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Amendment filed 4-2-71

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FLORIDA POWER CORPORATION

Amend PARAGRAPH 12

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by PS on April 2, 1971

RICHARD (DICK) STONE
SECRETARY OF STATE

FLORIDA POWER CORPORATION
ST. PETERSBURG, FLORIDA

April 1, 1971

cc

The Honorable Richard B. Stone
 Secretary of State
 Department of State
 Tallahassee, Florida 32304

FILED
 APR 2 1 00 PM '71
 TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed herewith for filing in your Office is an executed Certificate of Amendment of the Composite Certificate of Reincorporation of Florida Power Corporation, certifying that the Company's Charter was amended in the respect set forth in said Certificate at an Annual Meeting of Common Stockholders of the Company held on March 25, 1971.

Also enclosed are 20 additional executed copies of said Certificate (making a total of 21 Certificates) which we would like to have certified by you.

To cover the cost of the foregoing, I am also enclosing Florida Power Corporation's check in the amount of \$110.00, calculated as follows:

Filing of Certificate of Amendment of the Composite Certificate of Reincorporation	\$ 10.00
20 certified copies of above at \$5.00 per copy	<u>100.00</u>
Total	<u>\$110.00</u>

Thank you for your courtesy and cooperation in this

Yours very truly,

S. A. Brandimore
 S. A. Brandimore
 Vice President and General Counsel

DATE	4/1/71
AMOUNT	110.00
REMARKS	
TOTAL	110.00

SAB:tm
 Encls.

P.S. -- YOUR COOPERATION IN RETURNING THE CERTIFIED COPIES TO ME AT YOUR EARLIEST OPPORTUNITY, WILL BE GREATLY APPRECIATED.

S. A. BRANDIMORE

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CERTIFICATE OF AMENDMENT OF THE COMPOSITE
CERTIFICATE OF REINCORPORATION OF
FLORIDA POWER CORPORATION

To the Secretary of State of the State of Florida:

In compliance with the authority and requirements of Chapter 608 of the Florida Statutes, 1969, FLORIDA POWER CORPORATION does hereby certify by A. P. Perez, its President, and J. G. Loader, its Secretary, and under its corporate seal, that, a duly called regular meeting of the Board of Directors of Florida Power Corporation held at the principal office of the Corporation, Florida Power Building, St. Petersburg, Florida, on January 21, 1971, at 9 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 Composite Certificate of Reincorporation, as amended, of the Corporation should be further amended with respect to the matter hereinafter set forth; and that the directors at such meeting directed that the annual meeting of the holders of record of Common Stock of the Corporation, entitled to vote thereat, be called to be held at the Coliseum, St. Petersburg, Florida, on March 25, 1971, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon the proposed amendment to Paragraph 12 of Paragraph Fifth of the Composite Certificate of Reincorporation, as amended, hereinafter set forth.

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, 1971, at 11 o'clock A.M. (E.S.T.), and that at such meeting, of which notice was heretofore given in the manner provided in Section 608.10 of the Florida Statutes, 1969, the stockholders of Florida Power Corporation, entitled to vote thereat, voted for and against the following proposed amendment to the Composite Certificate of Reincorporation, as amended, of the Corporation:

Amendment to the Composite Certificate of Reincorporation, as amended, of the Corporation by striking out Paragraph 12 of Paragraph Fifth thereof, which reads as follows:

"12. 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

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TALLAHASSEE, FLORIDA

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. Any action authorized to be taken at a meeting called for that purpose in accordance with the provisions of this paragraph 12 may be taken at a special meeting, or may be taken at any regular or annual meeting provided that notice of such proposed action is included in the notice of such regular or annual meeting. Except where some mandatory provision of law shall be controlling, no other, longer or additional notice need be given of any such meeting and all holders of shares of stock of the Corporation, by becoming such, hereby consent to the holding of any such meeting upon notice given as hereinbefore provided and thereby waive, to the full extent permitted by law, any right to require the giving of or to receive any such other, longer or additional notice."

and by inserting in lieu thereof the following:

"12. 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 sixty (60) 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. Any action authorized to be taken at a meeting called for that purpose in accordance with the provisions of this paragraph 12 may be taken at

a special meeting, or may be taken at any regular or annual meeting provided that notice of such proposed action is included in the notice of such regular or annual meeting. Except where some mandatory provision of law shall be controlling, no other, longer or additional notice need be given of any such meeting and all holders of shares of stock of the Corporation, by becoming such, hereby consent to the holding of any such meeting upon notice given as hereinbefore provided and thereby waive, to the full extent permitted by law, any right to require the giving of or to receive any such other, longer or additional notice."

Florida Power Corporation does hereby further certify that it appeared, upon the canvassing of the votes, that the stockholders 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, voted in favor of the proposed amendment to the Composite Certificate of Reincorporation, as amended, of the Corporation.

IN WITNESS WHEREOF, Florida Power Corporation, this 13th day of April, 1971, has caused this Certificate to be signed 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 602.18 of Florida Statutes, 1969, and pursuant to the authority conferred by the respective resolutions of its stockholders.

FLORIDA POWER CORPORATION,

By J. P. Pines
President

(CORPORATE SEAL)

Attest:

J. Hoader
Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

On this 15th day of April, A.D. 1971, before me the under-
signed authority authorized by the Laws of the State of Florida to take acknowledg-
ments of deeds personally appeared A. P. Perez, President of Florida Power Corpora-
tion, 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 A. P. PEREZ, 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 A. P. PEREZ, 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.

Sheema R. Washburn
Notary Public

Notary Public, State of Florida at Large
My Commission Expires

Notary Public, State of Florida at Large
My Commission Expires JULY 9, 1974

(NOTARIAL SEAL)

STATE OF FLORIDA
OFFICE OF SECRETARY OF STATE

I, Richard B. Stone, 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 Composite Certificate of Reincorporation, as amended, of Florida Power Corpora-
tion, a corporation organized and existing under the laws of the State of Florida,
as filed in this office on _____, 1971, 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 _____,
1971.

Richard B. Stone
Secretary of State