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Amendment Filed 6-16-66

7 pgs.

A-42619 (gg)

amend. PAR 13

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by...h...on June 16, 1966

TOM ADAMS
SECRETARY OF STATE

FLORIDA POWER CORPORATION
 ST. PETERSBURG, FLORIDA

June 15, 1966

The Honorable Tom Adams
 Secretary of State
 Tallahassee, Florida

Hand out
 A42619

RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 JUN 16 1966

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 a Special Meeting of Common Stockholders of the Company held on June 15, 1966.

Also enclosed are twenty (20) additional executed copies of said Certificate (making a total of twenty-one (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. H. Dunbar, Jr.
 E. H. Dunbar, Jr.
 Vice President and General Counsel

C. TAX
FILING	10.00
F. A. STATE
REPLY	60.00
TOTAL	70.00
NET AMT	70.00
PAID
REFUND

ED:tm
 Encls.

Enclosed

301-***-100
 306-***-500

CERTIFICATE OF AMENDMENT OF THE COMPOSITE
CERTIFICATE OF REINCORPORATION, AS AMENDED, OF
FLORIDA POWER CORPORATION

FILED
MAY 10 1966
TALLAHASSEE, FLORIDA

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 April 21, 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 of the Corporation, as amended, should be further amended with respect to the matter hereinafter set forth; and that the directors at such meeting directed that a special meeting of the holders of record of Common Stock of the Corporation, entitled to vote thereat, be called to be held at the Home Service Center of Florida Power Corporation, 16th Street and 1st Avenue North, St. Petersburg, Florida, on June 15, 1966, at 2 o'clock P.M., (E.S.T.), for the purpose of considering and voting upon the proposed amendment to Paragraph Fifth of the Composite Certificate of Reincorporation, as amended, hereinafter set forth, namely the amendment of paragraph 13 of Paragraph Fifth of said Composite Certificate of Reincorporation.

Florida Power Corporation does hereby further certify that the aforesaid special meeting of the holders of Common Stock was held at the Home Service Center of Florida Power Corporation, 16th Street and 1st Avenue North, St. Petersburg, Florida, on June 15, 1966, at 2 o'clock P.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 of the Corporation, as amended:

Amendment to the Composite Certificate of Reincorporation of the Corporation, as amended, by striking out paragraph 13 of Paragraph Fifth thereof, which reads as follows:

"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."

and by inserting in lieu thereof the following:

"13(A) 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.

"(B) A holder of record of shares of Common Stock of the Corporation shall be entitled as such to subscribe for or purchase his pro rata share of any additional or new shares of Common Stock issued for cash. However, no holder of shares of Common Stock shall have the right or be entitled to subscribe for or to purchase any other securities of the Corporation, whether issued for cash, property, or otherwise, and whether or not such other securities are convertible into shares of Common Stock."

Florida Power Corporation does hereby further certify that it appeared, upon the canvassing of the votes, that the stockholders of record entitled to vote thereat, 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 of the Corporation, as amended.

IN WITNESS WHEREOF, Florida Power Corporation, this 15th day of June, 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

(CORPORATE SEAL)

By *[Signature]* President.

Attest:

[Signature]
Secretary.

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

On this 15th day of June, 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.

[Signature]
Notary Public.

(NOTARIAL SEAL)

Notary Public, State of Florida at Large
My Commission Expires

Notary Public, State of Florida at Large
My Commission Expires July 9, 1966

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 16th day of June, A. D., 1966, at 2:56 o'clock P.M. (E.S.T.).

Given under my hand and the Great Seal of
The State of Florida at Tallahassee, the
Capital, this the 16th day of June,
1966.

(S E A L)

Tom Adams,
Secretary of State.