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For Information Only (Exhibit A)
filed 7-12-74

4 pgs.

MCCARTHY STEEL HECTOR & DAVIS

FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

July 8, 1974

ALAN J. MC CARTHY
WILLIAM J. STEEL
JAMES W. HILLMAN
JAMES A. DAVIS
JAMES J. LEE
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EDWARD L. HATTENSON
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DENNIS J. KING
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STEPHEN A. LYNCH III
CHARLES A. TRIN
JOSEPH P. KLOCK JR.
RICARDO MARTINEZ SIB
THOMAS R. MCGEEHAN

Honorable Dorothy Glisson
Secretary of State
Department of State
The Capitol
Tallahassee, Florida.

Re: Florida Power & Light Company
Charter Amendments

Dear Mrs. Glisson:

Heretofore the Certificate of Incorporation of Florida Power & Light Company has been amended so as to authorize 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), issuable in series, the Board of Directors or the duly constituted Executive Committee of the Company to fix: (a) the number of shares to constitute each 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 (see amendment filed in your office on May 15, 1972).

On May 21, 1974 the Board of Directors of the Company established a new series of Preferred Stock of the Company, designated "9.25% Preferred Stock, Series H", fixed the dividend rate for each share of the 9.25% Preferred Stock, Series H at \$9.25 per share per annum, cumulative from and after May 30, 1974, fixed the redemption prices for such shares and authorized the issue of 500,000 shares of such series. We attach hereto marked Exhibit A a true copy of the Resolution adopted by such Board of Directors.

While the Florida Statutes make no provisions for filing with you evidence of the action mentioned in the preceding paragraph and attached Exhibit A, we do wish to advise you of such action so that your corporate files with respect to Florida Power & Light Company will show the same.

The filing with you of Exhibit A is not to be construed as an attempt to amend the Articles of Incorporation of the Company as provided by Florida Statute 608.14 (3).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Very truly yours,
[Signature]*

EXHIBIT "A"

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 dividends shall commence to accrue, the amount payable upon redemption and the manner of effecting redemption with respect to such new series of Preferred Stock as follows:

(a) The new series of Preferred Stock established by this resolution is hereby designated "9.25% Preferred Stock, Series H".

(b) The 9.25% Preferred Stock, Series H, is hereby authorized to be issued in the amount of 500,000 shares.

(c) The dividend rate of the 9.25% Preferred Stock, Series H, shall be \$9.25 per share per annum and no more, payable quarterly on March 1, June 1, September 1, and December 1 of each year, commencing September 1, 1974, and dividends on the 500,000 shares shall commence to accrue from and after May 30, 1974.

(d) The Company, by a majority vote of its Board of Directors, may at any time redeem all of the 9.25% Preferred Stock, Series H, or may from time to time redeem any part thereof by paying in cash a redemption price consisting of the sum of:

(i) \$115 per share if redeemed on or prior to June 1, 1979; \$107 per share if redeemed after June 1, 1979 and on or prior to June 1, 1984; \$104.50 per share if redeemed after June 1, 1984 and on or prior to June 1, 1989; and \$102 per share if redeemed after June 1, 1989; and

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

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

(f) Except as above set forth, the 9.25% Preferred Stock, Series H, shall possess all of the characteristics of the Company's said 4-1/2% Preferred Stock, Series A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 12 12 40 PM 1974

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