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Articles of Amendment
filed 5-20-70

6 pgs.

A 6395 (iii)

FLORIDA POWER & LIGHT
COMPANY

Amend SECTIONS 7 and 10(h)

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA.
by...CS...on...May 20, 1970

TOM ADAMS
SECRETARY OF STATE

corp-1



May 18, 1970

The Honorable Tom Adams
Secretary of State of Florida
Department of State
State Capitol
Tallahassee, Florida 32304

Dear Mr. Adams:

Re: Florida Power & Light Company -
Certificate of Amendment

Attached are:

- (a) Three (3) executed copies of May 9, 1970 Certificate of Amendment of Agreement of Consolidation between Peninsula Power & Light Company and Southern Utilities Company forming Florida Power & Light Company;
- (b) Three (3) conformed copies of such May 9, 1970 Certificate;
- (c) Check of Florida Power & Light Company, in the amount of \$35.00 made payable to you.

If you find all of this in order, please file one of the executed copies among your records and certify the other two (2) executed copies and the three (3) conformed copies and return them to me along with your receipt for payment of the above items.

Your usual fine cooperation and assistance in this matter is very much appreciated.

With best wishes.

Sincerely yours,


W. P. Lock
Secretary

WFB:rjw
Enclosures

| | |
|--------|-------|
| C. 11X | 10.00 |
| FLUOR | 25.00 |
| | |
| | |
| | 35.00 |

copy out 5/20/70

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

MAY 20 10 58 AM '70

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 on Monday, February 16, 1970, at 10:00 O'clock A.M., the following resolutions setting forth proposed amendments to the said Agreement of Consolidation forming said Company were duly presented to, considered and approved by the Board of Directors:

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 not less than three (3) nor more than fifteen (15)."

AND

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

"(h) Any Director may be removed by the Board of Directors and the resulting vacancy shall be filled until the next Annual Meeting of Stockholders by the Directors remaining in office. Vacancies in the Board of Directors by reason of death, resignation, an increase in the number of Directors, or otherwise shall be filled until the next Annual Meeting of Stockholders by the Directors remaining in office."

SECOND: That at said meeting each of said resolutions was duly adopted by the Board of Directors and with respect to each such resolution and proposed charter amendment provided therein a further resolution was duly adopted by the Board of Directors approving each amendment; declaring each amendment advisable; proposing each amendment to the stockholders of the Company and ordering each amendment proposed to the stockholders of the Company at their May 9, 1970 Annual Meeting of Stockholders which was called by the Board of Directors for a number of purposes, including consideration of, and a vote on, each amendment aforesaid by the stockholders of the Company present in person or represented by proxy at such meeting.

THIRD: That thereafter the Annual Meeting of Stockholders of said Florida Power & Light Company was duly held upon call by the Board of Directors and required, due, and statutory and corporate notice given to the holders of all of the shares of stock of the Company then outstanding and entitled to vote at 4200 Flagler Street, Miami, Florida, on May 9, 1970, at 2:00 P.M. o'clock; that the affirmative vote of the holders of a majority of the outstanding shares of the Common Stock of the Company was necessary to approve each amendment; that at said meeting the vote of stockholders of record entitled to vote was taken separately FOR and AGAINST each of the amendments aforesaid; that upon the canvassing of said votes the Inspectors of Election by their executed Certificate certified 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 so voted in favor of and approved each amendment aforesaid; and that by such required affirmative vote of such holders each of the amendments aforesaid had been duly approved by the stockholders of the Company at their aforesaid Annual Meeting of Stockholders.

FOURTH: That at said meeting the holders of 12,714,005 shares of the 14,600,000 shares of the common stock of the Company outstanding and entitled to vote at said meeting on each of the amendments aforesaid were present in person or by proxy, thereby constituting a quorum for the transaction of business.

My Commission expires:
Notary Public, State of Florida at Large
My Commission Expires July 13, 1973
Issued by American Ins & Guar Co.