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Amendment  
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**STEEL HECTOR & DAVIS**  
SOUTHEAST FIRST NATIONAL BANK BUILDING  
MIAMI, FLORIDA 33131

TELEPHONE  
(305) 577-2800  
TELEX 51-5758

FILED  
1982 JUL 21 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 15, 1982

106395

Ms. Jo Mynard  
Department of State  
Carter State Building  
Room 002  
Tallahassee, Florida 32301

Dear Ms. Mynard:

On behalf of Florida Power & Light Company (Company) we hand you herewith 3 executed original copies and 9 additional copies of the Statement of Classification of Shares of Florida Power & Light Company (Statement).

We do not wish to have the Statement filed today. We request that you hold it together with the check until Wednesday, July 21, 1982. If you receive a telephone call on that day from Jeffrey Mullens, Esquire, of this firm, confirming that the Statement should be filed, please consider the Statement delivered to you pursuant to Section 607.047, Florida Statutes and file one copy of the Statement in accordance with Section 607.384. At that time, please certify as filed the 2 other original and 9 additional copies and return them to us. A stamped self-addressed envelope is enclosed for this purpose. We have enclosed two checks made payable to the Secretary of State in the amounts of \$45.00 and \$135.00 for a total of \$180.00 to cover the filing and certification fees.

Please acknowledge receipt of this letter and the enclosures by stamping and returning a copy of this letter to our representative.

Please call us at any time if problems develop at (305) 577-2944.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,

STEEL HECTOR & DAVIS

By: Sheila A. Halpern  
Sheila A. Halpern

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\$180

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SHD:SAH/meb  
Encls.

Form with fields for Name, Title, Date, and initials. Includes handwritten notations: N 7/21, TA 7-21, AG, MK.

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STATEMENT OF CLASSIFICATION OF SHARES OF  
FLORIDA POWER & LIGHT COMPANY

The undersigned corporation hereby executes this Statement pursuant to the Florida General Corporation Act, Section 607.047, Florida Statutes, relative to establishing and designating a series within a class of its shares and fixing and determining the relative rights and preferences of the series:

1. The name of the corporation is Florida Power & Light Company.
2. A copy of the resolutions adopted by the Board of Directors of Florida Power & Light Company establishing and designating Series N of its Preferred Stock and fixing and determining the relative rights and preferences thereof, is set forth below:

RESOLVED, that the Board of Directors hereby establishes and authorizes the issuance of a new series of the Preferred Stock of the Company and hereby fixes the number of shares to constitute the new series and the distinctive designation of the new series, the annual rate of dividends payable on such shares and the date from which

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dividends shall commence to accrue, terms and conditions on which the shares may be redeemed and the manner of effecting redemption and the sinking fund providing for the redemption or purchase of shares of such new series of Preferred Stock as follows:

- (a) The new series of Preferred Stock established by this resolution is hereby designated 14.38% Preferred Stock, Series N.
- (b) The 14.38% Preferred Stock, Series N, is hereby authorized to be issued in the amount of 350,000 shares.
- (c) The dividend rate of the 14.38% Preferred Stock, Series N, shall be \$14.38 per share per annum and no more, payable quarterly on September 1, December 1, March 1 and June 1 of each year, commencing September 1, 1982, and dividends on the 350,000 shares shall commence to accrue from and after the date of issuance.

(d) The Company, by a majority vote of its Board of Directors, may at any time upon not less than 30 days' notice redeem all of the 14.38% Preferred Stock, Series N, or may from time to time redeem any part thereof by paying in cash a redemption price consisting of the sum of:

- (i) (a) \$114.38 per share if redeemed on or prior to July 1, 1987;
- (b) \$109.59 per share if redeemed on or prior to July 1, 1988;
- (c) \$108.63 per share if redeemed on or prior to July 1, 1989;
- (d) \$107.67 per share if redeemed on or prior to July 1, 1990;
- (e) \$106.71 per share if redeemed on or prior to July 1, 1991;
- (f) \$105.75 per share if redeemed on or prior to July 1, 1992;
- (g) \$104.79 per share if redeemed on or prior to July 1, 1993;
- (h) \$103.83 per share if redeemed on or prior to July 1, 1994;
- (i) \$102.88 per share if redeemed on or prior to July 1, 1995;
- (j) \$101.92 per share if redeemed on or prior to July 1, 1996;
- (k) \$100.96 per share if redeemed on or prior to July 1, 1997;

(l) \$100.00 per share if redeemed on or prior to July 1, 1998;

(m) \$100.00 per share if redeemed on or prior to July 1, 1999;

(n) \$100.00 per share if redeemed on or prior to July 1, 2000;

(o) \$100.00 per share if redeemed on or prior to July 1, 2001;

(p) \$100.00 per share if redeemed on or prior to July 1, 2002;

(q) \$100.00 per share if redeemed on or prior to July 1, 2003;

(r) \$100.00 per share if redeemed on or prior to July 1, 2004;

(s) \$100.00 per share if redeemed on or prior to July 1, 2005;

(t) \$100.00 per share if redeemed on or prior to July 1, 2006;

(u) \$100.00 per share if redeemed on or prior to July 1, 2007; and thereafter;  
and

(ii) In each case an amount equivalent to the accumulated and unpaid dividends, if any, to the date of redemption;

provided, however, that the shares of the 14.38% Preferred Stock, Series N, shall not be redeemable prior to July 1, 1987, directly or indirectly from or in anticipation of monies borrowed, or proceeds of shares of

other series of Preferred Stock (or of any other stock ranking prior to or on a parity with any series of the Company's Preferred Stock) sold, by or for the account of the Company, at an interest or dividend rate to it (calculated in accordance with generally accepted financial practice) of less than 14.38% per annum.

- (e) As a sinking fund, the Company will redeem on July 1 of each year, beginning with July 1, 1988, not less than 17,500 shares nor more than 35,000 shares of the 14.38% Preferred Stock, Series N, at a redemption price equal to \$100 per share plus an amount, in the case of each share, computed at the rate of \$14.38 per annum, from the date on which dividends on such share became cumulative to the date fixed for such redemption less the aggregate of the dividends paid thereon prior to such redemption date; the option to redeem in excess of 17,500 shares of the 14.38% Preferred Stock, Series N, on any July 1 will not be cumulative; shares of the 14.38% Preferred Stock, Series N, acquired or

redeemed by the Company otherwise than through operation of the sinking fund may, at the option of the Company, be credited against subsequent minimum sinking fund requirements; if the Company shall be prevented, because of restriction or for any other reason, from acquiring or redeeming on any July 1 the number of shares of the 14.38% Preferred Stock, Series N, which in the absence of such restriction or other reason it would be required to acquire or redeem during such period, the deficit shall be made good in the first succeeding calendar year in which the Company shall not be prevented by such restriction or other reason from acquiring or redeeming shares of the 14.38% Preferred Stock, Series N.

Notwithstanding the foregoing: (i) if in any year the net income of the Company for the preceding calendar year (which net income shall be determined in accordance with the accounting requirements of the regulatory authority of the State of Florida having jurisdiction of the Company and after



deducting from such net income one year's dividend requirement on any preferred stock of the Company outstanding at the end of such preceding calendar year whether or not declared or paid) shall be less than half the sum of the sinking fund obligation for the 14.38% Preferred Stock, Series N, expressed in dollars, plus the maximum obligation, expressed in dollars, due during the year in which such current sinking fund payment for the Series N is due, for sinking funds (which cannot be met by the certification of property), purchase funds, or other analogous devices, if any, for the retirement of any other series or class of preferred stock or debt of the Company, then the Company's sinking fund for said Series N in such year shall be limited to such amount as it shall in its sole discretion determine; and (ii) if in any year the amount of such net income of the Company for the preceding calendar year (after deducting from such net income one year's dividend requirement on any preferred stock of the Company outstanding at the end of such preceding calendar year whether or

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not declared or paid) shall be not less than half, and not more than the sum of the sinking fund obligation for the 14.38% Preferred Stock, Series N, expressed in dollars, plus the maximum obligation expressed in dollars, due during the year in which such Series N sinking fund is due, for sinking funds (which cannot be met by the certification of property), purchase funds, or other analogous devices, if any, for the retirement of any other series or class of preferred stock or debt of the Company, then the Company's Series N sinking fund obligation, expressed in dollars, in such year shall be the proportion of said amount so determined which the sinking fund obligation for the 14.38% Preferred Stock, Series N, expressed in dollars, bears to the maximum aggregate of all such sinking funds, purchase funds, or other analogous devices, if any, of the Company. The total number of shares to be redeemed or purchased and the number of shares to be redeemed or purchased from any holder shall be adjusted to the

nearest full share so that fractional shares need not be purchased. The above-described sinking fund obligation of the Company is hereinafter referred to as the "Series N Sinking Fund" and is subject to the terms and conditions hereinafter set forth. The term "Company" as used herein shall include its consolidated subsidiaries.

Beginning on or prior to February 15, 1988, and on or prior to February 15 in each year thereafter, the Company shall deliver to the Transfer Agent for said Series N a certificate signed by the President or a Vice President or the Treasurer or an Assistant Treasurer of the Company stating (i) (a) whether or not the Company's obligation, expressed in dollars, to redeem shares of Series N is limited by reason of subdivision (ii) above, and if so, the amount of such obligation as so limited, and (b) the number of shares of Series N as to which a Series N Sinking Fund redemption is to be made by the Company in such year, or (ii) that the net income of the Company for the preceding calendar year was such that the

Company has no Series N Sinking Fund requirement in the current year, or (iii) that the making of a Series N Sinking Fund redemption by the Company, in the opinion of counsel for the Company accompanying such certificate, would or may be contrary to any applicable law or to a rule or regulation of a governmental authority having jurisdiction in the premises, and the sinking fund payment need not be made; provided, however, that if, on January 31 of any year, there are not funds legally available, in the opinion of the signer of such certificate and of counsel for the Company accompanying such certificate, for the payment of the current Series N Sinking Fund requirement, the Company may presume for the purposes hereof that the making of a Series N Sinking Fund redemption would be contrary to applicable law, and the sinking fund payment need not be made.

- (f) The manner of effecting any redemption shall be that applicable to the Company's 4-1/2% Preferred Stock, Series A.

(g) The Company may deposit the aggregate redemption price (or the portion thereof not already paid) with any bank or trust company in the City of New York, New York or in the City of Miami, Florida or with The First National Bank of Boston, Transfer Agent and Registrar for the 14.38% Preferred Stock, Series N.

(h) Except as above set forth, the 14.38% Preferred Stock, Series N, shall possess all of the characteristics of the Company's 4-1/2% Preferred Stock, Series A.

3. The above resolution was duly adopted by the Board of Directors of the Company on July 13, 1982.

This, the 13th day of July, 1982.

Florida Power & Light Company

By   
John J. Hudiburg, President

By   
Astrid Pfeiffer, Secretary

ACKNOWLEDGMENT OF PRESIDENT  
OF FLORIDA POWER & LIGHT COMPANY

State of New York )  
                          ) ss  
County of New York )

BE IT REMEMBERED that on this day before me, the undersigned, a notary public in and for the County and State aforesaid, personally came John J. Hudiburg, President of Florida Power & Light Company, a corporation organized and existing under the laws of the State of Florida, known to me personally to be the President of said Corporation, and before me acknowledged the above and foregoing Statement of Classification of Shares of Florida Power & Light Company to be the act, deed and agreement of said Corporation, and that the signing, acknowledgment and filing of said Statement was duly authorized by resolution of the Board of Directors of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of July, 1982.

  
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NOTARY PUBLIC

My Commission Expires:

MORTON DAPAD  
Notary Public, State of New York  
No. 41-8178360  
Cert. filed in Bronx, Kings, Nassau  
New York and Westchester Cos.  
Qualified in Queens County  
Commission Expires March 30, 1984