00
IDENT	7	33400	*50,000.00
C. COPY	14	33300	*50,000.00
TOTAL			
R. BANK			
PRINCE DUE			
REFUND			
PHOTO COPY			

Dear Sir:

We are herewith delivering to you by messenger an 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

COPY	#112,500
FILING	15
IDENT	140
C. COPY	#112,655
PRINCE DUE	
REFUND	
PHOTO COPY	

dated January 4, 1972, which please file in your office in accordance with law.

By this amendment the issuance of 4,500,000 additional shares of Preferred Stock of the par value of \$100 each is authorized.

We are also sending to you herewith fourteen (14) executed copies of the Certificate of Amendment which we would appreciate your certifying and returning to us by delivery to our messenger, Stuart Kemp.

We enclose herewith check of Florida Power & Light Company for \$112,655.00 made payable to you and covering:

FILED  
JAN 5 9 34 AM '72  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

14 copies  
1-5-72  
[Signature]

MCCARTHY STEEL HECTOR & DAVIS

Honorable Richard (Dick) Stone

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January 4, 1972

\$112,500.00	Fee for additional 4,500,000 shares of Preferred Stock
\$15.00	Filing of Certificate
\$140.00	Certification of copies

Please check the correctness of these amounts.

Thank you so much for your handling of this matter.

Very truly yours,

Ernest J. Hewett

EJH/lm  
Enclosures

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

JAN 5 9 34 AM '72  
FILED  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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 4200 West Flagler Street, Miami, Florida, on November 15, 1971, the Board of Directors unanimously approved and adopted and recommended and proposed the adoption and approval by the Common Stockholders of the Company the following Charter amendment resolution:

RESOLVED: that the first sentence of Section 3(A) of the Company's Charter reading 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, 100,000 shares shall be 4 1/2% Preferred Stock of the par value of \$100 each, 50,000 shares shall be 4 1/2% 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 1/2% Preferred Stock and Series A Stock and hereinafter sometimes called "Preferred Stock") of the par value of \$100 each."

should be amended to read as follows:

"The total authorized number of shares of capital stock of the Company shall be as follows: 50,000,000 shares of Common Stock without par value, 100,000 shares of 4 1/2% Preferred Stock of the par value of \$100 each, 50,000 shares of 4 1/2% Preferred Stock Series A (hereinafter sometimes called "Series A Stock") of the par value of \$100 each; and 4,850,000 shares of Preferred Stock of the par value of \$100 each (as a class distinguished from the 4 1/2% Preferred Stock and Series A Stock and hereinafter sometimes called "Preferred Stock") of which 50,000 shares shall be 4 1/2% Preferred Stock Series B of the par value of \$100 each; 62,500 shares shall be 4 1/2% Preferred Stock Series C of the par value of \$100 each; 50,000 shares shall be 4.32% Preferred Stock Series D of the par value of \$100 each; and 50,000 shares shall be 4.35% Preferred Stock Series E of the par value of \$100 each."

SECOND: That thereafter a special meeting of the Common Stockholders of the Company was duly held upon call by the Board of Directors and due and statutory notice given the holders of all of the Common Stock of the Company then outstanding and entitled to vote on said Charter amendment at the general offices of the Company, 4200 West Flagler Street (Flagler Street at LeJeune Road), Miami, Florida, on January 4, 1972, at 3:00 P.M.; that by said notice and at said special meeting the said Charter amendment was proposed to said Common Stockholders by the Board of Directors; that at said special meeting the vote of the Common Stockholders of record entitled to vote was taken for and against the proposed Charter amendment and that, upon the canvassing of said votes, it appeared from the Certificate of Inspectors of Stockholder Votes and Elections that Common Stockholders of record of the 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 resolution incorporating the Charter amendment and the Charter amendment.

That at said special meeting the holders of 13,119,325 shares of the 15,400,000 shares of the Common Capital Stock of the Company issued and outstanding and entitled to vote at said special meeting were present in person or by proxy, thereby constituting a quorum for the transaction of business.

THIRD: That the only stockholders entitled to notice of said special meeting and entitled to vote at said special meeting were the Common Stockholders of the Company and the Preferred Stockholders of the Company were not required to vote on the Charter amendment.

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

IN WITNESS WHEREOF, Florida Power & Light Company has made this Certificate under its corporate seal and the hands of its President and Secretary, this 4th day of January, 1972.

FLORIDA POWER & LIGHT COMPANY

By: Mansell McEwen  
President

ATTEST:

W. F. Graylock  
Secretary

STATE OF FLORIDA)

ss.

COUNTY OF WADE)

BEFORE ME personally appeared MARSHALL McDONALD and W. F. BLAYLOCK, to me well known 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 4th day of January, 1972.

(SEAL)

Evelyn D. Karsch  
Notary Public, State of Florida  
at Large.

My Commission expires; July 13, 1973