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Amendment filed 3-28-52

9 pgs.

A 42619-U  
Florida Power  
Corporation  
San Juan

Filed in Office Secretary  
of State, of the State of  
Florida, this 27<sup>th</sup> day of  
March, A. D., 1947

H. A. GRAY  
Secretary of State

Noted

RECEIVED

1952 MAR 23 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT OF THE AMENDED  
CERTIFICATE OF REINCORPORATION OF  
FLORIDA POWER CORPORATION**

C. TAX	.....
FEES	10.00
R. GENT FEE	.....
C. COPY	50.00
STAMP	60.00
A. STAMP	60.00
PLAN & DUE	.....
REFUND	.....

To the Secretary of State of the State of Florida:

In compliance with the authority and requirements of Chapter 612 of Florida Statutes, 1941, FLORIDA POWER CORPORATION does hereby certify by W. J. Clapp, its President, and E. K. IlgenFritz, its Secretary, and under its corporate seal, that, at a duly called regular meeting of the Board of Directors of the Corporation held at its principal office, Florida Power Building, St. Petersburg, Florida, on January 17, 1952, 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 Amended Certificate of Reincorporation 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 the Common Stock of the Corporation, entitled to vote thereat, be called to be held at the Suwannee Hotel, St. Petersburg, Florida, on March 27, 1952, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon the four proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation hereinafter set forth, namely the amendments of Paragraphs 1, 4, 7 and 13 of Paragraph Fifth of said Amended Certificate of Reincorporation, and further directed that a special meeting of the holders of record of Cumulative Preferred Stock, 4% Series, 4.90% Series, 4.60% Series and Convertible Preferred Stock, 4.90% Series, of the Corporation, entitled to vote thereat, be called to be held at the principal office of the Corporation, Florida Power Building, St. Petersburg, Florida, on March 26, 1952, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon three of said four proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation hereinafter set forth, namely the amendments of Paragraphs 1, 4 and 7 of Paragraph Fifth of said Amended Certificate of Reincorporation.

Florida Power Corporation does hereby further certify that the aforesaid annual meeting of the holders of Common Stock was held at the Suwannee Hotel, St. Petersburg, Florida, on March 27, 1952, at 11 o'clock A.M. (E.S.T.); and that the aforesaid special meeting of the holders of Cumulative Preferred Stock, 4% Series, 4.90% Series, 4.60% Series and Convertible Preferred Stock, 4.90% Series, was held at the principal office of the Corporation on March 26, 1952, at 11 o'clock A.M. (E.S.T.); and that at such meetings, of which notices were given in the manner provided in Section 612.24 of Florida Statutes, 1951, the holders of Common Stock of the Corporation, entitled to vote thereat, voted for and against the following four proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation, and the holders of Cumulative Preferred Stock, 4% Series, 4.90% Series, 4.60% Series and Convertible Preferred Stock, 4.90% Series, entitled to vote thereat as a class, voted for and against the first three (being the only amendments proposed upon which the holders of said Preferred Stocks are entitled to vote) of the following four proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation:

**L. Amendment to the amended Certificate of Reincorporation of the Corporation by striking therefrom Paragraph 1 of Paragraph Fifth, which reads as follows:**

"1. The shares of the Preferred Stock may be divided into and issued in series, from time to time, as herein provided, each of such series to be distinctively designated, the initial series to consist of 40,000 shares designated as Cumulative Preferred Stock, 4% Series, and the designations of the additional authorized shares to be set forth in an amendment or amendments to the amended Certificate of Reincorporation. All shares of the Preferred Stock of all series shall be of equal rank and all shares of any particular series of the Preferred Stock shall be identical except as to the date or dates from which dividends thereon shall be cumulative as provided in paragraph 2 hereof. The shares of the Preferred Stock of different series, subject to any applicable provision of law, may vary as to the following terms, which shall be fixed in the case of each such series, at any time prior to the issuance of the shares thereof, in the manner provided in paragraph 7 hereof:

(a) The annual dividend rate (within such limits as shall be permitted by law) for the particular series and the date from which dividends shall be cumulative on all shares of such series issued on or prior to the record date for the first dividend for such series;

(b) The redemption price or prices, if any, for the particular series;

(c) The amount or amounts per share for the particular series payable to the holders thereof upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, which may be different for voluntary and involuntary liquidation, dissolution or winding up and which shall include an amount equal to accrued and unpaid dividends on such shares of Preferred Stock to the date fixed for payment of said amount;

(d) The terms and amount of any sinking fund provided for the purchase or redemption of shares of the particular series; and

(e) The conversion, participating or other special rights, and the qualifications, limitations or restrictions thereof, if any, of the particular series."

and by inserting in lieu thereof the following:

"1. The shares of the Preferred Stock may be divided into and issued in series, from time to time, as herein provided, each of such series to be distinctively designated, the initial series to consist of 40,000 shares designated as Cumulative Preferred Stock, 4% Series, and the designations of the additional authorized shares to be set forth either (i) in an amendment or amendments to the amended Certificate of Reincorporation or (ii), to the extent provided in paragraph 7 hereof, in the resolution or resolutions providing for the issuance of such additional shares adopted by the Board of Directors of the Corporation. All shares of the Preferred Stock of all series shall be of equal rank and all shares of any particular series of the Preferred Stock shall be identical except as to the date or dates from which dividends thereon shall be cumulative as provided in paragraph 2 hereof. The shares of the Preferred Stock of different series, subject to any applicable provision of law, may vary as to the following terms, which shall be fixed in the case of each such series,

at any time prior to the issuance of the shares thereof, in the manner provided in paragraph 7 hereof:

(a) The annual dividend rate (within such limits as shall be permitted by law) for the particular series and the date from which dividends shall be cumulative on all shares of such series issued on or prior to the record date for the first dividend for such series;

(b) The redemption price or prices, if any, for the particular series;

(c) The amount or amounts per share for the particular series payable to the holders thereof upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, which may be different for voluntary and involuntary liquidation, dissolution or winding up and which shall include an amount equal to accrued and unpaid dividends on such shares of Preferred Stock to the date fixed for payment of said amount;

(d) The price or prices, the time or times and the amount or number of shares and other terms with respect to the redemption or purchase of shares in connection with any purchase or sinking fund provisions relating to the particular series; and

(e) The conversion, participating or other special rights, and the qualifications, limitations or restrictions thereof, if any, of the particular series.

In the event that at the time the other terms of the particular series are fixed pursuant to paragraph 7 hereof no provision is made with respect to the amount or amounts to be paid on liquidation, dissolution or winding up of the Corporation to the holders of shares for such series, the amount or amounts so payable shall be as provided in paragraph 4 hereof."

II. Amendment to the amended Certificate of Reincorporation of the Corporation by striking therefrom Paragraph 4 of Paragraph Fifth, which reads as follows:

"4. Before any amount shall be paid to, or any assets distributed among, the holders of the Common Stock or of any other stock of the Corporation subordinate to the Preferred Stock upon any liquidation, dissolution or winding up of the Corporation, and after paying or providing for the payment of all creditors of the Corporation, the holders of all shares of each series of the Preferred Stock at the time outstanding shall be entitled to be paid in cash the amount for the shares of the particular series fixed therefor as herein provided; but no payments on account of such distributive amounts shall be made to the holders of shares of any series of the Preferred Stock unless there shall likewise be paid at the same time to the holders of shares of each other series of the Preferred Stock at the time outstanding like proportionate distributive amounts, ratably in proportion to the full distributive amounts to which they are respectively entitled as herein provided. In case the amounts payable to the holders of shares of the Preferred Stock upon liquidation, dissolution or winding up of the Corporation are not paid in full, all shares of all Preferred Stock of all series shall participate ratably in any such distribution in proportion to the full distributive amount to which they are respectively

entitled as herein provided. The holders of the Preferred Stock of any series shall not be entitled to receive any amounts with respect thereto upon any liquidation, dissolution or winding up of the Corporation other than the amounts referred to in this paragraph. Neither the consolidation or merger of the Corporation with or into any other corporation or corporations, nor the sale or transfer by the Corporation of all or any part of its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for the purposes of this paragraph."

and by inserting in lieu thereof the following:

"4. Before any amount shall be paid to, or any assets distributed among, the holders of the Common Stock or of any other stock of the Corporation subordinate to the Preferred Stock upon any liquidation, dissolution or winding up of the Corporation, and after paying or providing for the payment of all creditors of the Corporation, the holders of all shares of each series of the Preferred Stock at the time outstanding shall be entitled to be paid in cash for each share of the particular series the amount payable to the holders of shares of such series fixed pursuant to the provisions of paragraph 7 hereof, or in the event no provision is made for the shares of a particular series as provided in said paragraph 7 the holders of all shares of such series of the Preferred Stock at the time outstanding shall be entitled to be paid in cash for each share of such series (i) in the event of voluntary liquidation, dissolution or winding up, an amount equal to the regular redemption price of such share at the time of such voluntary liquidation, dissolution or winding up, and (ii) in the event of involuntary liquidation, dissolution or winding up, an amount equal to one hundred dollars (\$100) for such share plus a sum computed at the annual dividend rate for such share from the date on 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; but no payments on account of such distributive amounts shall be made to the holders of shares of any series of the Preferred Stock unless there shall likewise be paid at the same time to the holders of shares of each other series of the Preferred Stock at the time outstanding like proportionate distributive amounts, ratably in proportion to the full distributive amounts to which they are respectively entitled as herein provided. In case the amounts payable to the holders of shares of the Preferred Stock upon liquidation, dissolution or winding up of the Corporation are not paid in full, all shares of all Preferred Stock of all series shall participate ratably in any such distribution in proportion to the full distributive amount to which they are respectively entitled as herein provided. The holders of the Preferred Stock of any series shall not be entitled to receive any amounts with respect thereto upon any liquidation, dissolution or winding up of the Corporation other than the amounts referred to in this paragraph. Neither the consolidation or merger of the Corporation with or into any other corporation or corporations, nor the sale or transfer by the Corporation of all or any part of its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for the purposes of this paragraph."

III. Amendment to the amended Certificate of Reincorporation of the Corporation by striking therefrom Paragraph 7 of Paragraph Fifth, which reads as follows:

"7. The Corporation may, subject to the provisions of paragraph 8(B)(a) hereof, at any time or from time to time, create one or more additional series of Preferred Stock, fix the authorized amount of any such series, and fix the designations and terms of any such series of Preferred Stock in the respects in which the shares of any series may vary from the shares of other series of Preferred Stock as provided in paragraph 1 hereof, and as shall be set forth in an amendment or amendments to the amended Certificate of Reincorporation adopted by the vote of the holders of a majority of the total number of shares of Common Stock of the Corporation then outstanding given at a meeting called and held for that purpose in accordance with the provisions of the Florida statutes providing the method of adopting amendments to certificates of incorporation."

and by inserting in lieu thereof the following:

"7. The Corporation may, subject to the provisions of paragraph 8(B)(a) hereof, at any time or from time to time, create one or more additional series of Preferred Stock, fix the authorized amount of any such series, and fix the designations and terms of any such series of Preferred Stock in the respects in which the shares of any series may vary from the shares of other series of Preferred Stock as provided in paragraph 1 hereof, and as shall be set forth either (i) in an amendment or amendments to the amended Certificate of Reincorporation adopted by the vote of the holders of a majority of the total number of shares of Common Stock of the Corporation then outstanding given at a meeting called and held for that purpose in accordance with the provisions of the Florida statutes providing the method of adopting amendments to certificates of incorporation, or (ii), with respect to the terms referred to in sub-paragraphs (a), (b) and (d) of paragraph 1 hereof, in the resolution or resolutions providing for the issuance of shares of such series adopted by the Board of Directors in accordance with the By-Laws of the Corporation and the provisions of the Florida statutes providing the method of adopting such resolution or resolutions."

IV. Amendment to the amended Certificate of Reincorporation of the Corporation by striking therefrom Paragraph 13 of Paragraph Fifth, which reads as follows:

"13. No certificates for fractional shares of the Common Stock will be issued. In lieu thereof scrip certificates will 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 such full shares. Such scrip certificates may, at the election of the Corporation, be in bearer form and represent not less than one-twentieth of one full share 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. At the end of two years following the issuance of such scrip certificates the Corporation will sell the unissued shares representing scrip certificates still outstanding and will pay the proceeds proportionately to the holders of the scrip certificates then outstanding, together with their proportionate share of any dividends which may have been declared and remain unpaid on the Common Stock up to that time."

and by inserting in lieu thereof the following:

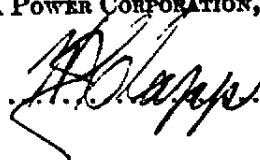
"13. No certificates for fractional shares of the Common Stock will be issued. In lieu thereof scrip certificates may be issued by the Corporation representing rights to such fractional shares and exchangeable, when accompanied by other certificates in such amount as to represent in the aggregate one 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."

Florida Power Corporation does hereby further certify that it appeared, upon the canvassing of the votes, that the holders 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 in respect thereto, voted in favor of each of said four proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation, and that the holders of record of Cumulative Preferred Stock, 4% Series, 4.90% Series, 4.60% Series and Convertible Preferred Stock, 4.90% Series, entitled to vote at said special meeting, holding stock in the Corporation entitling them to exercise at least a majority of the voting power in respect thereto, voted as a class in favor of each of the first three of said four proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation.

IN WITNESS WHEREOF, Florida Power Corporation has caused this Certificate to be signed this 27th day of March, 1952, 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 of Florida Statutes, 1941, and pursuant to the authority conferred by the respective resolutions of its stockholders.

FLORIDA POWER CORPORATION,

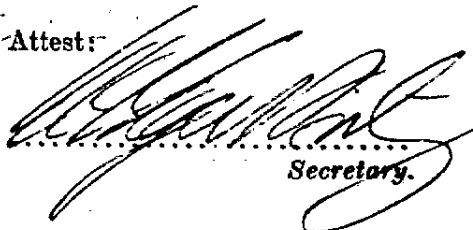
By



.....  
President.

(CORPORATE SEAL)

Attest:

  
.....  
Secretary.



STATE OF FLORIDA }  
COUNTY OF PINELLAS } ss.:

On this 27th day of March 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.

*Bernice W. Hogan*

Notary Public, State of Florida at Large.  
My Commission Expires March 1, 1955.

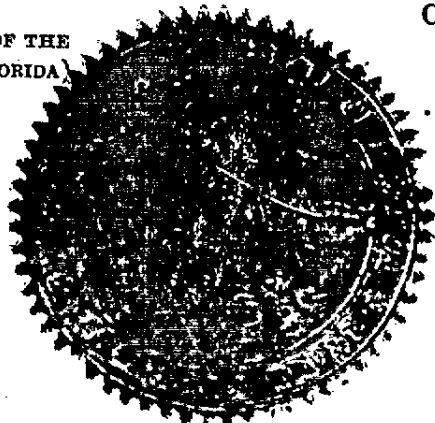
(SEAL)

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 March , 1952, 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 March, 1952.

(GREAT SEAL OF THE  
STATE OF FLORIDA)



.....  
R. A. GRAY,  
Secretary of State.