

106 395

Articles of Amendment
Filed 10-2-74

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10 pgs

1-06395 (C)

FLORIDA POWER & LIGHT COMPANY

CERTIFICATE OF AMENDMENT TO THE
CONSOLIDATION OF SOUTHERN UTILITIES
COMPANY & PENINSULA POWER & LIGHT
COMPANY AMENDING SECT 3 (A)
2nd PARA. of 3(B)

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA.
by DG on 10-2-74

SECRETARY OF STATE

Dorothy W. Glisson

REQUEST FOR CORPORATE FILING

1. Document is to be FILED and CERTIFIED .

Document is:

FOREIGN _____ AMENDMENT X
 DOMESTIC _____ REINSTATEMENT _____
 LIMITED PARTNERSHIP _____ DISSOLUTION _____
 TRADEMARK _____ OTHER _____
 Please Specify _____
 MERGER _____

2. FILING ATTORNEY OR INDIVIDUAL

NAME RITA COSTANTINO
 ADDRESS 4200 W FLAGLER ST.
 CITY MIAMI STATE FLA.
 AREA CODE, PHONE NUMBER 305 445-6211

3. DETAILS

14 Certified Copy requested _____ Certificate Und Seal requested

[Handwritten signatures and notes]

4. If you are not certain of the filing costs, please keep your check and we will let you know the total amount due.

In order to expedite your filing, you may obtain the correct change from the Treasurer's Office located in the northwest wing of the first floor of the Capitol.

C. TAX
FILING 15
R. AGENT FEE
C. COPY 140
TOTAL 25
N. BANK
BALANCE DUE
REFUND

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 Oct 2 10 26 AM 1974

FILED

MCCARTHY STEEL HECTOR & DAVIS

FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

ALFRED L. MCCARTHY
WILLIAM C. STEEL
LOUIS J. HECTOR
DARREY A. DAVIS
DAWIGHT SULLIVAN
WILLIAM B. WILLIAMS
GEORGE I. PATTERSON
ERNEST J. HEWETT
LESLAY B. CRUZALETT
WILSON SMITH
TALBOT DALEMBREY
JAMES H. SWEENEY III
JOHN EDWARD SMITH
NORMAN A. TOLL
DENNIS G. KING
SHEPARD KING
ARDEN COSS JR.
MATTHEW M. CHILDS
BARRY H. DAVIDSON
NOEL W. NATION
BRUCE S. RUSSELL
STEPHEN A. LYNCH III
CHARLES A. CIPMIN
JOSEPH P. BLOCK JR.
RICARDO MARTINEZ-CID
THOMAS R. MCGUIGAN

PAUL R. STAFF
RUE 1407

WILL M. PRESTON
2700 MARSH

TELEPHONE
(305) 377-3451

October 1, 1974

Honorable Dorothy Glisson
Secretary of State
State of Florida
Tallahassee, Florida

Re: Florida Power & Light Company
Amendment of Charter

Dear Mrs. Glisson:

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

dated October 1, 1974, which please file in your office in accordance with law.

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.

We enclose herewith check of Florida Power & Light Company for \$155.00 made payable to you and covering:

- \$ 15.00 Filing of Certificate
- \$140.00 Certification of copies

Please check the correctness of these amounts.

FILED
OCT 2 10 26 AM 1974
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MCCARTHY STEEL HECTOR & DAVIS

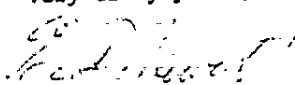
Honorable Dorothy Glisson

-2-

October 1, 1974

Thank you so much for your handling of this matter.

Very truly yours,


Ernest J. Hewett

EJH:fl
Enclosures

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Oct 2 10 26 AM '77

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 4200 West Flagler Street, Miami, Florida, on August 12, 1974, the Board of Directors unanimously approved and adopted and recommended and proposed the adoption and approval by the Common Stockholders of the Company of the following Charter amendment resolution:

RESOLVED: that Section 3 (A) and the second paragraph of Section 3 (B) (1) of the Company's Charter reading as follows:

"3. (A) 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. All shares of Preferred Stock and each series thereof shall be alike and identical in every particular and all shares of Preferred Stock and each series thereof shall be of equal rank and dignity with and have the same distinguishing characteristics, hereinafter described in this Section 3, and each series of the Preferred Stock shall have the distinguishing characteristics of the Series A Stock hereinafter described in this Section 3 which shall be read as though the designation of such series of the Preferred Stock were substituted for "Series A Stock" wherever such term "Series A Stock" hereinafter appears in this Section 3 (but such designation shall not be so substituted in subsections (B) (3) (c) and (B) (3) (d) thereof and in both such subsections the shares of the Preferred Stock and each series thereof shall, irrespective of whether or not any shares of the 4-1/2% Preferred Stock or of the Series A Stock are at the time outstanding, be deemed to be shares of stock ranking on a parity with the 4-1/2% Preferred Stock or the Series A Stock as to dividends or distributions), except with respect to the following: (a) the number of shares to

constitute each such 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, and which different characteristics in (a), (b) and (c) shall be stated and expressed in the resolution or resolutions providing for the issue of Preferred Stock or any series thereof adopted by the Board of Directors or by the duly constituted Executive Committee of the Company. The distinguishing characteristics of the Preferred Stock shall survive the redemption or other retirement of the Series A Stock.

3. (B) (1), second paragraph:

Dividends may be paid upon the Common Stock only when dividends have been paid or funds have been set apart for the payment of dividends as aforesaid on the 4-1/2% Preferred Stock and the Series A Stock, from the dates after which dividends thereon became cumulative to the end of the dividend period then current."

should be amended to read as follows:

"3. (A) 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; 50,000 shares shall be 4.35% Preferred Stock Series E of the par value of \$100; 600,000 shares shall be 7.28% Preferred Stock Series F of the par value of \$100 each; 400,000 shares shall be 7.40% Preferred Stock Series G of the par value of \$100 each; and 500,000 shares shall be 9.25% Preferred Stock Series H of the par value of \$100 each. All shares of Preferred Stock and each series thereof shall be alike and identical in every particular and all shares of Preferred Stock and each series thereof shall be of equal rank and dignity with and have the distinguishing characteristics hereinafter described in this Section 3, and each series of the Preferred Stock shall have distinguishing characteristics of the Series A Stock hereinafter described in this Section 3 which shall be read as though the designation of such series of the Preferred Stock were substituted for "Series A Stock" wherever such term "Series A Stock" hereinafter appears in this Section 3 (but such designation shall not be so substituted in subsections (B) (3) (c), (B) (3) (d) and (B) (5) (b) thereof and in each such subsection the shares of the Preferred Stock and each series thereof shall, irrespective of whether or not any shares of the 4-1/2% Preferred Stock or of the Series A Stock are at the time outstanding, be deemed to be shares of stock ranking on a parity with the 4-1/2% Preferred Stock or the Series A Stock as to dividends or distributions), except that there may be variations in the following particulars: (a) the number of shares to constitute each such 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; (c) the terms and conditions on which the shares of each such series may be redeemed or converted into another class of security and subject to applicable provisions of the Certificate of Incorporation, as amended, the manner of effecting such redemption; and (d) the sinking fund provisions, if any, for the redemption or purchase of shares of each such series, and which different characteristics in (a), (b), (c) and (d) shall be stated and expressed in the resolution or resolutions providing for the issue of Preferred Stock or any series thereof adopted by the Board of Directors or by the duly constituted Executive Committee of the Company. The distinguishing characteristics of each series of the Preferred Stock shall survive the redemption or other retirement of the Series A Stock.

3. (B) (1), second paragraph:

Dividends may be paid upon the Common Stock only when dividends have been paid or funds have been set apart for the payment of dividends as aforesaid on the 4-1/2% Preferred Stock and the Series A Stock, from the dates after which dividends thereon became cumulative to the end of the dividend period then current, and when all payments have been made or funds have been set aside for payments then or theretofore due under the terms of any sinking fund for the purchase or redemption of Series A Stock."

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 October 1, 1974, 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 28,782,606 shares of the 34,050,000 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 1st day of October, 1974.

FLORIDA POWER & LIGHT COMPANY

By: *[Signature]*
President

ATTEST:

[Signature]
Antrid Pfeiffer, Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME personally appeared MARSHALL McDONALD and ASTRID PFEIFFER, 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 1st day of October, 1974.

(SEAL)

Paul D. Spencer

Notary Public, State of Florida
at Large.

My Commission expires: _____

NOTARY PUBLIC STATE OF FLORIDA
1974 OCTOBER 1 1975
LONG BEACH, CALIFORNIA (UNLICENSED)