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Amendment Filed 4-6-66

7 pgs.

A 43619 - PP

FLORIDA POWER CORPORATION

Amend PAR THIRD stipulating
term of existence as being
perpetual.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by MRC on April 6, 1966

TOM ADAMS
SECRETARY OF STATE

FLORIDA POWER CORPORATION
ST. PETERSBURG, FLORIDA

April 6, 1966

FILED
APR 6 4 30 PM '66
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Honorable Tom Adams
Secretary of State
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 respects set forth in said Certificate at an Annual Meeting of Common Stockholders of the Company held on March 31, 1966.

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 \$70.00, calculated as follows:

Filing of Certificate of Amendment of the Composite Certificate of Reincorporation	\$10.00
20 certified copies of above at \$3.00 per copy	<u>60.00</u>
Total	<u>\$70.00</u>

Thank you for your courtesy and cooperation in this matter.

Yours very truly,

E. N. Dunn, Jr.
E. N. Dunn, Jr.
President and General Counsel

SEARCHED	INDEXED
SERIALIZED	FILED
APR 6 1966	
TALLAHASSEE, FLORIDA	
FEE	210
DUPLICATE	60
RECEIVED	170
DUE	
FOUND	

END:tn
Encs.

APR 7 1966
31220
APR 7 1966
31300

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 Florida Statutes, 1965, FLORIDA POWER CORPORATION does hereby certify by W. J. Clapp, its President, and G. F. Foley, its Secretary, and under its corporate seal, that, at 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 20, 1966, 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 Composite Certificate of Reincorporation, as amended, 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 Common Stock of the Corporation, entitled to vote thereat, be called to be held at the Coliseum, St. Petersburg, Florida, on March 31, 1966, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon the proposed amendment to Paragraph Third 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 31, 1966, 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, 1965, 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 Third thereof, which reads as follows:

"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."

and by inserting in lieu thereof the following:

"Third: Florida Power Corporation shall have perpetual existence."

RECORDED
INDEXED
MAR 31 4 33 PM '66
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 5th day of April, 1966, 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 608.18 of Florida Statutes, 1965, 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)
) SS.
COUNTY OF PINELLAS)

On this 5th day of April, A.D. 1966, 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.

Thelma P. Nashner
Notary Public.

Notary Public, State of Florida at Large
My Commission Expires

(NOTARIAL SEAL)

STATE OF FLORIDA
OFFICE OF SECRETARY OF STATE

I, TOM ADAMS, 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 Corporation, a corporation organized and existing under the laws of the State of Florida, as filed in this office on _____, 1966, 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 _____,
1966.

Tom Adams,
Secretary of State.