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Amendment Filed 6-8-72

6pgs.

A-42619 (NY)

FLORIDA POWER CORPORATION

Amend. amending CAPITAL
STOCK, filed 6/8/72

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
W P _____, on 6/8/72

RICHARD (DICK) STONE
SECRETARY OF STATE

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U.S. DEPARTMENT OF AGRICULTURE

[illegible]

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...OFF

FLORIDA POWER CORPORATION

Resolution Adopted by the Board of Directors
at an Adjourned Regular Meeting held
in New York City on June 1, 1972

FILED
JUN 8 10 45 AM 1972
DEPARTMENT OF STATE
BUREAU OF CONSULAR AFFAIRS
WASHINGTON, D. C. 20520

RESOLVED, that, pursuant to the authority granted by the General Statutes of the State of Florida and subject to the rights and powers as granted in the Composite Certificate of Reincorporation, as amended, of the Company, the Board of Directors of this Company does hereby authorize the creation and issuance of an additional series of Preferred Stock to consist of 300,000 shares of Cumulative Preferred Stock, of the par value of \$100 each, which shall be designated as Cumulative Preferred Stock, 7.40% Series. Said 300,000 shares of Cumulative Preferred Stock, 7.40% Series, shall have, in addition to 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 as provided in the Composite Certificate of Reincorporation, as amended, of the Company for the Preferred Stock of the Company, including the amounts payable per share upon voluntary or involuntary liquidation, dissolution or winding up of the Company as provided in Paragraph 4 of Paragraph Fifth of the Composite Certificate of Reincorporation, as amended, the following:

- (a) The rate of dividend for the shares of such Cumulative Preferred Stock, 7.40% Series, shall be 7.40% per

annum of the par value thereof and dividends on all shares of such Series shall be payable quarterly on February 15, May 15, August 15, and November 15 of each and every year. Dividends shall be cumulative from June 8, 1972, and the cumulative portion from June 8, 1972, to August 15, 1972, will be paid on the first quarterly dividend payment date of August 15, 1972; and

(b) Redemption prices of the shares of such Cumulative Preferred Stock, 7.40% Series, shall be \$108.77 per share on or prior to August 15, 1977; \$106.92 per share thereafter and on or prior to August 15, 1982; \$105.07 per share thereafter and on or prior to August 15, 1987; \$103.22 per share thereafter and on or prior to August 15, 1992; and \$102.48 per share thereafter; plus, in each case, dividends accrued to the redemption date; provided, however, prior to August 15, 1977, no Cumulative Preferred Stock, 7.40% Series, may be redeemed, directly or indirectly, from the proceeds of or in anticipation of any refunding operation involving the issuance of Common Stock, or the incurring of debt or issuance of any other security which has an interest or dividend rate or cost to the Company less than the dividend rate of the Cumulative Preferred Stock, 7.40% Series.

CERTIFICATE

We, C. W. McKee, JR., Vice President, and J. G. Loader, Secretary, of FLORIDA POWER CORPORATION, a Florida corporation (hereinafter called the "Company"), DO HEREBY CERTIFY that the foregoing is a true and complete copy of a certain resolution duly adopted by the Board of Directors of the Company at an adjourned regular meeting duly convened and held in New York City on June 1, 1972, at which meeting a quorum was present and acted throughout, and that said resolution has not been annulled, revoked or amended in any way and is in full force and effect.

WITNESS, the signatures of the undersigned as such officers of the Company, and the corporate seal of the Company hereunto affixed, this 2nd day of June, 1972.

C. W. McKee, Jr.
C. W. McKee, Jr.
Vice President

J. G. Loader
J. G. Loader
Secretary

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

I hereby certify that on this date before me, a notary public and officer duly authorized in the State and County aforesaid to take acknowledgments of deeds and other instruments, personally appeared C. W. McKee, Jr., and J. G. Loader, to me known and known to be the persons described in and who executed the foregoing instrument as Vice President and Secretary, respectively, of Florida Power Corporation, and they severally acknowledged before me that they executed the same as such officers of said Company with the intent and for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 2nd day of June, 1972.

Notary Public
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires JULY 9, 1974