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(reincorporation documents
used to file Florida Power
Corporation filed 12-18-43, eff 7-18-1899)

14 pgs.

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AP-42617

A-42619

CHARTER

OF

FLORIDA POWER CORPORATION

A-42619

COMPOSITE CERTIFICATE OF REINCORPORATION

AS AMENDED THROUGH MARCH 31, 1970

DEC 18 1949

CERTIFICATE
OF
REINCORPORATION



STATE OF FLORIDA
DEPARTMENT OF REVENUE

FLORIDA POWER CORPORATION

NO. 17	
AMOUNT	200
DATE	12/18/49
BY	Hand bill
REMARKS	
W/T/MS	

Permitted to Section 64 of Chapter 612 of
Florida Statutes 1941

CERTIFICATE OF REINCORPORATION
OF
FLORIDA POWER CORPORATION

The undersigned, Florida Power Corporation, a corporation duly incorporated by Letters Patent issued by the State of Florida on the 18th day of July, 1899, existing, by virtue of said Letters Patent and the several subsequent amendments thereto, under the laws of said state on July 15, 1925, and desiring to accept the provisions of Chapter 10,006, Laws of Florida, 1925, and amendments thereto, which are now contained in Chapter 612, Florida Statutes, 1941, and desiring to reincorporate and to continue its corporate existence pursuant to the applicable provisions of said chapter, said reincorporation having first been duly approved by its Board of Directors and thereafter duly authorized by the affirmative vote of the requisite percentage of all the outstanding shares of its stock entitled to vote in respect thereof, by its President, duly attested by its Secretary under its corporate seal, does hereby make, subscribe and acknowledge and file this certificate, pursuant to Section 64 thereof, under its present name of **FLORIDA POWER CORPORATION**, as follows:

FIRST: **FLORIDA POWER CORPORATION** is to continue as the name of the corporation as reincorporated.

SECOND: The principal office or place of business of the corporation in the State of Florida is located at the Power and Light Building in the City of St. Petersburg, County of Pinellas, but the corporation may establish offices or agencies at other places either within or without the State of Florida.

THIRD: Florida Power Corporation shall exist until the ninety-ninth anniversary date of its original incorporation on July 18, 1899, or until July 18, 1998.

FOURTH: The general nature of the business or businesses to be transacted is to acquire, own and operate a plant or plants for furnishing light, power, water, heat, ice or other kindred products by the use of electricity, compressed air or such other agency as may be determined upon, to the people of Hillsborough County, and Pinellas County, Florida, and elsewhere in the State of Florida. To purchase, or otherwise acquire, hold, pledge, mortgage, sell, exchange, or otherwise dispose of, and generally deal in securities of every kind, whether of governments or other bodies politic, corporations, associations, firms, syndicates, or individuals of the United States or of any state, territory, colony or possession thereof or of the District of Columbia or of any foreign country, including stocks, bonds, mortgages, debentures, notes, commercial paper, and other securities, choses in action, evidences of indebtedness, certificates of interest, or other obligations of any nature however evidenced; to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any such securities or obligations, including the right to vote thereon; to own, acquire, develop, operate, deal in and dispose of real, personal property and mixed, and to encumber the same as the interest of the corporation may require; to engage in the general business of buying and selling merchandise and other equipment in connection with said businesses.

FIFTH: The amount of capital stock of said corporation shall be (a) 6,000 shares of 7% cumulative preferred stock of the par value of Fifty (\$50.00) Dollars each, (b) 50,000 shares of Series A, 7% cumulative preferred stock of the par value of One Hundred (\$100.00) Dollars each, and (c) 750,000 shares of common stock of the par value of One Hundred (\$100.00) Dollars each.

The designations, preferences and voting powers, or restrictions or qualifications thereof, of the preferred stock, both of the 7% cumulative preferred stock and of the Series A, 7% cumulative preferred stock, and of the common stock, shall be as follows:

1. The holders of the preferred stock, irrespective of the class or kind thereof, shall be entitled to receive, when and as

declared by the Board of Directors, from the surplus or net profits of the corporation, dividends at the rate of 7% per annum, payable quarterly on the first days of March, June, September and December of each year, but no other or further dividend. Dividends on the preferred stock shall be cumulative from the quarterly dividend payment date next preceding the date of the original issue of each share of preferred stock, unless such stock shall be issued on a quarterly dividend payment date, and in such case, from such date, and shall be payable before any dividends on the common stock shall be paid or set apart, and if in any year dividends amounting to 7% on the preferred stock shall not be paid or set apart, the deficiency shall be payable before any dividends shall be paid or set apart for the common stock in any subsequent year.

2. Whenever all cumulative dividends on the preferred stock for all previous years shall have been declared and shall have become payable, and the accrued dividends for the current year shall have been declared, and the corporation shall have paid such cumulative dividends for previous years, and such accrued current dividends, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the balance of the net profits of the corporation declarable as dividends, may be distributed among the holders of the common stock.

3. The holders of the 7% cumulative preferred stock shall have no voting power, unless and until any dividend due on the 7% cumulative preferred stock shall not be paid when payable hereunder and shall remain so unpaid for four months, when the holders of the 7% cumulative preferred stock shall become and thereafter be entitled to full voting power in like manner as possessed by the holders of the common stock. The holders of the Series A, 7% cumulative preferred stock shall have no voting power.

4. In the event of any liquidation, dissolution, or winding up, whether voluntary or involuntary, of the corporation, the holders of the preferred stock shall share pro rata according to the par value of their shares, and be entitled to be paid in full both the par amount of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the common stock, and after the payment in full of all unpaid dividends accrued and the par value of the preferred stock, the remaining assets and funds shall be divided and paid to the holders of the common stock, equally and pro rata according to their respective shares.

5. The corporation may at any time on or after the 1st day of January, 1919, at its option, call in, pay and redeem, all the outstanding 7% cumulative preferred stock by the payment therefor of 105% of the par value thereof, and all or any part of the outstanding Series A, 7% cumulative preferred stock by the payment therefor of 110% of the par value thereof, together with all accumulated and unpaid dividends thereon to the date fixed for such redemption, thirty (30) days' notice of the call thereof having first been given by mail, to each registered holder of the stock to be redeemed and paid, at his address as the same appears on the stock ledger of the corporation, provided, however, that none of the Series A, 7% cumulative preferred stock shall be paid and redeemed so long as any of the 7% cumulative preferred stock shall remain outstanding.

6. No preferred stock in addition to the original issue of \$100,000 par value of 7% cumulative preferred stock shall be issued except when the net earnings of the corporation applicable to dividends on the preferred stock for the twelve months next preceding the date of issue shall be at least one and one-half times the dividend requirements on all of the preferred stock outstanding and that to be issued, or upon consent

of the holders of two-thirds of the preferred stock given at a meeting of stockholders duly and legally called and held.

SIXTH: The amount of capital with which Florida Power Corporation will continue its business is not less than Seven Million Dollars (\$7,000,000).

SEVENTH: The capital stock of the corporation, as now or hereafter constituted, or any part thereof, may be paid for in lawful money of the United States, or in property, labor or services, at a just valuation to be fixed by the Board of Directors of the corporation at a meeting called for such purpose. Property, labor or services may also be purchased or paid for with capital stock at a just valuation of such property, labor or services, to be fixed by the Board of Directors of the corporation at a meeting called for such purpose.

EIGHTH: The highest amount of indebtedness or liability to which the corporation can at any time subject itself shall be the sum of Twenty-five Million Dollars (\$25,000,000).

NINTH: The business or businesses of the corporation shall be conducted by a board of nine directors who shall be stockholders. Under the Board of Directors there shall be the following officers: a President who shall be a member of the Board of Directors, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be from time to time provided for in the By-Laws of the corporation, who may or may not be members of the Board of Directors. The members of said Board of Directors shall be elected at the annual meeting of the stockholders of the corporation, which shall be held in the City of St. Petersburg, Florida, on the last Thursday in March of each year, or at such other place and time as the By-Laws of the corporation may from time to time provide. However, if in any year, for any cause, no annual meeting of the corporation should be held, said Board of Directors shall be elected at

the next meeting of the stockholders held after the time fixed for the annual meeting.

TEXTI: The Board of Directors shall have power and authority to make the By-Laws of the corporation, and from time to time to add to, alter, amend, and/or repeal the said By-Laws, or any of them.

FIVENTI: Until the next annual election of directors, or until their successors are elected and have qualified, the following directors who are now the duly elected and qualified directors of said corporation, whose addresses are as follows, shall hold and continue their term of office, to-wit:

<i>Name</i>	<i>Residence</i>
H. A. Busch	1349 Lexington Avenue, New York, New York
H. R. Cloud	1245 Poinsettia Avenue, Orlando, Florida
T. C. Ervin	356 21st Avenue, N. E., St. Petersburg, Florida
H. K. Halligan	489 Highland Avenue, Upper Montclair, N. J.
A. W. Higgins	6315 Central Avenue, St. Petersburg, Florida
E. K. IlgenFritz	555 20th Avenue, N. E., St. Petersburg, Florida
G. A. Loudon	1203 Jackson Boulevard, Clearwater, Florida
R. C. Pourtless	206 17th Avenue, S. E., St. Petersburg, Florida
W. C. Schoeppe	832 19th Avenue, N., St. Petersburg, Florida

TWENTI: This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Re-incorporation in the manner now or hereafter prescribed by Statute, and all rights, herein conferred upon stockholders, are granted subject to this reservation.

THIRTEENTI: Florida Power Corporation does hereby surrender its existing charter or certificate of incorporation and does hereby accept the provisions of Chapter 10,096, Laws of Florida, 1925 and amendments thereto which are now contained in Chapter 612, Florida Statutes, 1941, and does hereby continue its corporate existence pursuant to the applicable provisions of said chapter.

IN WITNESS WHEREOF, Florida Power Corporation has caused this Certificate of Reincorporation to be signed by its President and to be attested under its corporate seal by its Secretary, as required by Section 612.64, Florida Statutes, 1941, this *17th* day of December, 1943.

FLORIDA POWER CORPORATION
By *A. W. Higginis*
President

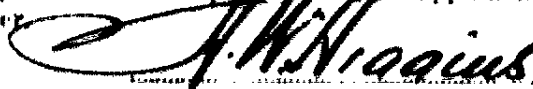
Attest: *[Signature]*
Secretary

(Corporate Seal)

STATE OF FLORIDA, }
 COUNTY OF PINELLAS, } SR.:

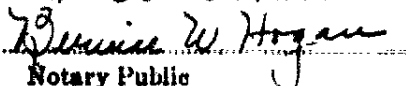
A. W. HIGGINS, being duly sworn, says:

That he is the President of Florida Power Corporation, a corporation organized and existing under the laws of the State of Florida; that the foregoing Certificate of Reincorporation of Florida Power Corporation was submitted to the stockholders of said corporation at a meeting duly called for the purpose of considering (a) the reincorporation of said Florida Power Corporation, pursuant to Section 612.64, Florida Statutes, 1941, (b) the surrender of the existing Charter or Certificate of Incorporation of the corporation, and (c) the acceptance of the provisions of said Chapter 612, Florida Statutes, 1941, and the continuance of its corporate existence pursuant to the applicable provisions of said chapter; that there were present in person or by proxy at said meeting, the holders of more than three-fourths of all of the stock of the corporation outstanding; that the stockholders of said corporation at said meeting, by the affirmative vote of the holders of at least three-fourths of all its stock outstanding: (a) duly authorized the foregoing Certificate of Reincorporation and authorized its President to execute the said Certificate of Reincorporation, and authorized its Secretary to attest the same under its corporate seal; (b) authorized this corporation to surrender its existing Charter or Certificate of Incorporation, and (c) to accept the provisions of Chapter 612, Florida Statutes, 1941, and to continue its corporate existence pursuant to the applicable provisions of said chapter.



(SEAL)

Sworn to before me this
 17th day of December, 1943.



Notary Public

State of Florida

Notary Public, State of Florida at Large
 My Commission Expires March 2, 1947

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 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 December , 1943.

Given under my hand and the Great Seal of the State
of Florida at Tallahassee, the Capital, this the
day of A.D. 19 .

(Seal)

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Secretary of State

A 426111

*Reincorporation
Florida Power
Corporation*

FILED IN OFFICE SECRETARY
OF STATE, OF THE STATE OF
FLORIDA, THIS 12 DAY OF
Dec A. D. 1925

R. A. GRAY,
SECRETARY OF STATE

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