

142619

700002445047--3

Amendment Filed 3-31-70

15 pgs

A 42619 (1/5)

FLORIDA POWER CORPORATION

Amend PARAGRAPH FIFTH
inc co stk to 1,500,000,
sh cum pref stk @ \$100 and
15,000,000, sh com @ \$2.50
and adding 1,000,000, sh
preference stk @ \$100

**FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by . CA . . . on Mar . . 31, . 1970**

**TOM ADAMS
SECRETARY OF STATE**

FLORIDA POWER CORPORATION
ST. PETERSBURG, FLORIDA

March 30, 1970

The Honorable Tom Adams
Secretary of State
Tallahassee, Florida

Re: Charter Amendment Increasing
Authorized Capital Stock

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 the Annual Meeting of Common Stockholders of the Company held on March 26, 1970 and at a Special Meeting of the Cumulative Preferred Stockholders of the Company held on March 27, 1970. The two amendments to the Charter have the effect of increasing the Company's total authorized capital stock from its present \$87,500,000 to \$287,500,000, or a net increase of \$200,000,000 divided as follows:

1. 1,000,000 new shares of cumulative preferred stock, par value, \$100.
2. 1,000,000 shares of preference stock, par value, \$100.

Also enclosed are twenty additional executed copies of Certificate (making a total of twenty-one Certificates) which we like to have certified by you.

To cover the cost of filing the Charter Amendment and the certified copy of the Amendment I am enclosing Florida Power Corporation's check in the amount of \$110.00 calculated as follows:

| | |
|--|----------|
| Filing of Certificate of Amendment of the Composite Certificate of Reincorporation | \$10.00 |
| 20 certified copies of above at \$5.00 per copy. | \$100.00 |
| Total | \$110.00 |

With regard to the filing tax applicable, pursuant to Section 204.05(4) Florida Statutes, to the increased authorized capital stock, our calculations are as follows:

C. TAX 38330...
FILING 10...
R. AC: 41 182
C. CH: 100
10:00 38330
M. 1000 38330
W. 1000 38330
W. 1000 38330

FILED

The Honorable Tom Adams

-2-

March 30, 1970

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

| | |
|----------------------------|-------------------------|
| 1,000,000 shares x \$100 = | \$100,000,000 |
| \$100,000,000 ÷ \$1,000 = | 100,000 |
| 100,000 x 20¢ = | \$20,000 Filing Tax Due |

2. 1,000,000 Shares Preference Stock, par value \$100.

| | |
|----------------------------|-------------------------|
| 1,000,000 shares x \$100 = | \$100,000,000 |
| \$100,000,000 ÷ \$1,000 = | 100,000 |
| 100,000 x 20¢ = | \$20,000 Filing Tax Due |

This calculation indicates a total filing tax of \$40,000.00 due on the increased authorized capital stock of Florida Power Corporation. Florida Power Corporation has not increased its authorized capital stock since 1954. At that time the charter tax was overpaid in the amount of \$1,480.00. It was at that time determined that Florida Power Corporation should apply this \$1,480.00 as a credit on any future increase in capital stock. Copies of letters dated March 29, 1954 and April 6, 1954 from R. A. Gray to Florida Power Corporation support this credit claim and are enclosed for your convenience. Subtracting the \$1,480.00 credit from the \$40,000.00 filing tax due as a result of increased authorized capital stock provided for in the above charter amendments leaves a net amount of \$38,520.00. If you concur with this calculation, please submit an invoice for the filing tax due.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,



H. A. Everts, III
Assistant Counsel

HAX:gs
Enclosures

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, Florida Statutes, 1967, FLORIDA POWER CORPORATION does hereby certify by A. P. Perez, 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, Florida Power Building, St. Petersburg, Florida, on January 15, 1970, at 7 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; 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 26, 1970, at 11 o'clock A.M. (E.S.T.), the Common Stockholders, entitled to vote thereat, consider and vote upon the two proposed amendments 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 office of the Corporation, Florida Power Building, 101 Fifth Street South, St. Petersburg, Florida, on March 27, 1970, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon the first of the two proposed amendments 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 26, 1970, at 11 o'clock A.M. (E.S.T.), and that at such annual meeting, of which notice was heretofore given in the manner provided in Section 608.10, Florida Statutes, 1967, the Common Stockholders of Florida Power Corporation, entitled to vote thereat, voted for and against the following two proposed amendments 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 office of the Corporation, Florida Power Building, 101 Fifth Street South, St. Petersburg, Florida, on March 27, 1970, at 11 o'clock A.M. (E.S.T.), and that at such special meeting, of which notice was heretofore given in the manner provided in Section 608.10, Florida Statutes, 1967, the Cumulative Preferred Stockholders of Florida Power Corporation, entitled to vote thereat, voted for and against the first of the following two proposed amendments to the Composite Certificate of Reincorporation, as amended, of the Corporation:

FILED
MAR 30 1970

FIRST AMENDMENT

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

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

and by inserting in lieu thereof the following:

"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, and (b) 15,000,000 shares of Common Stock, of the par value of \$2.50 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 the first 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 the first proposed amendment to the Composite Certificate of Reincorporation, as amended, of the Corporation.

SECOND AMENDMENT

The Composite Certificate of Reincorporation, as amended, of the Corporation is further amended by adding a Paragraph 15 to Paragraph Fifth to read as follows:

"15. (A) Shares of the Preference Stock may be issued from time to time in series. The Board of Directors is authorized to fix from time to time before issuance the designations, relative rights, preferences and limitations of the shares of each series of the Preference Stock, respectively, except for such provisions as are applicable to all shares of the Preference Stock irrespective of series, and except that until the Preferred Stock shall have been redeemed in accordance with its terms, the designations, relative rights, preferences and limitations granted to or imposed upon any series of the Preference Stock shall have no effect whatever on the Preferred Stock, which shall retain its present rights and shall be and remain in effect in all respects to the Preference Stock."

"Subject to the limitations hereinafter stated, the shares of the Preference Stock may be issued in any such one or more series as may be fixed from time to time by the Board of Directors, each of such series to be distinctively designated. All shares of any one series of Preference Stock shall be alike in every particular, and the shares of all series shall rank equally and be identical in all respects, except in respect to the matters set forth in the following paragraphs numbered (a) to (h) inclusive, and which the Board of Directors shall have the power to determine for each series:

"(a) The designation of series;

"(b) The dividend rate;

"(c) The date from which dividends shall be cumulative and the dates on which dividends, if declared, shall be payable;

"(d) The sum payable per share upon the voluntary dissolution, liquidation or winding up of the Corporation and (subject to Paragraph (e)(2) below) the sum payable per share upon the involuntary dissolution, liquidation or winding up of the Corporation, which sums, in each and every case, shall be a stated amount (not less than \$100) with respect to dissolution, liquidation or winding up during any specified period or periods, plus an amount equal to the dividends accrued and unpaid thereon, whether or not earned or declared, and payable out of the net assets of the Corporation, whether capital or surplus;

"(e) Whether or not the shares of each series shall be redeemable, and if made redeemable, the redemption price or prices per share, which prices, in each and every case, shall be a stated amount with respect to redemption during any specified period or periods, plus an amount equal to the dividends accrued and unpaid thereon to the date fixed for redemption, whether or not earned or declared;

"(f) Whether or not the shares of each series shall be made convertible into or exchangeable for other securities of the Corporation, and if made convertible or exchangeable, the price or prices or the rate or rates of conversion or exchange, and the adjustments, if any, at which such conversion or exchange may be made;

"(g) Whether or not there shall be a sinking fund, or other fund analogous thereto, with respect to the shares of each series and the terms and provisions of such fund, if any; and

"(h) Any other relative, participating, optional or other rights, preferences or limitations of the shares of each series, not inconsistent with the provisions applicable to all shares of the Preference Stock irrespective of series.

4.

"(B) The following provisions shall apply to all shares of the Preference Stock irrespective of series:

"(a) The holders of the Preference Stock of each series shall be entitled to receive, but only when and as declared by the Board of Directors, dividends at the rate fixed for such series and no more. Such dividends shall be payable on such dividend dates as may be fixed for said series and shall be cumulative from such date as may be fixed. All dividends accrued on the Preference Stock shall be fully paid, or declared and set apart for payment, before any dividends on the Common Stock shall be paid or set apart for payment so that if, for all prior dividend periods and the then current dividend period, dividends on all outstanding shares of Preference Stock at the rates fixed for the respective series shall not have been paid, or declared and set apart for payment, the deficiency shall be fully paid, or declared and set apart for payment, before any dividends shall be paid or set apart for payment on the Common Stock. If the stated dividends on the Preference Stock are not paid in full, the shares of all series of the Preference Stock shall share ratably in the payment of dividends including accumulations, if any, in accordance with the sums which would be payable on such shares if all dividends were declared and paid in full. Accruals of dividends shall not bear interest.

"(b) Upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the holders of the Preference Stock of each and every series then outstanding shall be entitled to receive out of the net assets of the Corporation, whether capital or surplus, the sums per share fixed for the shares of the respective series and payable upon such dissolution, liquidation or winding up, plus, in the case of each share, an amount equal to the dividends accrued and unpaid thereon, whether or not earned or declared, before any distribution of the assets of the Corporation shall be made to the holders of the Common Stock.

"If the assets distributable on such dissolution, liquidation or winding up shall be insufficient to permit the payment to the holders of the Preference Stock of the full amounts to which they respectively are entitled as aforesaid, then said assets shall be distributed ratably among the holders of the respective series of Preference Stock in proportion to the amounts which would be payable on such dissolution, liquidation or winding up if all such amounts were paid in full in preference and priority over the shares of the Common Stock.

"After payment to the holders of the Preference Stock of the

full amounts to which they respectively are entitled as aforesaid, the holders of the Preference Stock, as such, shall have no right or claim to any of the remaining assets of the Corporation.

"The sale, conveyance, exchange or transfer of all or substantially all of the property of the Corporation, or the merger or consolidation into or with any other corporation, shall not be deemed a dissolution, liquidation or winding up for the purposes hereof.

"(c) At the option of the Board of Directors of the Corporation, the Corporation may redeem any series of Preference Stock which has been made redeemable, either as a whole or in part, at the redemption price determined for such series; provided, however, that not less than thirty nor more than sixty days previous to the date fixed for redemption a notice of the time and place thereof shall be given to the holders of record of the Preference Stock so to be redeemed, by mail or publication, in such manner as may be prescribed by resolution of the Board of Directors; and, provided, further, that in every case of redemption of less than all of the outstanding shares of any one series of Preference Stock, such redemption shall be made pro rata, or the shares of such series to be redeemed shall be chosen by lot in such manner as may be prescribed by resolution of the Board of Directors. At any time after notice of redemption has been given as aforesaid to the holders of stock so to be redeemed, or after giving to the bank or trust company hereinafter referred to irrevocable authorization to give such notice, the Corporation may deposit the aggregate redemption price with a bank or trust company having its principal office in The City of New York, State of New York, in trust for the benefit of the holders of the shares to be redeemed, payable on the date fixed for redemption as aforesaid and in the amounts aforesaid to the respective orders of the holders of the shares to be redeemed, upon endorsement to the Corporation or otherwise, as may be required, and upon surrender of the certificates for such shares. Upon deposit of said money as aforesaid, or, if no such deposit is made, upon the date fixed for redemption (unless the Corporation defaults in making payment of the redemption price as set forth in such notice), such holders shall cease to be stockholders with respect to said shares, and from and after the making of said deposit, or, if no such deposit is made, from and after the date fixed for redemption (the Corporation not having defaulted in making payment of the redemption price as set forth in such notice), said shares shall not be deemed to be outstanding and such holders shall have no interest in or claim against the Corporation with respect to said shares, but shall be entitled only to receive said moneys on the date fixed for redemption as aforesaid from said bank or trust company, or from the Corporation, as the case may be, without interest thereon, upon endorsement to the Corporation or otherwise, as may be required, and upon surrender of the certificates for such shares, as aforesaid.

6.

"In case the holder of any such Preference Stock which shall have been called for redemption shall not, within six years after said deposit, claim the amount deposited as above stated for the redemption thereof, such bank or trust company shall upon demand pay over to the Corporation such unclaimed amount and such bank or trust company shall thereupon be relieved from all responsibility to such holder, and such holder shall look only to the Corporation for the payment thereof.

"Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preference Stock.

"(d) So long as any shares of the Preference Stock of any series are outstanding, the Corporation shall not, without the consent (given by vote at a meeting called for that purpose in accordance with the provisions of Paragraph 12 hereof) of the holders of at least two-thirds of the total number of shares of the Preference Stock of all series then outstanding:

"(1) create or authorize any kind of stock ranking prior to or on a parity with the Preference Stock (other than additional shares of Preferred Stock) as to assets or dividends, or create or authorize any security convertible into shares of stock of any such kind; or

"(2) alter, amend, change or repeal any of the express terms of the Preference Stock or of any series of Preference Stock then outstanding in a manner prejudicial to the holders thereof; provided, however, that if any such amendment, alteration, change or repeal would be prejudicial to the holders of shares of one or more, but not all, of the series of Preference Stock at the time outstanding, such consent shall be required only from the holders of two-thirds of the total number of outstanding shares of all series so affected.

"(e) So long as any shares of the Preference Stock of any series are outstanding, the Corporation shall not, without the consent (given by vote at a meeting called for that purpose in accordance with the provisions of Paragraph 12 hereof) of the holders of a majority of the total number of shares of the Preference Stock of all series then outstanding:

"(1) increase the total authorized amount of the Preference Stock; or

"(2) issue any shares of Preference Stock entitled to payment of an amount per share upon involuntary dissolution, liquidation, or winding up of the Corporation in excess of \$100 per share plus an amount equal to the dividends accrued and unpaid thereon, whether or not earned or declared; or

"(3) merge or consolidate with or into any other corporation, unless such merger or consolidation, or the issuance and assumption of all securities to be issued or assumed in connection therewith shall have been ordered, approved, or permitted by the Securities and Exchange Commission under the provisions of the Public Utility Holding Company Act of 1935 or by any successor commission or regulatory authority of the United States of America having jurisdiction in the premises; provided that the provisions of this clause (3) shall not apply to a purchase or other acquisition by the Corporation of franchises or assets of another corporation in any manner which does not involve a merger or consolidation.

"(f) No holder of shares of any series of the Preference Stock shall be entitled as such as a matter of right to subscribe for or purchase any part of any new or additional issue of any stock of any class, series, or kind whatsoever, or securities convertible into 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.

"(g) Except as and to the extent otherwise provided by this Composite Certificate of Reincorporation, as amended, and the laws of the State of Florida, the Preference Stock shall not entitle any holder thereof to vote at any meeting of stockholders or election of the Corporation, or otherwise to participate in any action taken by the Corporation or the stockholders thereof.

"If and when dividends payable on the Preference Stock shall be in default in an aggregate amount equivalent to six (6) full quarterly dividends on all shares of such Preference Stock then outstanding, the holders of shares of the Preference Stock, voting separately as a class and regardless of series, shall be entitled to elect two members of the Board of Directors, as then constituted, and the holders of the Common Stock (and the holders of the Preferred Stock if they are then entitled to elect directors) shall be entitled to elect the remainder of the Board of Directors as then constituted. The right of the holders of the Preference Stock, voting separately as a class, to elect members of the Board of Directors as aforesaid shall continue until such time as all dividends accumulated on the Preference Stock shall have been paid in full, or declared and set apart for payment (and such dividends shall be paid, or declared and set apart for payment, out of assets available

therefor as soon as is reasonably practicable), at which time such right of the holders of shares of the Preference Stock to elect members of the Board of Directors as aforesaid shall terminate, subject to revesting in the event of each and every subsequent default of the character above named. Upon termination of the right of the holders of shares of the Preference Stock to elect members of the Board of Directors, the terms of office of all persons who may have been elected directors of the Corporation by vote of the holders of the Preference Stock shall forthwith terminate.

"Whenever the right to elect directors shall accrue to the Preference Stock as herein provided, (i) a meeting of stockholders for the election of a new Board of Directors shall be called and held in accordance with Paragraph 12 herein, and, if not otherwise called, shall be promptly called by the Secretary of the Corporation upon written request of, or may be called by, the holders of record of at least 10% of the outstanding Preference Stock, and (ii) upon the election at such meeting the terms of office of those existing directors elected by the holders of Common Stock shall terminate.

"At any meeting held for the purpose of electing directors when the holders of the Preference Stock shall be entitled to elect members of the Board of Directors as aforesaid, the presence in person or by proxy of the holders of a majority of the total number of outstanding shares of Common Stock of the Corporation shall be required to constitute a quorum of such class for the election of directors by such class, and the presence in person or by proxy of the holders of a majority of the total number of outstanding shares of the Preference Stock shall be required to constitute a quorum of such class for the election of directors by such class; provided, however, that a majority of those holders of the stock of either such classes who are present in person or by proxy shall have power to adjourn such meeting for the election of directors by such class from time to time without notice other than announcement at the meeting. At such meeting the Preference Stock shall be entitled to elect two directors, and the holders of Common Stock shall be entitled to elect the remaining directors; provided, however, that any persons occupying positions who were elected by the holders of Preferred Stock shall not thereby be affected. The terms of office of the directors so elected by the holders of Preference Stock and by the holders of Common Stock shall expire at the time the terms of office of directors would normally expire, and upon any such normal expiration of such terms of office, if the holders of Preference Stock continue to be entitled to elect directors, they shall be entitled to elect a successor director; subject, however, to termination of the office of any director elected by holders of Preference Stock as provided in the second preceding paragraph hereof.

"In case of any vacancy in the office of a director occurring among the directors elected by the holders of the Preference Stock

as aforesaid, or of a successor to any such director, the remaining director so elected may elect a successor to hold office for the unexpired term of the director whose place shall be vacant, and such successor shall be deemed to have been elected by the holders of the Preference Stock as aforesaid. Likewise, in case of any vacancy in the office of a director occurring (at a time when the holders of the Preference Stock shall be entitled to elect members of the Board of Directors as aforesaid) among the directors elected by the holders of the Common Stock of the Corporation, or of a successor of any such director, the remaining directors so elected may elect, by affirmative vote of a majority thereof, or by the affirmative vote of the remaining director so elected if there be but one, a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant, and such successor or successors shall be deemed to have been elected by the holders of the Common Stock of the Corporation.

"Nothing herein pertaining to the rights of the holders of Preference Stock to elect directors shall be deemed to affect the rights of the holders of Preferred Stock to elect directors upon default in the payment of dividends on that stock.

"Except as herein otherwise expressly provided and except when some mandatory provision of law shall be controlling and, as regards the special rights of any series of the Preference Stock, as provided in the resolutions of the Board of Directors creating such series, whenever shares of two or more series of the Preference Stock are outstanding, no particular series of the Preference Stock shall be entitled to vote as a separate series on any matter and all shares of the Preference Stock of all series shall be deemed to constitute but one class for any purpose for which a vote of the stockholders of the Corporation by classes may now or hereafter be required."

and

The Composite Certificate of Reincorporation, as amended, of the Corporation is further amended by adding the following clause at the end of the first paragraph of Paragraph Fifth:

"(e) 1,000,000 shares of Preference Stock, of the par value of \$100 each."

and

The Composite Certificate of Reincorporation, as amended, of the Corporation is further amended so as to correct all provisions which may be in any way inconsistent with Paragraph 15 of Paragraph Fifth and specifically as follows:

(a) The third paragraph of Paragraph Fifth is amended to read:

"The designations, terms, relative rights, privileges, limitations, preferences and voting powers, and the prohibitions, restrictions and qualifications of the voting and other rights and powers of said shares of Cumulative Preferred Stock and of any additional series of Preferred Stock which may be hereafter authorized and of the Preference and Common Stock, shall be as follows or as determined in accordance with the following provisions:"

(b) Paragraph 6 of Paragraph Fifth is amended to read:

"6. In the event of any liquidation, dissolution or winding up of the Corporation, all assets and funds of the Corporation remaining after paying or providing for the payment of all creditors of the Corporation and after paying or providing for the payment to the holders of shares of all series of the Preferred Stock of the full distributive amounts to which they are respectively entitled, as herein provided, shall be divided among and paid to the holders of the Preference Stock and the Common Stock according to their respective shares."

(c) Clause (C) of Paragraph 10 of Paragraph Fifth is amended to read:

"(C). Except as otherwise required by Paragraph 15 and the laws applicable to this Corporation and subject to the right of the Preferred Stock to vote in certain events as hereinbefore set forth in this paragraph 10, and subject to the right of the Preferred Stock not to have certain corporate action taken without the consent of the holders thereof, as required by the provisions of paragraph 8 hereof, the Common Stock shall have the exclusive voting rights for the election of directors and for all other purposes."

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 the second proposed amendment to the Composite Certificate of Reincorporation, as amended, of the Corporation.

IN WITNESS WHEREOF, Florida Power Corporation, this 20th day of March, 1970, 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 608.16, Florida Statutes, 1967, and pursuant to the authority conferred by the respective resolutions of its stockholders.

FLORIDA POWER CORPORATION

By

A. P. Perez
President

(CORPORATE SEAL)

Attest:

J. G. ...
Secretary

STATE OF FLORIDA

COUNTY OF PINELAS

ss.

On this 20th day of March, A.D. 1970, before me the undersigned authority authorized by the Laws of the State of Florida to take acknowledgments of deeds personally appeared A. P. PEREZ, 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 A. P. PEREZ, 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 A. P. PEREZ, 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.

Jerome R. ...
Notary Public

Notary Public, State of Florida at Large
My Commission Expires

(NOTARIAL SEAL)

Notary Public State of Florida at Large.
My Commission Expires July 9, 1970