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Florida Power
Company

(See Paper)

Filed in Office Secretary
of State, of the State of
Florida, this 11 day of
Jan. A. D., 1952

K. A. GRAY
Secretary of State

[Signature]

stock of any class, series or kind whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

No holder of shares of Common Stock shall be entitled as such as a matter of right to subscribe for or purchase any part of the 51,550 shares of Convertible Preferred Stock or any of the Common Stock which may be issuable upon conversion of any of the 51,550 shares of Convertible Preferred Stock."

II. Amendment to the amended Certificate of Reincorporation of the Corporation by adding to Paragraph Fifth of the amended Certificate of Reincorporation, the following new Paragraph 17:

"17. An additional series of Cumulative Preferred Stock is hereby created to consist of 51,550 shares of Convertible Preferred Stock of the par value of \$100 each, which shall be designated as Convertible Preferred Stock, 4.90% Series (said series being hereinafter sometimes referred to as Convertible Preferred Stock). Said 51,550 shares of Convertible Preferred Stock, 4.90% Series shall have, in addition to the designation, terms, relative rights, privileges, limitations, preferences and voting powers, and the prohibitions, restrictions, and qualifications of the voting and other rights and powers hereinbefore fixed for the Preferred Stock of the Corporation, the following:

"(a) The rate of dividend for the shares of such Convertible Preferred Stock, shall be four and 90/100 per cent per annum of the par value thereof and dividends on all shares of such series issued on or prior to the record date for the first dividend of such series shall be cumulative from the quarterly dividend payment date which next precedes the date of issue thereof;

"(b) Redemption prices of the shares of such Convertible Preferred Stock, shall be (i) as to any share redeemed on or prior to November 15, 1953, the sum of one hundred three and 50/100 Dollars (\$103.50) plus the sum computed at the annual dividend rate for the shares of Convertible Preferred Stock, from the date from which dividends on such share shall be cumulative to the date fixed for such redemption, less the aggregate of the dividends theretofore or on such redemption date paid thereon or declared and set aside for payment thereon, and (ii) as to any share redeemed thereafter and on or before November 15, 1956 the sum of one hundred two and 25/100 Dollars (\$102.25) plus the sum computed at the annual dividend rate for the shares of Convertible Preferred Stock, from the date from which the dividends on such share shall be cumulative to the date fixed for such redemption, less the aggregate of the dividends theretofore or on such redemption date paid thereon or declared and set aside for payment thereon; and (iii) as to any share redeemed subsequent to November 15, 1956, the sum of one hundred one Dollars (\$101.00) plus the sum computed at the annual dividend rate for the shares of Convertible Preferred Stock, from the date from which dividends on such shares shall be cumulative to the date fixed for such redemption, less the aggregate of the dividends theretofore or on such redemption date paid thereon or declared and set aside for payment thereon

"(c) The amounts payable on the shares of Convertible Preferred Stock, in the event of any liquidation, dissolution or winding up of the Corporation shall be as to any shares (i) in the event of voluntary liquidation, dissolution or winding up, the amount at which such share could be redeemed at the time of such voluntary liquidation, dissolution or winding up, and (ii) in the event of involuntary liquidation, dissolution or winding up the sum of One Hundred Dollars (\$100) plus a sum computed at the annual dividend rate for the shares of such Convertible Preferred Stock, from the date from which dividends on such share shall be cumulative to the date of such involuntary liquidation, dissolution or winding up, less the aggregate of the dividends theretofore paid thereon or declared and set aside for payment thereon; and

"(i) The shares of Convertible Preferred Stock shall be convertible into shares of Common Stock of the Corporation. The terms and provisions with respect to the conversion of the shares of such Convertible Preferred Stock into shares of Common Stock, the rate or prices at which shares of such series shall be convertible and the method of adjusting the same, and the qualifications, conditions, limitations and restrictions of such conversion rights, preferences and privilege, shall be as follows:

"(i) The shares of Convertible Preferred Stock shall be convertible at the option of the respective holders thereof, at any time unless previously redeemed, at the office of the Transfer Agent for such stock in the City of New York, into fully paid and non-assessable shares, calculated at the nearest 1/100 of a share (5/1000 of a share being considered as nearer to the next higher 1/100), of Common Stock of the Corporation at the price of \$20 per share of Common Stock (each share of Convertible Preferred Stock being taken at \$100 for the purpose of such conversion), subject to adjustment of such conversion price from time to time in certain instances as hereinafter provided. The price at which shares of Common Stock shall be deliverable upon conversion (being initially \$20 per share as aforesaid) is hereinafter referred to as the 'conversion price'. The Corporation shall make no payment or adjustment on account of dividends accrued on the shares of Convertible Preferred Stock surrendered for conversion. No fractions of a share of Common Stock are to be issued upon conversion, but in lieu thereof the Corporation will issue non-dividend bearing and non-voting scrip certificates for 1/100 of a share or multiple thereof. Scrip certificates aggregating one or more full shares of Common Stock may be exchanged at any time prior to six months after the redemption or retirement of all of the shares of Convertible Preferred Stock, for stock certificates representing such full shares; thereafter such scrip certificates shall be void. Upon any adjustment of the conversion price, the number of shares of Common Stock deliverable upon exercise of the conversion privilege shall be appropriately increased or decreased. In case of the call for redemption of any shares of Convertible Preferred Stock such right of conversion shall terminate as to the shares designated for redemption at the close of business on the second full business day prior to the date fixed for redemption, unless default shall be made in the payment of the redemption price. Certificates for shares of Convertible Preferred Stock to be converted into Common Stock shall be surrendered to the Corporation by the holder thereof, at the office of such Transfer Agent, accompanied by written notice to the Corporation, signed by such holder, that such holder elects to convert the same, and setting forth the name or names in which the certificate or certificates of Common Stock are to be issued; in case any such certificate or certificates are to be issued in a name other than that of the registered owner of any surrendered certificate, the surrendered certificate must be duly endorsed by such registered owner. The Corporation will, as soon as practicable thereafter, issue and deliver at said office, to such holder or his nominee or nominees, certificates for the number of full shares of Common Stock to which he shall be entitled as aforesaid, together with a scrip certificate in lieu of any fraction of a share of Common Stock to which he shall be entitled. Such conversion shall be deemed to have been made as of the date of such surrender of shares of Convertible Preferred Stock to be converted, and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock on said date.

"(ii) In case the Corporation shall at any time or from time to time issue or sell any shares of its Common Stock (other than shares issued upon conversion of shares of Convertible Preferred Stock) for a consideration per share less than the conversion price in effect immediately prior to the time of such issue or sale, then, forthwith upon such issue or sale, said conversion price shall be reduced to a price (calculated to the nearest cent) determined by dividing (a) an amount equal to the sum of X, the number of shares of Common Stock of the Corporation outstanding immediately prior to such

issuance or sale multiplied by the then existing conversion price, and Y, the aggregate consideration, if any, received by the Corporation upon such issue or sale, by (b) the total number of shares of Common Stock outstanding immediately after such issue or sale. For the purposes of this Section the number of shares of Common Stock outstanding at any given time shall include shares issuable in respect of scrip certificates issued in lieu of fractions of shares of Common Stock, but shall exclude shares in the treasury of the Corporation.

"(iii) Adjustments similar to those provided in paragraph (ii) of this subparagraph (d) shall be made as follows:

"(1) in case at any time the Corporation shall in any manner grant any rights to subscribe for or to purchase, or any options for the purchase of, shares of Common Stock and the price per share for which Common Stock is issuable or deliverable upon the exercise of such rights or options (determined by dividing (a) the total amount, if any, received or receivable by the Corporation as consideration for the granting of such rights or options, plus the minimum aggregate amount of additional consideration payable to the Corporation upon the exercise of such rights or options, by (b) the total maximum number of shares of Common Stock issuable or deliverable upon the exercise of such rights or options) shall be less than the conversion price in effect immediately prior to the time of the granting of such rights or options, then the granting of such rights or options shall be deemed to be an issue or sale for cash (as of the date of the granting of such rights or options) within the meaning of paragraph (ii) of this subparagraph (d) of the total maximum number of shares of Common Stock issuable upon the exercise of such rights or options at the price per share determined as aforesaid; provided that upon the expiration of such rights or options, if any thereof shall not have been exercised, the conversion price shall forthwith be readjusted and thereafter be the price which it would have been had an adjustment been made on the basis only of the shares of Common Stock actually issued and of the consideration actually received upon the exercise of such rights or options.

"(2) in case at any time the Corporation shall in any manner issue or sell any shares of stock or securities (including shares of Convertible Preferred Stock) convertible into or exchangeable for shares of Common Stock, and the price per share for which Common Stock is issuable or deliverable upon such conversion or exchange (determined by dividing (a) the total amount received or receivable by the Corporation as consideration for the issue or sale of such convertible stock or other securities, plus the minimum aggregate amount of additional consideration, if any, payable to the Corporation upon the conversion or exchange thereof, by (b) the total maximum number of shares of Common Stock issuable or deliverable upon the conversion or exchange of all such convertible stock or other securities) shall be less than the conversion price in effect immediately prior to the time of such issue or sale, then such issue or sale shall be deemed to be an issue or sale for cash (as of the date of issue or sale of such convertible stock or other securities) within the meaning of paragraph (ii) of this subparagraph (d) of the total maximum number of shares of stock issuable or deliverable upon the conversion of all such convertible stock or other securities at the price per share determined as aforesaid, provided that upon the expiration of such rights of conversion or exchange of such convertible stock or other securities, if any thereof shall not have been exercised, the conversion price shall forthwith be readjusted and thereafter be the price which it would have been had an adjustment been made on the basis only of the shares of Common Stock actually issued and of the consideration actually received upon the exercise of such rights of conversion or exchange.

"(3) in case at any time the Corporation shall declare a dividend or make any other distribution upon any stock of the Corporation payable in Common Stock or in

shares of stock or other securities convertible into or exchangeable for shares of Common Stock, such declaration or distribution shall be deemed to be an issue or sale (as of the record date) within the meaning of paragraph (ii) of this subparagraph (d) of the aggregate number of shares of Common Stock issuable in payment of such dividend or distribution or issuable or deliverable upon conversion or exchange of all such shares of convertible stock or other securities, as the case may be; and such shares of Common Stock shall be deemed to have been issued or sold without consideration, provided that, with respect to shares of stock or other securities convertible into or exchangeable for shares of Common Stock, upon the expiration of such rights of conversion or exchange of such stock or other securities, if any thereof shall not have been exercised, the conversion price shall forthwith be readjusted and thereafter be the price which it would have been had an adjustment been made on the basis only of the shares of Common Stock actually issued upon the exercise of such rights of conversion or exchange.

"(iv) For the purposes of paragraphs (ii) and (iii) of this subparagraph (d), the following provisions shall apply:

"(1) in case any shares of Common Stock or any rights or options to purchase any shares of Common Stock or any stock or other securities (including shares of Convertible Preferred Stock) convertible into or exchangeable for shares of Common Stock shall be issued by the Corporation for cash, the consideration received therefor and for the shares issuable upon exercise of such rights or options or upon conversion or exchange of such securities shall be deemed to be the net amount received by the Corporation therefor after deducting therefrom any expenses incurred and any underwriting commissions or concessions paid or allowed by the Corporation in connection therewith. In case any shares of Common Stock or any rights or options to purchase any shares of Common Stock or any stock or other securities (including shares of Convertible Preferred Stock) convertible into or exchangeable for shares of Common Stock shall be issued by the Corporation for a consideration other than cash (or a consideration which includes cash), the Board of Directors of the Corporation shall determine the fair value of such consideration, and such Common Stock, rights, options or convertible or exchangeable stock or other securities shall be deemed to have been issued for an amount of cash equal to the value so determined by the Board of Directors.

"(2) in case the Corporation shall take a record of the holders of any class of its capital stock for the purpose of entitling them (a) to receive a dividend or other distribution payable in Common Stock or in stock or other securities convertible into or exchangeable for shares of Common Stock, or (b) to subscribe for or purchase Common Stock or stock or other securities (including shares of Convertible Preferred Stock) convertible into or exchangeable for shares of Common Stock, then such record date shall be deemed to be the date of the issue or sale of the shares of Common Stock deemed to have been issued or sold upon the declaration of such dividend or the making of such other distribution or the date of the granting of such right of subscription or purchase, as the case may be; provided, however, that (x) the adjustment in the conversion price required by reason of such issue, sale, distribution or granting shall not be made until such issue, sale, distribution or granting shall in fact have been made, such adjustment then to be made as of such record date, and (y) in case the Corporation shall abandon its plans for the purpose of which such record was taken or shall not effect such issue, sale, distribution or granting, no adjustment in the conversion price shall be made or required by reason of the taking of such record.

"(v) In case the Corporation shall at any time subdivide its outstanding shares of Common Stock into a greater number of shares, the conversion price in effect immediately prior to such subdivision shall be proportionately reduced, and, conversely, in

case the outstanding shares of the Common Stock of the Corporation shall be combined into a smaller number of shares, the conversion price in effect immediately prior to such combination shall be proportionately increased.

"(vi) In case of any capital reorganization or any reclassification of the capital stock of the Corporation, involving in either of such cases the receipt by the holders of shares of Common Stock of stocks, securities or other property, or in case of the consolidation or merger of the Corporation with or into another corporation, or the sale of all or substantially all of the assets of the Corporation to another corporation, then, as part of such reorganization, reclassification, consolidation, merger or sale, adequate provision shall be made whereby each holder of shares of the Convertible Preferred Stock upon the exercise of the conversion privilege shall be entitled to receive on the same conditions the stocks, securities or other property which such holder would have been entitled to receive upon such reorganization, reclassification, consolidation, merger or sale if such holder had exercised the conversion privilege immediately prior to such reorganization, reclassification, consolidation, merger or sale; and, as a consideration of any such consolidation, merger or sale, any corporation which shall become successor to the Corporation by reason of such consolidation, merger or sale shall expressly assume the obligation to deliver, upon the exercise of the conversion privilege, such shares of stock, securities or other property as the holders of the shares of Convertible Preferred Stock shall be entitled to receive pursuant to the provisions hereof.

"(vii) Whenever the conversion price is required to be adjusted as herein provided, the Corporation shall forthwith employ a firm of public accountants of recognized standing who shall compute the adjusted conversion price in accordance with the provisions of this subparagraph (d) and shall prepare a certificate setting forth such adjusted conversion price and showing in detail the facts upon which such adjustment is based, including a statement of the consideration received or to be received by the Corporation for any additional stock issued or sold or deemed to have been issued or sold and of the number of shares of Common Stock outstanding or deemed to be outstanding, and such certificate shall forthwith be filed with the Transfer Agent for the Convertible Preferred Stock, and thereafter (until further adjusted) the adjusted conversion price shall be as set forth in said certificate.

"(viii) In case, at any time:

"(1) the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to receive a dividend or other distribution payable otherwise than in cash, or of entitling them to subscribe for or purchase any shares of stock of any class or to receive any other rights; or

"(2) of any reclassification or reorganization of the capital stock of the Corporation, involving in either of such cases the receipt by the holders of shares of Common Stock of stocks, securities or other property, or of any consolidation or merger of the Corporation with or into any other corporation, or sale of all or substantially all of the property and business of the Corporation to another corporation; or

"(3) of the voluntary or involuntary dissolution, liquidation, or winding up of the Corporation;

then, and in any such case, the Corporation shall cause to be mailed to the Transfer Agent for the Convertible Preferred Stock and to the holders of record of the outstanding shares of Convertible Preferred Stock, at least ten days prior thereto, a notice stating the date on which a record is to be taken for the purpose of the proposed dividend, distribution or rights, or the date on which the proposed reclassification, reorganization, consolidation, merger, sale, dissolution, liquidation or winding up is to take place, as the case may be. Such notice shall also specify the date, if any is to be fixed, as

of which holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, reorganization, consolidation, merger, sale, dissolution, liquidation or winding up. In case any such proposed dividend, distribution, grant of rights, reclassification, reorganization, consolidation, merger, sale, dissolution, liquidation or winding up shall be abandoned or deferred, the Corporation shall be under no liability by reason of having stated a proposed date in any notice mailed as aforesaid, but in case of deferment the Corporation shall cause to be mailed a notice complying with this paragraph (viii) of any new date proposed to be fixed in respect thereof.

"(ix) The amount of capital represented by each share of Convertible Preferred Stock so converted into Common Stock shall, upon such conversion, become capital represented by the Common Stock issued upon such conversion to the extent of the aggregate par value of the Common Stock so issued or, if such Common Stock shall not have any par value, to the extent of the capital represented thereby on the books of the Corporation, and capital surplus to the extent of the excess of the capital represented by the Convertible Preferred Stock so converted over the par value of, or the capital on the books of the Corporation represented by, the Common Stock into which converted.

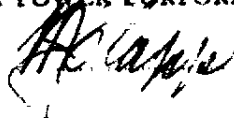
"(x) The Corporation will pay all issue and other taxes that may be payable in respect of any issue or delivery of any shares of Common Stock on the conversion of Convertible Preferred Stock pursuant hereto. The Corporation shall not, however, be required to pay any taxes that may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock in a name other than that in which the shares of Convertible Preferred Stock so convertible were registered, and no such issue or delivery shall be made unless the person requesting such issue has paid to the Corporation the amount of any such taxes or has established to the satisfaction of the Corporation that such taxes have been paid."

Florida Power Corporation does hereby further certify that it appeared, upon the canvassing of the votes, that the stockholders of record entitled to vote at said special meeting, holding stock in the Corporation entitling them to exercise at least a majority of the voting power, voted in favor of each of the two proposed amendments to the amended Certificate of Reincorporation of the Corporation.

IN WITNESS WHEREOF, Florida Power Corporation, this 11th day of January, 1932, 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 612.06 Florida Statutes, 1941, and pursuant to the authority conferred by the respective resolutions of its stockholders.

FLORIDA POWER CORPORATION,

By



President.

Attest:



Assistant Secretary.

STATE OF FLORIDA }
COUNTY OF PINELLAS } ss.:

On this 11th day of January, A.D., 1952, 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.

Brunce W. Hogan

Notary Public
State of Florida at Large
My Commission Expires

Notary Public, State of Florida at Large.
My Commission Expires January 11, 1955.

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 the Amendment to the Amended 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 January // , 1952, at //⁰⁰ o'clock A.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 January, 1952.

Secretary of State