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Amendment filed 11-3-58

8 pgs.

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FLORIDA POWER CORPORATION

Amend PARAGRAPH FIFTH change  
cap structure to 500,000 com  
pref @ \$100. & 15,000,000 com  
@ \$2.50 and section 11, PARA-  
GRAPH FIFTH, directors.

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA,  
by MHC, on Nov. 3, 1958.

R. A. GRAY  
SECRETARY OF STATE

FILED HERE

**FLORIDA POWER CORPORATION**  
ST. PETERSBURG, FLORIDA

October 28, 1958

Via AIR MAIL

The Secretary of State  
 State of Florida  
 Tallahassee, Florida

Attention Mrs. Helline S. Tonge

Dear Sir:

In accordance with our arrangements with Mrs. Tonge, we forward herewith in advance for filing as of 8:00 A.M. on Monday, November 3, 1958, an executed Certificate of Amendment to the Amended Certificate of Reincorporation of Florida Power Corporation, certifying that the Company's Charter was amended in the respects set forth in said Certificate at a Special Meeting of Common Stockholders of the Company held today.

Also enclosed are 20 additional executed copies of said Certificate (making a total of 21 Certificates) which we would like to have certified by you as of, and for delivery to the undersigned on, November 3, 1958.

In addition, we enclose herewith 7 copies of a Certificate showing the status of the Company's Charter as of November 3, 1958, that the Company has complied with the requirements of Chapter 28170, Laws of Florida, Acts of 1953, as amended, and has paid its capital stock taxes in full thereunder, and that the Charter of said Company is still in full force and effect. One of these Certificates is for your files and the other 6 we would like to have you certify as of, and for delivery to the undersigned on, November 3, 1958.

In payment for the foregoing we have drawn a check, payable to your order, in the amount of Seventy-seven Dollars (\$77.00) which we calculate will be required to cover the cost of the foregoing as follows:

Filing Certificate of Amendment .....	\$ 5.00	- 10.
20 certified copies of above @ \$3 per copy ...	60.00	
6 copies of the Certificate referred to in the paragraph above @ \$2 per copy .....	12.00	
Total .....	\$ 77.00	

RECEIVED  
 NOV 10 9 03 AM '58  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

U. S. TAX	
FILED	10.00
REGISTRATION FEE	20.00
TOTAL	30.00
RECEIVED	37.00
RECEIVED	

The Secy. of State

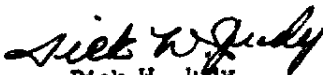
-2-

Oct. 28, 1958

The undersigned will deliver this check to you by hand on Monday, November 3, 1958.

Although it was arranged with Mrs. Tonge that she was to notify the undersigned if she had not received this letter and the enclosures by Friday noon, I would appreciate very much if she would call the undersigned collect at St. Petersburg 5-2151 immediately upon receipt of this letter.

Yours very truly,

  
Dick W. Judy  
Assistant General Counsel

DWJ:hw  
Enclosures

RECEIVED  
AUG 28 9 06 AM '58  
STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT OF THE AMENDED  
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 of Florida Statutes, 1955, FLORIDA POWER CORPORATION does hereby certify by W. J. Clapp, its President, and G. F. Foley, its Secretary, and under its corporate seal, that, at a duly called regular meeting of the Board of Directors of Florida Power Corporation held at the principal office of the Corporation, Florida Power Building, St. Petersburg, Florida, on August 21, 1958, 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 a special meeting of the holders of record of Common Stock of the Corporation, entitled to vote thereat, be called to be held at the Home Service Center of Florida Power Corporation, 16th Street and 1st Avenue North, St. Petersburg, Florida, on October 28, 1958, at 2 o'clock P.M. (E.S.T.), for the purpose of considering and voting upon the two proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation hereinafter set forth, namely the amendments of the first two unnumbered paragraphs and paragraph 11 of Paragraph Fifth of said Amended Certificate of Reincorporation.

Florida Power Corporation does hereby further certify that the aforesaid special meeting of the holders of Common Stock was held at the Home Service Center of Florida Power Corporation, 16th Street and 1st Avenue North, St. Petersburg, Florida, on October 28, 1958, at 2 o'clock P.M. (E.S.T.), and that at such meeting, of which notice was heretofore given in the manner provided in Section 608.10 of the Florida Statutes, 1955, the stockholders of Florida Power Corporation, entitled to vote thereat, voted for and against the following proposed amendments to the Amended Certificate of Reincorporation of the Corporation:

I. Amendment to the Amended Certificate of Reincorporation of the Corporation by striking out the first two unnumbered paragraphs of Paragraph Fifth thereof, which read 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) 5,000,000 shares of Common Stock, of the par value of \$7.50 each.

"Of the original authorized issue of 1,000,000 shares of the Common Stock, of the par value of \$7.50 each, which were issued under and by virtue of the amendment to the Amended Certificate of Reincorporation filed in the office of the Secretary of State on October 16, 1945, and are now outstanding and in the hands of the public, 857,143 shares were issued in exchange for the then outstanding 3,000,000 shares of the Common Stock without nominal or par value but with a

stated value of \$2.25 per share which were cancelled and retired. Upon the surrender of said 3,000,000 shares of Common Stock the capital of the Corporation represented thereby in the sum of \$6,750,000 was reduced by the difference between said sum and the par value of 857,143 shares of Common Stock, of the par value of \$7.50 each, issued in exchange therefor, namely, the sum of \$321,427.50, which sum was transferred to capital surplus and may be disposed of as the directors of the Corporation may, from time to time, direct."

and by inserting in lieu thereof the following:

"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.

"Simultaneously with the change of the par value of the authorized shares of Common Stock from \$7.50 to \$2.50 per share, the 2,813,940 shares of \$7.50 par value Common Stock issued and outstanding shall be reclassified and split up, on a three-for-one basis, into 8,441,820 shares of \$2.50 par value Common Stock through the issuance of 5,627,880 additional shares of \$2.50 par value Common Stock to the holders of record of existing Common Stock certificates (which, in lieu of the surrender and exchange of such certificates, will represent 2,813,940 shares of \$2.50 par value Common Stock) so that each holder of record of existing certificates shall receive two additional shares of \$2.50 par value Common Stock for each share of Common Stock held of record as of the close of business on the effective date of the stock split, and the aggregate amount of capital represented by shares of Common Stock to be outstanding after the three-for-one split, as recorded on the books of the Company, will be the same as that represented by the shares of Common Stock outstanding immediately prior to such split."

II. Amendment to the Amended Certificate of Reincorporation of the Corporation by striking out paragraph 11 of Paragraph Fifth thereof, which reads as follows:

"11. At all elections of directors of the Corporation, each holder of record of stock possessing voting power shall be entitled to as many votes as shall equal the number of shares of stock held by him multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit."

and by inserting in lieu thereof the following:

"11. The Common Stock of the Corporation shall not be entitled to cumulative voting for the election of directors. In the event that the holders of the shares of Preferred Stock acquire the right to vote for and elect directors, in certain events as hereinbefore set forth in paragraph 10, each holder of record of Preferred Stock acquiring such voting power shall be entitled to as many votes as shall equal the number of shares of stock held by him multiplied by the number of directors to be elected by holders of shares of Preferred Stock, and he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit."

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

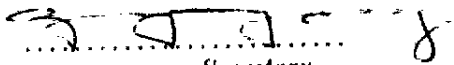
IN WITNESS WHEREOF, Florida Power Corporation, this 28th day of October, 1958, has caused this Certificate to be signed by its President and its Secretary under its corporate seal, and to be acknowledged by its President, before an officer authorized by the Laws of the State of Florida to take acknowledgments of deeds, to be the act and deed of said Corporation, all as required by Section 608.18 of Florida Statutes, 1955, 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 28th day of October, A.D. 1958, 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.

*Helene R. Matthews*  
Notary Public.

Notary Public, State of Florida at Largo  
My Commission Expires July 9, 1962.

(NOTARIAL 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 November 3, 1958, at 8:00 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 3rd day of November, 1958.

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

(GREAT SEAL OF THE  
STATE OF FLORIDA)