

142619

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Amendment filed 2-4-81

6 pgs

February 4, 1981

Articles of Amendment to Articles of Incorporation of 7185 3/27/81 142619
FLORIDA POWER CORPORATION (142619), (fixing terms of 9CS 15.03 CS
cumulative Preferred Stock, filed February 4, 1981

142619

PRIVILEGE TAX	
G. TAX	
FILING	15.00
C. COPY	
R. A. FEE	
P. COPY	
STATION	
TOTAL	15.00
BALANCE DUE	
REFUND	

Jan

2-4-81

FEB 4 1 00 PM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DIVISION OF CORPORATIONS

NAME HAL WILLIAMS
 ADDRESS 560 Barnett Bank Bldg
 CITY Tallahassee STATE FL ZIP CODE 32301
 AREA CODE & PHONE NUMBER 904-233-8738
 NAME OF CORPORATION Florida Power Corp.

FOR OFFICE USE ONLY **RESOLUTION**

<input type="checkbox"/> DOMESTIC	<input type="checkbox"/> AMENDMENT	<input type="checkbox"/> SEARCH
<input type="checkbox"/> FOREIGN	<input type="checkbox"/> DISSOLUTION	<input type="checkbox"/> MERGER
<input type="checkbox"/> PROFIT	<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MARK
<input type="checkbox"/> NON-PROFIT	<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> RESERVATION
<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> CERTIFICATE UNDER SEAL	<input type="checkbox"/> CERTIFIED COPY

WALKIN

FILED
 FEB 4 1 00 PM '81
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

PICKED UP

FILED

FLORIDA POWER CORPORATION

Resolution of the Board of Directors of the Company, fixing the Terms of the Cumulative Preferred Stock, 11% Series, Adopted January 28, 1981

FEB 1 10 00 PM '81

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLVED, that, pursuant to the authority granted by the General Statutes of the State of Florida and subject to the rights and powers as granted in the Amended Articles of Incorporation, of the Company, the Board of Directors of this Company does hereby authorize the creation and issuance of an additional series of Preferred Stock to consist of 100,000 shares of Cumulative Preferred Stock, of the par value of \$100 each, which shall be designated as Cumulative Preferred Stock, 11.00% Series, and shall have, in addition to the designations, terms, relative rights, privileges, limitations, preferences and voting powers, and the prohibitions, restrictions and qualifications of the voting and other rights and powers as provided in the Amended Articles of Incorporation, as amended, ("the Charter"), of the Company for the Preferred Stock of the Company, including the amounts payable per share upon voluntary or involuntary liquidation, dissolution or winding up of the Company as provided in Article III, Section B, 4 of the Amended Articles of Incorporation, as amended, the following:

(a) The rate of dividend for the shares of such Cumulative Preferred Stock, 11.00% Series, shall be 11.00% per annum of the par value thereof and dividends on all shares of such Series shall be payable quarterly on February 15, May 15, August 15 and November 15 of each and every year. Dividends shall be cumulative from the date of issuance, and the cumulative portion from the date of issuance to February 15, 1981, will be paid on the first quarterly dividend payment date of February 15, 1981.

(b) No shares of Cumulative Preferred Stock, 11.00% Series, shall be redeemed prior to February 15, 1986.

(c) The shares of such Cumulative Preferred Stock, 11.00% Series, may be redeemed on and after February 15, 1986, for the mandatory sinking fund hereinafter referred to at the sinking fund redemption price of \$100 per share plus an amount equal to accrued and unpaid dividends thereon (herein referred to as the "sinking fund redemption price"). The term "accrued and unpaid dividends" shall mean a sum equal to \$11.00 per share per annum from the respective date from which dividends on the shares of such Cumulative Preferred Stock, 11.00% Series, cumulate to the redemption date, less the aggregate amount of all dividends theretofore paid thereon.

(d) Within each twelve months' period commencing with the twelve months' period ending February 15, 1987, as a

mandatory sinking fund, the Company shall acquire (unless prevented from doing so by any restriction referred to in the Charter or by the restrictions contained in the General Statutes of the State of Florida, or in any mortgage, indenture or loan agreement of the Company), either by the redemption thereof at the sinking fund redemption price or by purchase thereof in such manner as the Board of Directors may determine from time to time at not exceeding the sinking fund redemption price, and shall retire an aggregate of 20,000 shares of Cumulative Preferred Stock, 11.00% Series; provided, however, that if the Company shall be prevented by the restriction referred to in the Charter or by any restrictions contained in the General Statutes of the State of Florida, or in any mortgage, indenture or loan agreement of the Company or for any other reason from acquiring during any twelve months' period the number of shares of Cumulative Preferred Stock, 11.00% Series, which in the absence of such restrictions it would be required to acquire during such period, the deficit shall be made good in the first succeeding twelve months' period in which the Company shall not be prevented by such restrictions from acquiring shares of Cumulative Preferred Stock, 11.00% Series.

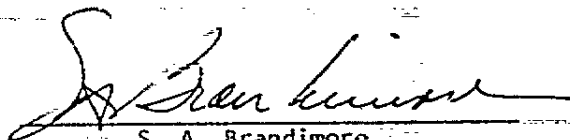
(c) The Company may, within any such twelve months' period specified in paragraph (d) at its election increase the number of shares of Cumulative Preferred Stock, 11.00% Series, to be redeemed by any number of shares, up to and including the entire number outstanding. Any shares of Cumulative Preferred Stock, 11.00% Series, which shall be redeemed or purchased by the Company at not exceeding the sinking fund redemption price in any such twelve months' period and shall not be applied to meet the Company's mandatory sinking fund obligation for such twelve months' period may be credited on the amount required to be acquired in any one or more of the next following twelve months' periods which the Company may designate.

(f) Shares of Cumulative Preferred Stock, 11.00% Series, of the Company redeemed or purchased and applied to meet the mandatory sinking fund obligation shall not be reissued so long as any shares of Cumulative Preferred Stock, 11.00% Series, shall remain outstanding, but thereafter shall be subject to reissuance as provided in the Amended Articles of Incorporation, as amended, and applicable law.

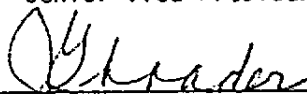
CERTIFICATE

We, S. A. Brandimore, Senior Vice President, and J. G. Loader, Secretary, of FLORIDA POWER CORPORATION, a Florida corporation (hereinafter called the "Company"), DO HEREBY CERTIFY that the foregoing is a true and complete copy of a certain resolution duly adopted by the Board of Directors of the Company at an adjourned regular meeting duly convened and held in Washington, D. C., on January 28, 1981, at which meeting a quorum was present and acted throughout, and that said resolution has not been annulled, revoked or amended in any way and is in full force and effect.

WITNESS, the signatures of the undersigned as such officers of the Company, and the corporate seal of the Company hereunto affixed, this 22nd day of February, 1981.



S. A. Brandimore
Senior Vice President

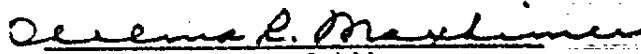


J. G. Loader
Secretary

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

I hereby certify that on this date before me, a notary public and officer duly authorized in the State and County aforesaid to take acknowledgments of deeds and other instruments, personally appeared S. A. Brandimore and J. G. Loader, to me known and known to be the persons described in and who executed the foregoing instrument as Senior Vice President and Secretary, respectively, of Florida Power Corporation, and they severally acknowledged before me that they executed the same as such officers of said Company with the intent and for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 22nd day of February, 1981.


Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires JULY 9, 1982