

142619

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Amendment filed 4-1-74

7 pgs

142619 (1-1-74)

FLORIDA POWER CORPORATION

AMENDMENT INC. CAP STR FOR
4,000,000 sh cum. pref @ \$10.
30,000,000 sh com @ \$2.50 &
1,000,000 sh Preferred @ \$2.50

OFFICE OF DEPARTMENT
OF STATE OF FLORIDA
4-1-74

RICHARD (DICK) STONE
SECRETARY OF STATE

corp 1



Florida Power

March 29, 1974

MA 1 4 00 PM '74
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Honorable Richard B. Stone
Secretary of State
Department of State
Tallahassee, Florida 32304

APR -1 74 #2 232500 ***200.00
APR -1 74 #2 232500 ***15.00
APR -1 74 #2 232400 ***11,875.00

Dear Sir:

Re: Charter Amendment Increasing
Authorized Capital Stock

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 respect set forth in said Certificate at an Annual Meeting of Common Stockholders and at a Special Meeting of the Preferred Stockholders of the Company, held on March 28, 1974. The Amendment to the Charter has the effect of increasing the Company's total authorized capital stock from its present \$287,500,000 to \$575,000,000, or a net increase of \$287,500,000 divided as follows:

1. 2,500,000 new shares of Cumulative Preferred Stock, par value \$100.
2. 15,000,000 new shares of Common Stock, par value \$2.50.

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 \$215.00, calculated as follows:

Filing of Certificate of Amendment of the Composite Certificate of Reincorporation	\$ 15.00
20 certified copies of above at \$10 ea.	200.00
Total	<u>\$215.00</u>

PRIVILEGE TAX
C. TAX <u>11,875.00</u>
FILING <u>15</u>
T. TAX <u>5.00</u>
P. A. FEE
P. DUTY
TOTAL <u>11,895.00</u>
BALANCE DUE
DATE

The Honorable Richard B. Stone
Secretary of State
March 29, 1974
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With regard to the filing tax applicable, pursuant to Section 608.05(4), Florida Statutes, to the increased authorized capital stock, our calculations are as follows:

1. 2,500,000 shares Cumulative Preferred Stock, par value \$100.

2,500,000 shares x \$100 =	\$250,000,000	
\$250,000,000 ÷ \$1,000 =	250,000	
250,000 x 25¢ =	\$62,500	Filing Tax Due

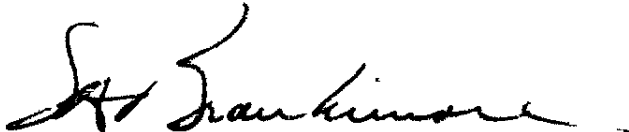
2. 15,000,000 shares Common Stock, par value \$2.50.

15,000,000 shares x \$2.50 =	\$ 37,500,000	
\$37,500,000 ÷ \$1,000 =	37,500	
37,500 x 25¢ =	\$9,375	Filing Tax Due

This calculation indicates a total filing tax of \$71,875.00 due on the increased authorized capital stock of Florida Power Corporation, and I am also enclosing herewith the Company's check in said amount.

Your cooperation, in returning the certified copy of the Certificate of Amendment to the undersigned at your earliest convenience, will be greatly appreciated.

Yours very truly,



S. A. Brandimore
Vice President and
General Counsel

SAB:tm
Encls.

P.S. - Please call me, collect, if there are any questions regarding this filing. My number is (813) 866-5180.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 1 4 00 PM 1974

FILED

CERTIFICATE OF AMENDMENT OF THE COMPOSITE
CERTIFICATE OF REINCORPORATION OF
FLORIDA POWER CORPORATION

FILED
MAR 1 4 01 PM '74
TREASURER OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State of the State of Florida:

In compliance with the authority and requirements of Chapter 608, Florida Statutes, 1971, FLORIDA POWER CORPORATION does hereby certify by Andrew M. Mines, Jr., its President, and J. G. Loader, 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 in St. Petersburg, Florida, on January 17, 1974, at 9 o'clock A.M., 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; that the Directors at such meeting directed that at the annual meeting of the holders of record of Common Stock of the Corporation to be held at the Coliseum, St. Petersburg, Florida, on March 28, 1974, at 11 o'clock A.M., the Common Stockholders, entitled to vote thereat, consider and vote upon the proposed amendment to Paragraph Fifth of the Composite Certificate of Reincorporation, as amended, hereinafter set forth; and that the Directors at such meeting further directed that a special meeting of the holders of record of the Cumulative Preferred Stock of the Corporation, entitled to vote thereat, be called to be held at the Coliseum, St. Petersburg, Florida, on March 28, 1974, at 11 o'clock A.M., 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.

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 28, 1974, at 11 o'clock A.M., and that at such annual meeting, of which notice was heretofore given in the manner provided in Section 608.10, Florida Statutes, 1971, the Common 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; and that the aforesaid special meeting of the holders of Cumulative Preferred Stock was held at the Coliseum, St. Petersburg, Florida, on March 28, 1974, at 11 o'clock A.M., and that at such special meeting, of which notice was heretofore given in the manner provided in Section 608.10, Florida Statutes, 1971, the Cumulative Preferred 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

The Composite Certificate of Reincorporation, as amended, of the Corporation is further amended by striking, from Paragraph Fifth, the first paragraph thereof, which reads as follows:

"FIFTH: The amount of authorized capital stock of the Corporation shall be (a) 1,500,000 shares of Cumulative Preferred Stock, of the par value of \$100 each, (b) 15,000,000 shares of Common Stock, of the par value of \$2.50 each, and (c) 1,000,000 shares of Preference Stock, of the par value of \$100 each."

and by inserting in lieu thereof the following:

FIFTH: The amount of authorized capital stock of the Corporation shall be (a) 4,000,000 shares of Cumulative Preferred Stock, of the par value of \$100 each, (b) 30,000,000 shares of Common Stock, of the par value of \$2.50 each, and (c) 1,000,000 shares of Preference Stock, of the par value of \$100 each.

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 Common Stock in the Corporation entitling them to exercise at least a majority of the Common Stock voting power, voted in favor of increasing the authorized shares of Common Stock and Preferred Stock as provided in the proposed amendment to the Composite Certificate of Reincorporation, as amended, of the Corporation; and that it also appeared, upon the canvassing of the votes, that the stockholders of record of the Cumulative Preferred Stock entitled to vote at said special meeting, holding Cumulative Preferred Stock in the Corporation entitling them to exercise at least a majority of the Cumulative Preferred Stock voting power, voted in favor of increasing the authorized shares of Preferred Stock as provided in the proposed amendment to the Composite Certificate of Reincorporation, as amended, of the Corporation.

IN WITNESS WHEREOF, Florida Power Corporation, this 22nd day of March, 1974, 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 Jureds, to be the act and deed of said Corporation, all as required by Section 608.18, Florida Statutes, 1971, and pursuant to the authority conferred by the respective resolutions of its stockholders.

(CORPORATE SEAL)

Attest:

J. J. [Signature]
Secretary

FLORIDA POWER CORPORATION

By

[Signature]
President

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

On this 28th day of March, A.D. 1974, before me the undersigned authority authorized by the Laws of the State of Florida to take acknowledgments of deeds personally appeared ANDREW M. HINES, JR., 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 ANDREW M. HINES, JR., 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 ANDREW M. HINES, JR., 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.

Shelma R. Maxham
Notary Public

(NOTARIAL SEAL)

Notary Public - State of Florida at Large
My Commission Expires 03/03/1974