

142619

000002445020-17

Amendment filed 3-29-54

22 pgs.

A 42619-X

Florida Power
Corporation

inc. cap. stock to
500,000 pay @ 100¢
5,000,000 Am. @ 75¢

Attest to Office Secretary
of State, of the State of
Florida, this 29 day of

March A. D., 1954

R. A. GRAY
Secretary of State

Calder



Office of the

Secretary of State
State of Florida
Tallahassee

April 6th 1954

Florida Power Corporation
Florida Power Building
St. Petersburg 1, Florida

Attention: Mr. Dick W. Judy

Dear Mr. Judy:

Your letter of the first in Re: charter tax on your recent amendment increasing the capital stock of FLORIDA POWER CORPORATION beg to advise that prior to the receipt of your letter and perhaps prior to your writing the letter of April 1st I wrote you on March 29th and for the purposes of this letter I will merely call attention to the last paragraph of my letter of March 29th stating that there would be a credit due you of the difference between the \$2,400.00 you had paid since reincorporation and the \$750.00 due as a charter tax on your most recent amendment increasing the capital to \$7,500,000.00, which credit would be \$1,650.00.

After the receipt of your letter of April 1st to the attention of Mr. Torgue we have gone into this matter very thoroughly, comparing phraseology in the law as it stood in 1951 and as it now stands, as it was amended by the 1953 Legislature. I have also requested the Assistant Attorney General who drew the New Corporation Law (now Chapter 608) to go over this matter with me which he kindly did and he states that the intent of the amended Act was to extinguish all shares affected by a reduction in capital and that any amount of charter tax paid in the past on shares later extinguished through the reduction process, could not remain alive as a credit on future increases in capital stock.

COPY

Page Two -

So, after my consultation with him and after a very careful review of the entire case I am standing on my letter of March 29th which would show that you are due nothing more at this time (except the \$80.00 for the certified copies and the filing fee) and on any future increase in capital stock you will have a credit here of \$1,680.00 to apply on the same.

I am enclosing you a copy of a policy statement which will affect all amendments increasing capital of all corporations in the future.

With kindest personal regards, I am

Cordially yours,

Secretary of State.

RAG/HST
Enc.

P. S. Receipt is acknowledged of copy of Certificate of Reincorporation of FLORIDA POWER CORPORATION as amended through March 30, 1951. I am filing same as of April 1st and you may let us have a check for \$5.00 to cover the statutory filing fee.

R.A.G.

March 29, 1954

Florida Power Corporation
St. Petersburg, Florida

Gentlemen:

From the records of this office it has been determined that at the time of the Reincorporation of your company on December 13, 1943 your total authorized capital stock was \$50,300,000.00 but has been changed from time to time. At the present your total authorized capital stock is \$43,750,000.00 which is divided as follows:

250,000 shares at \$100.00 - preferred stock
2,500,000 shares at \$7.50 - common stock

With the amendment being filed today doubling your authorized capital stock you will show a total authorized capital of \$87,500,000.00 divided as follows:

500,000 shares at \$100.00 - preferred stock
5,000,000 shares at \$7.50 - common stock

and up to this date there has been paid to this office a charter tax totaling \$23,162.50 of which \$20,762.50 was paid prior to your reincorporation and which took care of the charter tax due on the \$50,300,000.00, and \$2,400.00 was paid subsequent to your reincorporation. Part of the charter tax was paid under the Old Corporation Law and part under the New Corporation Law at a different rate. Accordingly no further charter tax is due at this time.

Figuring the charter tax on the increase in capital of \$7,200,000.00 there will be a credit due you of the difference between \$2,400.00, which you have paid since your reincorporation and figured in accordance with the New Corporation Law, and the \$720.00 new due, which would amount to \$1,680.00.

Yours very truly,

Secretary of State.

RAQ/HT

RECEIVED

CERTIFICATE OF AMENDMENT OF THE AMENDED
1952 MAR 29 AM 9:00
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CERTIFICATE OF REINCORPORATION OF
FLORIDA POWER CORPORATION

C. TAX
FRING	1000
R. GENT LEE
C. COPY	5000
TOTAL	6000
N. BANK	6000
PLAN & DUE
REFUND

To the Secretary of State of the State of Florida:

In compliance with the authority and requirements of Chapter 612 of Florida Statutes, 1941, FLORIDA POWER CORPORATION does hereby certify by W. J. Clapp, its President, and E. K. IlgenFritz, its Secretary, and under its corporate seal, that, at a duly called regular meeting of the Board of Directors of the Corporation held at its principal office, Florida Power Building, St. Petersburg, Florida, on January 17, 1952, at 11 o'clock A.M. (E.S.T.), the directors of the Corporation declared it advisable and in the best interests of the Corporation and adopted resolutions recommending that the Amended Certificate of Reincorporation of the Corporation should be further amended with respect to the matters hereinafter set forth; and that the directors at such meeting directed that the annual meeting of the holders of record of the Common Stock of the Corporation, entitled to vote thereat, be called to be held at the Suwannee Hotel, St. Petersburg, Florida, on March 27, 1952, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon the four proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation hereinafter set forth, namely the amendments of Paragraphs 1, 4, 7 and 13 of Paragraph Fifth of said Amended Certificate of Reincorporation, and further directed that a special meeting of the holders of record of Cumulative Preferred Stock, 4% Series, 4.90% Series, 4.60% Series and Convertible Preferred Stock, 4.90% Series, of the Corporation, entitled to vote thereat, be called to be held at the principal office of the Corporation, Florida Power Building, St. Petersburg, Florida, on March 26, 1952, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon three of said four proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation hereinafter set forth, namely the amendments of Paragraphs 1, 4 and 7 of Paragraph Fifth of said Amended Certificate of Reincorporation.

Florida Power Corporation does hereby further certify that the aforesaid annual meeting of the holders of Common Stock was held at the Suwannee Hotel, St. Petersburg, Florida, on March 27, 1952, at 11 o'clock A.M. (E.S.T.); and that the aforesaid special meeting of the holders of Cumulative Preferred Stock, 4% Series, 4.90% Series, 4.60% Series and Convertible Preferred Stock, 4.90% Series, was held at the principal office of the Corporation on March 26, 1952, at 11 o'clock A.M. (E.S.T.); and that at such meetings, of which notices were given in the manner provided in Section 612.24 of Florida Statutes, 1951, the holders of Common Stock of the Corporation, entitled to vote thereat, voted for and against the following four proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation, and the holders of Cumulative Preferred Stock, 4% Series, 4.90% Series, 4.60% Series and Convertible Preferred Stock, 4.90% Series, entitled to vote thereat as a class, voted for and against the first three (being the only amendments proposed upon which the holders of said Preferred Stocks are entitled to vote) of the following four proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation:

I. Amendment to the amended Certificate of Reincorporation of the Corporation by striking therefrom Paragraph 1 of Paragraph Fifth, which reads as follows:

"1. The shares of the Preferred Stock may be divided into and issued in series, from time to time, as herein provided, each of such series to be distinctively designated, the initial series to consist of 40,000 shares designated as Cumulative Preferred Stock, 4% Series, and the designations of the additional authorized shares to be set forth in an amendment or amendments to the amended Certificate of Reincorporation. All shares of the Preferred Stock of all series shall be of equal rank and all shares of any particular series of the Preferred Stock shall be identical except as to the date or dates from which dividends thereon shall be cumulative as provided in paragraph 2 hereof. The shares of the Preferred Stock of different series, subject to any applicable provision of law, may vary as to the following terms, which shall be fixed in the case of each such series, at any time prior to the issuance of the shares thereof, in the manner provided in paragraph 7 hereof:

(a) The annual dividend rate (within such limits as shall be permitted by law) for the particular series and the date from which dividends shall be cumulative on all shares of such series issued on or prior to the record date for the first dividend for such series;

(b) The redemption price or prices, if any, for the particular series;

(c) The amount or amounts per share for the particular series payable to the holders thereof upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, which may be different for voluntary and involuntary liquidation, dissolution or winding up and which shall include an amount equal to accrued and unpaid dividends on such shares of Preferred Stock to the date fixed for payment of said amount;

(d) The terms and amount of any sinking fund provided for the purchase or redemption of shares of the particular series; and

(e) The conversion, participating or other special rights, and the qualifications, limitations or restrictions thereof, if any, of the particular series."

and by inserting in lieu thereof the following:

"1. The shares of the Preferred Stock may be divided into and issued in series, from time to time, as herein provided, each of such series to be distinctively designated, the initial series to consist of 40,000 shares designated as Cumulative Preferred Stock, 4% Series, and the designations of the additional authorized shares to be set forth either (i) in an amendment or amendments to the amended Certificate of Reincorporation or (ii), to the extent provided in paragraph 7 hereof, in the resolution or resolutions providing for the issuance of such additional shares adopted by the Board of Directors of the Corporation. All shares of the Preferred Stock of all series shall be of equal rank and all shares of any particular series of the Preferred Stock shall be identical except as to the date or dates from which dividends thereon shall be cumulative as provided in paragraph 2 hereof. The shares of the Preferred Stock of different series, subject to any applicable provision of law, may vary as to the following terms, which shall be fixed in the case of each such series,

at any time prior to the issuance of the shares thereof, in the manner provided in paragraph 7 hereof;

(a) The annual dividend rate (within such limits as shall be permitted by law) for the particular series and the date from which dividends shall be cumulative on all shares of such series issued on or prior to the record date for the first dividend for such series;

(b) The redemption price or prices, if any, for the particular series;

(c) The amount or amounts per share for the particular series payable to the holders thereof upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, which may be different for voluntary and involuntary liquidation, dissolution or winding up and which shall include an amount equal to accrued and unpaid dividends on such shares of Preferred Stock to the date fixed for payment of said amount;

(d) The price or prices, the time or times and the amount or number of shares and other terms with respect to the redemption or purchase of shares in connection with any purchase or sinking fund provisions relating to the particular series; and

(e) The conversion, participating or other special rights, and the qualifications, limitations or restrictions thereof, if any, of the particular series.

In the event that at the time the other terms of the particular series are fixed pursuant to paragraph 7 hereof no provision is made with respect to the amount or amounts to be paid on liquidation, dissolution or winding up of the Corporation to the holders of shares for such series, the amount or amounts so payable shall be as provided in paragraph 4 hereof."

11. Amendment to the amended Certificate of Reincorporation of the Corporation by striking therefrom Paragraph 4 of Paragraph Fifth, which reads as follows:

"4. Before any amount shall be paid to, or any assets distributed among, the holders of the Common Stock or of any other stock of the Corporation subordinate to the Preferred Stock upon any liquidation, dissolution or winding up of the Corporation, and after paying or providing for the payment of all creditors of the Corporation, the holders of all shares of each series of the Preferred Stock at the time outstanding shall be entitled to be paid in cash the amount for the shares of the particular series fixed therefor as herein provided; but no payments on account of such distributive amounts shall be made to the holders of shares of any series of the Preferred Stock unless there shall likewise be paid at the same time to the holders of shares of each other series of the Preferred Stock at the time outstanding like proportionate distributive amounts, ratably in proportion to the full distributive amounts to which they are respectively entitled as herein provided. In case the amounts payable to the holders of shares of the Preferred Stock upon liquidation, dissolution or winding up of the Corporation are not paid in full, all shares of all Preferred Stock of all series shall participate ratably in any such distribution in proportion to the full distributive amount to which they are respectively

entitled as herein provided. The holders of the Preferred Stock of any series shall not be entitled to receive any amounts with respect thereto upon any liquidation, dissolution or winding up of the Corporation other than the amounts referred to in this paragraph. Neither the consolidation or merger of the Corporation with or into any other corporation or corporations, nor the sale or transfer by the Corporation of all or any part of its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for the purposes of this paragraph."

and by inserting in lieu thereof the following:

"4. Before any amount shall be paid to, or any assets distributed among, the holders of the Common Stock or of any other stock of the Corporation subordinate to the Preferred Stock upon any liquidation, dissolution or winding up of the Corporation, and after paying or providing for the payment of all creditors of the Corporation, the holders of all shares of each series of the Preferred Stock at the time outstanding shall be entitled to be paid in cash for each share of the particular series the amount payable to the holders of shares of such series fixed pursuant to the provisions of paragraph 7 hereof, or in the event no provision is made for the shares of a particular series as provided in said paragraph 7 the holders of all shares of such series of the Preferred Stock at the time outstanding shall be entitled to be paid in cash for each share of such series (i) in the event of voluntary liquidation, dissolution or winding up, an amount equal to the regular redemption price of such share at the time of such voluntary liquidation, dissolution or winding up, and (ii) in the event of involuntary liquidation, dissolution or winding up, an amount equal to one hundred dollars (\$100) for such share plus a sum computed at the annual dividend rate for such share from the date on which dividends on such share shall be cumulative to the date of such involuntary liquidation, dissolution or winding up, less the aggregate of the dividends theretofore paid thereon or declared and set aside for payment thereon; but no payments on account of such distributive amounts shall be made to the holders of shares of any series of the Preferred Stock unless there shall likewise be paid at the same time to the holders of shares of each other series of the Preferred Stock at the time outstanding like proportionate distributive amounts, ratably in proportion to the full distributive amounts to which they are respectively entitled as herein provided. In case the amounts payable to the holders of shares of the Preferred Stock upon liquidation, dissolution or winding up of the Corporation are not paid in full, all shares of all Preferred Stock of all series shall participate ratably in any such distribution in proportion to the full distributive amount to which they are respectively entitled as herein provided. The holders of the Preferred Stock of any series shall not be entitled to receive any amounts with respect thereto upon any liquidation, dissolution or winding up of the Corporation other than the amounts referred to in this paragraph. Neither the consolidation or merger of the Corporation with or into any other corporation or corporations, nor the sale or transfer by the Corporation of all or any part of its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for the purposes of this paragraph."

III. Amendment to the amended Certificate of Reincorporation of the Corporation by striking therefrom Paragraph 7 of Paragraph Fifth, which reads as follows:

"7. The Corporation may, subject to the provisions of paragraph 8(B)(a) hereof, at any time or from time to time, create one or more additional series of Preferred Stock, fix the authorized amount of any such series, and fix the designations and terms of any such series of Preferred Stock in the respects in which the shares of any series may vary from the shares of other series of Preferred Stock as provided in paragraph 1 hereof, and as shall be set forth in an amendment or amendments to the amended Certificate of Reincorporation adopted by the vote of the holders of a majority of the total number of shares of Common Stock of the Corporation then outstanding given at a meeting called and held for that purpose in accordance with the provisions of the Florida statutes providing the method of adopting amendments to certificates of incorporation."

and by inserting in lieu thereof the following:

"7. The Corporation may, subject to the provisions of paragraph 8(B)(a) hereof, at any time or from time to time, create one or more additional series of Preferred Stock, fix the authorized amount of any such series, and fix the designations and terms of any such series of Preferred Stock in the respects in which the shares of any series may vary from the shares of other series of Preferred Stock as provided in paragraph 1 hereof, and as shall be set forth either (i) in an amendment or amendments to the amended Certificate of Reincorporation adopted by the vote of the holders of a majority of the total number of shares of Common Stock of the Corporation then outstanding given at a meeting called and held for that purpose in accordance with the provisions of the Florida statutes providing the method of adopting amendments to certificates of incorporation, or (ii), with respect to the terms referred to in sub-paragraphs (a), (b) and (d) of paragraph 1 hereof, in the resolution or resolutions providing for the issuance of shares of such series adopted by the Board of Directors in accordance with the By-Laws of the Corporation and the provisions of the Florida statutes providing the method of adopting such resolution or resolutions."

IV. Amendment to the amended Certificate of Reincorporation of the Corporation by striking therefrom Paragraph 13 of Paragraph Fifth, which reads as follows:

"13. No certificates for fractional shares of the Common Stock will be issued. In lieu thereof scrip certificates will be issued by the Corporation representing rights to such fractional shares and exchangeable, when accompanied by other certificates in such amount as to represent in the aggregate one or more full shares of stock, for certificates for such full shares. Such scrip certificates may, at the election of the Corporation, be in bearer form and represent not less than one-twentieth of one full share of Common Stock. The holders of scrip certificates will not be entitled to any rights as shareholders of the Corporation until the scrip certificates are so exchanged. At the end of two years following the issuance of such scrip certificates the Corporation will sell the unissued shares representing scrip certificates still outstanding and will pay the proceeds proportionately to the holders of the scrip certificates then outstanding, together with their proportionate share of any dividends which may have been declared and remain unpaid on the Common Stock up to that time."

and by inserting in lieu thereof the following:

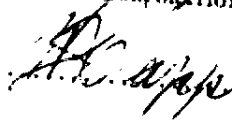
"13. No certificates for fractional shares of the Common Stock will be issued. In lieu thereof scrip certificates may be issued by the Corporation representing rights to such fractional shares and exchangeable, when accompanied by other certificates in such amount as to represent in the aggregate one or more full shares of Stock, for certificates for full shares of Common Stock. The holders of scrip certificates will not be entitled to any rights as shareholders of the Corporation until the scrip certificates are so exchanged. Such scrip certificates may, at the election of the Corporation, be in bearer form, shall be non-dividend bearing, non-voting and shall have such expiration date as the Board of Directors of the Corporation shall determine at the time of the authorization or issuance of such scrip certificates."

Florida Power Corporation does hereby further certify that it appeared, upon the canvassing of the votes, that the holders of record of the Common Stock entitled to vote at said annual meeting, holding stock in the Corporation entitling them to exercise at least a majority of the voting power in respect thereto, voted in favor of each of said four proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation, and that the holders of record of Cumulative Preferred Stock, 4% Series, 4.90% Series, 4.60% Series and Convertible Preferred Stock, 4.90% Series, entitled to vote at said special meeting, holding stock in the Corporation entitling them to exercise at least a majority of the voting power in respect thereto, voted as a class in favor of each of the first three of said four proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation.

IN WITNESS WHEREOF, Florida Power Corporation has caused this Certificate to be signed this 27th day of March, 1952, by its President and its Secretary under its corporate seal, and to be acknowledged by its President, before an officer authorized by the laws of the State of Florida to take acknowledgments of deeds, to be the act and deed of said Corporation, all as required by Section 612.06 of Florida Statutes, 1941, and pursuant to the authority conferred by the respective resolutions of its stockholders.

FLORIDA POWER CORPORATION,

By



President.

(CORPORATE SEAL)

Attest:


Secretary.

STATE OF FLORIDA
COUNTY OF PINELLAS } ss.:

On this 27th day of March A.D. 1952, before me the undersigned authority authorized by the Laws of the State of Florida to take acknowledgments of deeds personally appeared W. J. CLAPP, President of Florida Power Corporation, a corporation organized and existing under the laws of the State of Florida, said Corporation being the person which is described in and which executed the foregoing certificate, and the said W. J. CLAPP, being known to me to be the same individual described in and who as such President executed the foregoing certificate on behalf of said Corporation, acknowledged that he, as such President, signed said Corporation's name to said certificate by authority and on behalf of said Corporation, and he, the said W. J. CLAPP, as such President, delivered the said certificate by authority and on behalf of said Corporation, and that all such acts were done freely and voluntarily and for the purposes in said certificate set forth, and that such certificate is the free act and deed of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal, the day and year last above written.

Dennis W. Hogan
Notary Public, State of Florida

My Comm. Expires March 1, 1953.

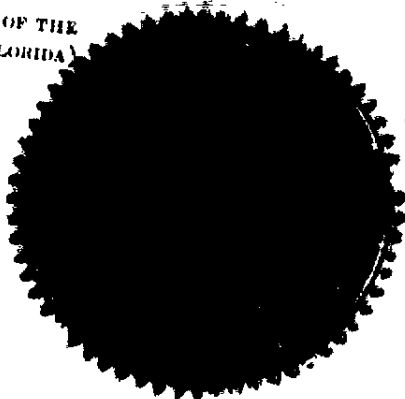
(SEAL)

STATE OF FLORIDA
OFFICE OF SECRETARY OF STATE

I, R. A. GRAY, Secretary of State of the State of Florida, do hereby certify that the above and foregoing is a true and correct copy of the Amendment to the Amended Certificate of Reincorporation of Florida Power Corporation, a corporation organized and existing under the laws of the State of Florida, as filed in this office on March 1952, at o'clock M., E.S.T.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital, this the day of March, 1952.

(GREAT SEAL OF THE
STATE OF FLORIDA)



R. A. GRAY,
Secretary of State

IN RE: FLORIDA POWER CORPORATION

Amount of Charter Tax heretofore paid by said corporation - March 25th, 1954.

July 18, 1899	\$ 26.00	
May 27, 1915	436.50	
March 28, 1923	25.00	
November 6, 1925	5,900.00	
February 16, 1927	5,625.00	
November 28, 1930	<u>8,750.00</u>	\$20,762.50

TOTAL Authorized Capital Stock of \$80,300,000.00, divided as follows:

6,000 shares 7% Cumulative Preferred Stock at \$50.00 per share
 50,000 shares Series A, 7% Cumulative Preferred Stock at \$100.00 per share, and
 750,000 shares Common Stock without Nominal or par Value

Was Re-Incorporated on December 18, 1943 with an authorized capital stock of \$80,300,000.00 divided as follows:

6,000 shares 7% Cumulative Preferred Stock at \$50.00 per share
 50,000 shares Series A, 7% Cumulative Preferred Stock at \$100.00 per share, and
 750,000 shares Common Stock at \$100.00 per share,

at which time no charter tax was paid - Since its Re-Incorporation the corporation has paid charter tax as follows:

October 15, 1946	\$1,500.00	
April 6, 1948	20.50	
April 1, 1949	<u>692.50</u>	\$2,400.00

FLORIDA POWER CORPORATION

AUTHORIZED CAPITAL

	<u>AUTHORIZED CAPITAL</u>	<u>ORIGINAL BASE DIFFERENCE</u>
Reincorporated 12-17-43 - Charter filed 12-18-43		
6,000 Preferred @ \$50 - \$ 300,000		
50,000 Preferred @ \$100 - 5,000,000		
750,000 Common @ \$100 - 75,000,000		
	\$80,300,000	
ORIGINAL BASE		
Amended Charter 12-17-43 - Filed Certificate of		
Amendment 1-14-44		
6,000 Preferred @ \$50 - \$ 300,000		
50,000 Preferred @ \$100 - 5,000,000		
3,000,000 No Par Common @ \$2.25 - 6,750,000		
	12,050,000	\$(68,250,000)
Amended Charter 3-20-45 - Filed Certificate of		
Amendment 3-20-45		
6,000 Preferred @ \$50 - \$ 300,000		
50,000 Preferred @ \$100 - 5,000,000		
60,000 Preferred @ \$100 - 6,000,000		
3,000,000 No Par Common @ \$2.25 - 6,750,000		
	18,050,000	(62,250,000)
Amended Charter 4-27-45 - Filed Certificate of		
Amendment 5-1-45		
60,000 Preferred @ \$100 - \$ 6,000,000		
3,000,000 No Par Common @ \$2.25 - 6,750,000		
	12,750,000	(67,550,000)
Amended Charter 10-11-45 - Filed Certificate of		
Amendment 12-14-45		
60,000 Preferred @ \$100 - \$ 6,000,000		
1,000,000 Common @ \$7.50 - 7,500,000		
	13,500,000	(66,800,000)
Amended Charter 10-14-46 - Filed Certificate of		
Amendment 10-15-46		
60,000 Preferred @ \$100 - \$ 6,000,000		
1,800,000 Common @ \$7.50 - 9,000,000		
	15,000,000	(65,300,000)

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	<u>AUTHORIZED CAPITAL</u>	<u>ORIGINAL BASE DIFFERENCE</u>
Amended Charter 4-5-48 - Filed Certificate of Amendment 4-6-48		
80,000 Preferred @ \$100 - \$ 8,000,000		
1,210,000 Common @ \$7.50 - <u>9,075,000</u>		
	\$17,075,000	\$ (63,225,000)
Amended Charter 3-31-49 - Filed Certificate of Amendment 4-1-49		
120,000 Preferred @ \$100 - \$12,000,000		
1,600,000 Common @ \$7.50 - <u>12,000,000</u>		
	24,000,000	(56,300,000)
Amended Charter 3-29-51 - Filed Certificate of Amendment 3-30-51		
250,000 Preferred @ \$100 - \$25,000,000		
2,500,000 Common @ \$7.50 - <u>18,750,000</u>		
	43,750,000	(36,650,000)
Amended Charter 3-26-54 - Filed Certificate of Amendment 3-29-54		
500,000 Preferred @ \$100 - \$50,000,000		
5,000,000 Common @ \$7.50 - <u>37,500,000</u>		
	87,500,000	7,200,000 *

* First increase over original base

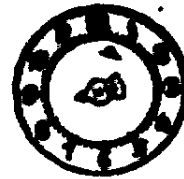
() Denotes red figure.

APPROVED AND FILED.

MAR 29 1954

J. G. Gray

**CERTIFICATE OF AMENDMENT OF THE AMENDED
CERTIFICATE OF REINCORPORATION OF
FLORIDA POWER CORPORATION**



SECRETARY OF STATE
Tallahassee, Florida

12:45 P.M.
3-29-54

To the Secretary of State of the State of Florida:

In compliance with the authority and requirements of Chapter 608 of Florida Statutes, 1953, FLORIDA POWER CORPORATION does hereby certify by W. J. Clapp, its President, and E. K. Hogenfritz, its Secretary, and under its corporate seal, that, at a duly called regular meeting of the Board of Directors of the Corporation held at its office in Winter Park, Florida, on January 21, 1954, at 11 o'clock A.M. (E.S.T.), the directors of the Corporation declared it advisable and in the best interests of the Corporation and adopted resolutions proposing and recommending that the Amended Certificate of Reincorporation of the Corporation should be further amended with respect to the matters hereinafter set forth; and that the directors at such meeting directed that the annual meeting of the holders of record of the Common Stock of the Corporation, entitled to vote thereat, be called to be held at the Coliseum, St. Petersburg, Florida, on March 25, 1954, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon the three proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation hereinafter set forth, namely the amendments of the first paragraph and Paragraphs 9, 12 and 17 of Paragraph Fifth of said Amended Certificate of Reincorporation, and further directed that a special meeting of the holders of record of Cumulative Preferred Stock, 4% Series, 4.90% Series, 4.60% Series and 4.75% Series, of the Corporation, entitled to vote thereat, be called to be held at the principal office of the Corporation, Florida Power Building, St. Petersburg, Florida, on March 26, 1954, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon two of said three proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation hereinafter set forth, namely the amendments of the first paragraph and Paragraph 12 of Paragraph Fifth of said Amended Certificate of Reincorporation.

Florida Power Corporation does hereby further certify that the aforesaid annual meeting of the holders of Common Stock was held at the Coliseum, St. Petersburg, Florida, on March 25, 1954, at 11 o'clock A.M. (E.S.T.); and that the aforesaid special meeting of the holders of Cumulative Preferred Stock, 4% Series, 4.90% Series, 4.60% Series and 4.75% Series, was held at the principal office of the Corporation on March 26, 1954, at 11 o'clock A.M. (E.S.T.); and that at such meetings, of which notices were given in the manner provided in Section 608.10 of Florida Statutes, 1953, the holders of Common Stock of the Corporation, entitled to vote thereat, voted for and against the following three proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation, and the holders of Cumulative Preferred Stock, 4% Series, 4.90% Series, 4.60% Series and 4.75% Series, entitled to vote thereat as a class, voted for and against the first and last (being the only amendments proposed upon which the holders of said Preferred Stocks are entitled to vote) of the following three proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation, as the same are embodied in the following resolutions, to wit:

AMENDMENT 1

Increase in Authorized Capital

RESOLVED, that the Amended Certificate of Reincorporation of the Corporation be further amended by striking, from Paragraph Fifth, the first paragraph thereof which reads as follows:

"FIFTH: The amount of authorized capital stock of the Corporation shall be (a) 250,000 shares of Cumulative Preferred Stock, of the par value of \$100 each, and (b) 2,500,000 shares of Common Stock, of the par value of \$7.50 each." and by inserting in lieu thereof the following:

"FIFTH: The amount of authorized capital stock of the Corporation shall be (a) 500,000 shares of Cumulative Preferred Stock, of the par value of \$100 each, and (b) 5,000,000 shares of Common Stock, of the par value of \$7.50 each."

AMENDMENT 2

Elimination of Convertible Preferred Stock Provisions

RESOLVED, that the Amended Certificate of Reincorporation of the Corporation be further amended by striking, from Paragraph Fifth, the second paragraph of Paragraph 9 and all of Paragraph 17 thereof.

AMENDMENT 3

Conforming to Corporation Act of Florida

RESOLVED, that the Amended Certificate of Reincorporation of the Corporation be further amended by striking, from Paragraph Fifth, the first sentence of Paragraph 12 thereof which reads as follows:

"Notice of any meeting of stockholders of the Corporation, or of the holders of any class or series of stock, required or authorized hereunder or by law, setting forth the purpose or purposes of such meeting, shall be mailed by the Corporation, not less than ten (10) days or more than forty (40) days prior to such meeting, to all stockholders (at their respective addresses appearing on the books of the Corporation) entitled to vote thereat of record as of a date fixed by the board of directors of the Corporation, not exceeding forty (40) days in advance of such meeting, for the purpose of determining the stockholders entitled to notice of and to vote at such meeting, unless and except to the extent that such notice shall have been waived, either before or after the holding of such meeting, by stockholders entitled to notice thereof and to vote thereat."

and by inserting in lieu thereof the following:

"Notice of any meeting of stockholders of the Corporation, or of the holders of any class or series of stock, required or authorized hereunder or by law, setting forth the purpose or purposes of such meeting, shall be mailed by the Corporation not less than ten (10) days nor more than sixty (60) days before the date set for such meeting to all stockholders of record (at their respective addresses appearing on the books of the Corporation), having the right and entitled to

vote thereat, as of a record date fixed by the board of directors of the Corporation for the purpose of determining the stockholders of record entitled to notice of and to vote at such meeting, such record date to be not more than forty (40) days prior to the date set for such meeting, unless and except to the extent that such notice shall have been waived, either before or after the holding of such meeting, by stockholders of record entitled to notice thereof and to vote thereat. Any such notice so mailed shall be sufficient for said meeting and for any adjournment thereof and, if any stockholder of record as aforesaid shall transfer any of his stock after said record date, it shall not be necessary to notify the transferee."

Florida Power Corporation does hereby further certify that it appeared, upon the canvassing of the votes, that the holders of record of the Common Stock entitled to vote at said annual meeting, holding stock in the Corporation entitling them to exercise at least a majority of the voting power in respect thereto, voted in favor of each of said three proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation, and that the holders of record of Cumulative Preferred Stock, 4 1/2 Series, 1900 Series, 1900 Series, and 1900 Series, entitled to vote at said special meeting, holding stock in the Corporation entitling them to exercise at least a majority of the voting power in respect thereto, voted as a class in favor of each of the first and last of said three proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation.

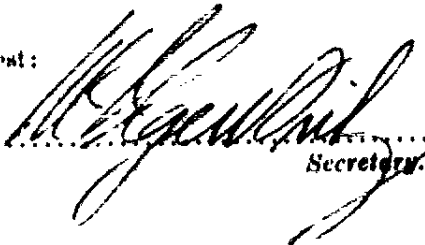
IN WITNESS WHEREOF, Florida Power Corporation has caused this Certificate to be signed this 26th day of March, 1954, by its President and its Secretary under its corporate seal, and to be acknowledged by its President, before an officer authorized by the laws of the State of Florida to take acknowledgments of deeds, to be the act and deed of said Corporation, all as required by Section 608.18 of Florida Statutes, 1933, and pursuant to the authority conferred by the respective resolutions of its stockholders.

FLORIDA POWER CORPORATION,

By 
President.

(CORPORATE SEAL)

Attest:


Secretary.

STATE OF FLORIDA }
COUNTY OF PINELLAS } ss.:

On this 26th day of March A.D. 1954, before me the undersigned authority authorized by the laws of the State of Florida to take acknowledgments of deeds personally appeared W. J. CLAPP, President of Florida Power Corporation, a corporation organized and existing under the laws of the State of Florida, said Corporation being the person which is described in and which executed the foregoing certificate, and the said W. J. CLAPP, being known to me to be the same individual described in and who as such President executed the foregoing certificate on behalf of said Corporation, acknowledged that he, as such President, signed said Corporation's name to said certificate, that he caused the seal of said Corporation to be affixed to said certificate by authority and on behalf of said Corporation, and he, the said W. J. CLAPP, as such President, delivered the said certificate by authority and on behalf of said Corporation, and that all such acts were done freely and voluntarily and for the purposes in said certificate set forth, and that such certificate is the free act and deed of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal, the day and year last above written.

...*Bernice H. Rogan*...
Notary Public.

Notary Public, State of Florida At Large
My Commission Expires March 1, 1955.

(NOTARIAL SEAL)

STATE OF FLORIDA
OFFICE OF SECRETARY OF STATE

I, R. A. GRAY, Secretary of State of the State of Florida, do hereby certify that the above and foregoing is a true and correct copy of the Certificate of Amendment to the Amended Certificate of Reincorporation of Florida Power Corporation, a corporation organized and existing under the laws of the State of Florida, as filed in this office on March , 1954, at o'clock . M., E.S.T.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital, this day of March, 1954.

(GREAT SEAL OF THE
STATE OF FLORIDA)

.....
R. A. GRAY,
Secretary of State.

FLORIDA POWER CORPORATION
FLORIDA POWER BUILDING
ST. PETERSBURG 1, FLORIDA

April 1, 1954

Mrs. Helene Tonge
Office of the Secretary of State
Tallahassee, Florida

Dear Mrs. Tonge:

Enclosed please find our check drawn to the order of the Secretary of State in the amount of \$80.00 pursuant to your invoice dated March 29, 1954. Also, in accordance with my commitment, I am enclosing for official filing a copy of our composite Charter as of March 30, 1951 which was certified by your office under date of June 18, 1951. This is the only composite Charter which we have had certified since the one in 1945 which you now have on file.

It appears from our records that we delivered to your office, at the time of the certification of the same, an extra copy of the enclosed composite Charter. However, in all probability, the reason we could not find the same on file in your office was because we did not request that the same be recorded or pay any filing fee in connection therewith. You will, therefore, be due a filing fee for this filing but, since it ought to be filed as of the June 18, 1951 date, I am not certain whether the fee therefor should be \$2.00 as called for under the old Corporation Act or \$5.00 as required under the new Corporation Act. If you will kindly let me know which filing fee you want, we will make prompt payment therefor.

Since my return I have given further consideration to the credit balance which we should have for Charter Tax. Upon again reading Section 608.05, 1953 Florida Statutes, I feel that a literal interpretation of Paragraph (5)(a) thereof supports our contention that the amount of such credit balance is \$13,675. To hold that such credit balance is only that which has accrued since reincorporation of the Company in 1944, namely, \$1,600, it would be necessary to add a clause to the final clause of that paragraph excluding filing fees paid under any prior laws where the same were calculated on a different basis. While there is some logic to this line of reasoning, I am unable to justify it in the light of the clear language of the Statute.

We were just as surprised as you to discover the errors in our past Charter Tax computations but fully realize how these things can happen and certainly do not place all the blame on your office. Please do not feel too badly about it, or take it too much to heart, and let me assure you that we have the greatest respect for your office and will be forever grateful for the many services which you have rendered us.

Sincerely yours,

Dick W. Judy
Dick W. Judy

DW:jm

IN RE: FLORIDA POWER CORPORATION

Amount of Charter Tax heretofore paid by said corporation - March 25th, 1954.

July 18, 1899	\$ 26.00	
May 27, 1915	436.50	
March 28, 1923	25.00	
November 6, 1925	5,900.00	
February 16, 1927	5,625.00	
November 28, 1930	8,750.00	\$20,762.50

TOTAL Authorized Capital Stock of \$80,300,000.00, divided as follows:

6,000 shares 7% Cumulative Preferred Stock at \$50.00 per share
 50,000 shares Series A, 7% Cumulative Preferred Stock at \$100.00 per share, and
 750,000 shares Common Stock without Nominal or par Value

Was Re-Incorporated on December 18, 1943 with an authorized capital stock of \$80,300,000.00 divided as follows:

6,000 shares 7% Cumulative Preferred Stock at \$50.00 per share
 50,000 shares Series A, 7% Cumulative Preferred Stock at \$100.00 per share, and
 750,000 shares Common Stock at \$100.00 per share,

at which time no charter tax was paid - Since its Re-Incorporation the corporation has paid charter tax as follows:

October 15, 1946	\$1,500.00	
April 6, 1948	207.50	
April 1, 1949	692.50	\$2,400.00

March 29, 1954

Florida Power Corporation
St. Petersburg, Florida

Gentlemen:

From the records of this office it has been determined that at the time of the reincorporation of your company on December 18, 1943 your total authorized capital stock was \$50,300,000.00 but has been changed from time to time. At the present your total authorized capital stock is \$43,750,000.00 which is divided as follows:

250,000 shares at \$100.00 - preferred stock
2,500,000 shares at \$7.50 - common stock

With the amendment being filed today doubling your authorized capital stock you will show a total authorized capital of \$87,500,000.00 divided as follows:

500,000 shares at \$100.00 - preferred stock
5,000,000 shares at \$7.50 - common stock

and up to this date there has been paid to this office a charter tax totaling \$23,162.50 of which \$20,762.50 was paid prior to your reincorporation and \$2,400.00 subsequent thereto. Part of the charter tax was paid under the Old Corporation Law and part under the New Corporation Law at a different rate. Accordingly no further charter tax is due at this time.

Figuring the charter tax on the increase in capital of \$7,200,000.00 there will be a credit due you of the difference between \$2,400.00, which you have previously paid since your reincorporation, and the \$720.00 now due, which would amount to \$1,680.00.

Yours very truly,

Secretary of State.

RAO/HT