

106395

Amendment

Filed 4-21-86

800002519738

7 pgs.

Steel Hector & Davis
Miami, Florida

William T. Muir
(305) 577-2898

106395

APR 21 1986
Fed. ex.
REC'D MMD

April 18, 1986

Mrs. Mary Kacur
Assistant Chief
Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, Florida 32301

007 0754 4/24/86 15.00 DS
007 12
007 0754 4/24/86 30.00 DS
007 6

Re: Florida Power & Light Company

Dear Mrs. Kacur:

Enclosed is an original and two copies of Articles of Amendment to the Articles of Incorporation of Florida Power & Light Company for filing with your office.

A check in the amount of \$45.00 is enclosed to cover the filing fee and two certified copies.

I would appreciate the Amendment being filed on Monday April 21, 1986, and the certified copies returned to me in the enclosed self-addressed envelope.

If you have any questions, please call me at (305) 577-2898.

Sincerely,

William T. Muir
William T. Muir

WTM/ck
Enclosures

G. TAX	
FILING	15
R. AGENT FEE	
C. COPY	30
TOTAL	45
U. BANK	
BALANCE DUE	
REFUND	

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1986 APR 21 PM 12:20

FILED

Name	
Availability	4-21-86
Document Examiner	<i>mb</i> 1515
Updater	<i>JF</i>
Updating Ver	<i>JF</i>
Ac. Sec. Ex.	<i>JF</i>
W. P. V. Sec.	<i>JF</i>

Miami Office:
4000 Southeast Financial Center
Miami, Florida 33151-2381
(305) 577-2800
Telex 51-5728

Palm Beach Office
Steel Hector Davis
Burns & Middleton
205 Worth Avenue
Palm Beach, Florida 33480
(305) 655-8311

Tallahassee Office
320 Barnett Bank Building
315 South Calhoun Street
Tallahassee, Florida 32301
TL (904) 222-4184 *

WIKI - WILL
CALL KACUR
READY
KAREN

**ARTICLES OF AMENDMENT
TO THE
RESTATED ARTICLES OF INCORPORATION,
AS AMENDED,
OF
FLORIDA POWER & LIGHT COMPANY**

FILED
MAR 21 PM 12 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is Florida Power & Light Company.

II.

The Restated Articles of Incorporation, as amended, of the Company are being further amended to provide that the duly constituted Stock Issuance Committee of the Board of Directors of the Company be enabled to authorize certain actions in connection with the issuance of the Company's Preferred Stock, \$100 par value ("Preferred Stock"), Preferred Stock without par value ("No Par Preferred Stock") and Subordinated Preferred Stock without par value ("Preference Stock") that are currently reserved to the Board of Directors or to the duly constituted Executive Committee of the Board of Directors. To accomplish such amendments, various provisions of the Company's Restated Articles of Incorporation, as amended, are hereby amended to read as follows:

1. The last two sentences of paragraph (1) of subsection (B) of Section 3 is hereby amended to read as follows:

"The different characteristics in (a), (b), (c), (d) and in (e) as to involuntary liquidation values, shall be stated and expressed in the resolution or resolutions providing for the issue of Preferred Stock or No Par Preferred Stock or any series thereof adopted by the Board of Directors or by the duly constituted Executive Committee or the duly constituted Stock Issuance Committee of the Company. Whole or fractional voting rights of the No Par Preferred Stock shall be as provided under paragraph (3) of subsection (D) hereunder."

2. The first sentence of paragraph (2) of subsection (B) of Section 3 is hereby amended to read as follows:

"The $\frac{1}{2}$ % Preferred Stock, the Series A Stock, the Preferred Stock, and the No Par Preferred Stock, *pari passu*, each with the other, shall be entitled, but only when and as declared by the Board of Directors, out of funds legally available for the payment of dividends, in preference to the Preference Stock and the Common Stock, to dividends at a rate per share of four and one-half per centum ($\frac{1}{2}$ %) per annum of the par value thereof, and no more in the case of the $\frac{1}{2}$ % Preferred Stock and the Series A Stock, and to dividends at the rate fixed by the Board of Directors or Executive Committee or Stock Issuance Committee pursuant to paragraph (1) of this subsection (B) for each series of the Preferred Stock and No Par Preferred Stock, payable quarterly on December 1, March 1, June 1 and September 1 of

each year to stockholders of record as of a date, not exceeding thirty (30) days and not less than ten (10) days preceding such dividend payment dates, to be fixed by the Board of Directors, such dividends to be cumulative from the dividend date immediately preceding the date of issue of the share to which such dividends shall pertain."

3. The second sentence of paragraph (5) of subsection (B) of Section 3 is hereby amended to read as follows:

"In the event of any involuntary liquidation, dissolution or winding up of the Company, which shall include any such liquidation, dissolution or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Company by (i) the United States Government or any authority, agency or instrumentality thereof, (ii) a state of the United States or any authority, agency or instrumentality thereof, or (iii) a district, cooperative or other association or entity not organized for profit, the $\frac{1}{2}$ % Preferred Stock, the Series A Stock, the Preferred Stock and the No Par Preferred Stock, *pari passu*, each with each other, shall also have a preference over the Preference Stock and the Common Stock until the full par value of all shares of the $\frac{1}{2}$ % Preferred Stock, the Series A Stock, and of the Preferred Stock, the involuntary liquidation value established by the Board of Directors or Executive Committee or Stock Issuance Committee pursuant to paragraph (1) of this subsection (B) with respect to the No Par Preferred Stock and, in each case, an amount equal to all accumulated and unpaid dividends thereon shall have been paid by dividends or distribution."

4. The first paragraph of subsection (C) of Section 3 is hereby amended to read as follows:

"Preference Stock. The Board of Directors or Executive Committee or Stock Issuance Committee is hereby expressly authorized, at any time or from time to time, to divide any or all of the shares of Preference Stock into series, and, before issuance, in the resolution or resolutions providing for the issue of shares of a particular series, to fix and determine the designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights, and other special or relative rights in respect of the Preference Stock as a class, or of the particular series so established (except as otherwise expressly provided herein for all series) or both, to the fullest extent now or hereafter permitted by the laws of the State of Florida, including the rights of the Preference Stock as a class and the variations between different series in the following respects:"

5. Subsection (3) of subsection (C) of Section 3 is hereby amended to read as follows:

"such other terms, limitations and relative rights and preferences, if any, of shares of Preference Stock as a class and of any such series of Preference Stock as the Board of Directors or Executive Committee or Stock Issuance Committee may, at the time of such resolution, lawfully fix and determine under the laws of the State of Florida."

6. Paragraph (1) of subsection (C) of Section 3 is hereby amended to read as follows:

"Dividends. Out of the funds of the Company legally available for dividends, the holders of each series of the Preference Stock at the time outstanding shall be entitled to receive, if and when declared payable by the Board of Directors, such dividend as may be provided for that particular series by the Board of Directors or Executive Committee or Stock Issuance Committee pursuant to the first sentence of this subsection (C). 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 on the Preference Stock, 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 purpose of redemption or purchase of Preference Stock."

7. The first sentence of paragraph (2) of subsection (C) of Section 3 is hereby amended to read as follows:

"Preference of the Preference Stock on Liquidation, Etc. In the event of any liquidation, dissolution or winding up of the Company, the holders of each series of the Preference Stock shall be entitled to receive an amount for each share thereof, equivalent to the fixed liquidation price for such series plus, in case such liquidation, dissolution or winding up shall have been voluntary, the fixed liquidation premium, if any, for such series, together in all cases with an amount equal to all dividends accrued or in arrears thereon to the date fixed for such payment, before any distribution of assets shall be made to the holders of the Common Stock or any other class of stock subordinate to the Preference Stock as to dividends or in distribution; but the holders of the Preference Stock shall be entitled to no further participation in such distribution, unless otherwise provided by the Board of Directors or Executive Committee or Stock Issuance Committee in the resolution or resolutions providing for the issuance of shares of a particular series."

8. Paragraph (3) of subsection (C) of Section 3 is hereby amended to read as follows:

"Redemption, Repurchase and Retirement of the Preference Stock. The Company, at its option, expressed by vote of its Board of Directors or Executive Committee or Stock Issuance Committee, may at any time or from time to time redeem the

whole or any part of the Preference Stock or of any series thereof at the applicable redemption price, as established by the Board of Directors or Executive Committee or Stock Issuance Committee, for each such series to be redeemed."

9. Paragraph (3) of subsection (D) of Section 3 is hereby amended to read as follows:

"When so entitled, the holders of No Par Preferred Stock shall have one vote for every \$100 of liquidation value established by the Board of Directors or the Executive Committee or the Stock Issuance Committee, provided that amounts less than \$100 shall be afforded their proportional fractional vote."

10. Paragraph (4) of subsection (D) of Section 3 is hereby amended to read as follows:

"The Preference Stock shall be entitled to such voting rights, if any, as may be provided in the resolution or resolutions of the Board of Directors or Executive Committee or Stock Issuance Committee."

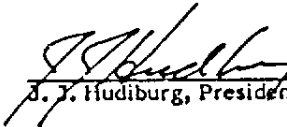
III.

The amendments were adopted by the sole shareholder of the Company entitled to vote thereon on April 16, 1936.

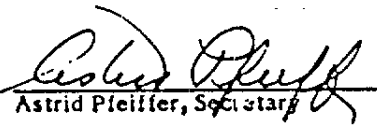
IN WITNESS WHEREOF, Florida Power & Light Company has caused these Articles of Amendment to be executed by its President and its Secretary on April 18, 1936.

FLORIDA POWER & LIGHT COMPANY

By:


J. J. Hudiburg, President

By:


Astrid Pfeiffer, Secretary

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

On April 18, 1986, Astrid Pfeiffer, Secretary of Florida Power & Light Company, a Florida corporation, personally appeared before me and acknowledged the foregoing Articles of Amendment to be the act of said corporation.

Marcus Saxe
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
FIDELITY BOND \$100,000.00, JAN 4, 1988
BOND NO. 1988 GENERAL ISS. UND.