
142619

900002445049--7

Amendment Filed 11-12-70

6 pgs.

A-42619 (LL)

FLORIDA POWER CORPORATION

Amend. PARA. FIFTH (auth.
issuance of additional
series of Pref. stock to
consist of 200,000 sh. of
Cum. Pref. stock at \$100
per sh., designated as
Cum. Pref. stock 8.80%
series.)

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA.
by ... J. Adams 11/12/70

TOM ADAMS
SECRETARY OF STATE

FLORIDA POWER CORPORATION



November 6, 1970

The Honorable Tom Adams
Secretary of State
The Capitol
Tallahassee, Florida 32304

Dear Sir:

In re: Amendment of Florida Power Corporation's
Certificate of Reincorporation, as amended.

Pursuant to Chapter 608, Florida Statutes, 1969 (Section 608.14(3)), enclosed herewith for filing in your office is a duly executed certificate setting forth a copy of this Company's Board resolutions, duly adopted on November 5, 1970, and establishing the issuance and sale of 700,000 shares, \$100 par value, Cumulative Preferred Stock, 8.80% Series.

59600 ***10.00

It is requested that this filing be performed and so noted as being only at 9:45 A.M., Thursday, November 12, 1970, and not prior to said time and date. The Closing of the sale of this Series of Stock will be at 10:00 A.M. (E.S.T.) in New York, New York.

Yours very truly,

FLORIDA POWER CORPORATION

S. A. Brandimore

S. A. Brandimore
General Counsel

DEPT. OF STATE
TALLAHASSEE, FLORIDA

NOV 12 9 45 AM '70

9:45 AM

E. TAX	
FILED	10
R. C. V. 100	
C. FILE	10
NOV 12 1970	
TALLAHASSEE	110
FLORIDA	

Encl.

FLORIDA POWER CORPORATION

Resolution Adopted by the Board of Directors
at an Adjourned Regular Meeting held
in New York City on November 5, 1970

FILED
Nov 12 9 43 AM '70
RECEIVED
TALLAHASSEE, FLORIDA

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 200,000 shares of Cumulative Preferred Stock, of the par value of \$100 each, which shall be designated as Cumulative Preferred Stock, 8.80% Series. Said 200,000 shares of Cumulative Preferred Stock, 8.80% 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, 8.80% Series, shall be 8.80% per annum

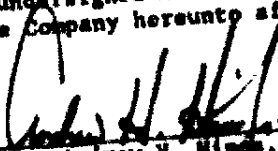
of the par value thereof and dividends on all shares of such Series shall be payable quarterly on February 15, May 15, August 15, and November 15 of each and every year. Dividends shall be cumulative from November 12, 1970 and the cumulative portion from November 12, 1970 to November 15, 1970 will be paid on the first quarterly dividend payment date of February 15, 1971; and

(b) Redemption prices of the shares of such Cumulative Preferred Stock, 8.80% Series, shall be \$110 per share on or prior to November 15, 1975; \$107 per share thereafter and on or prior to November 15, 1980; \$104 per share thereafter and on or prior to November 15, 1985; and \$101 per share thereafter; plus, in each case, dividends accrued to the redemption date; provided, however, prior to November 15, 1975, no Cumulative Preferred Stock, 8.80% Series, may be redeemed, directly or indirectly, from the proceeds of or in anticipation of any refunding operation involving the incurring of debt or issuance of preferred stock which has an interest or dividend rate or cost to the Company less than the dividend rate of the Cumulative Preferred Stock, 8.80% Series.

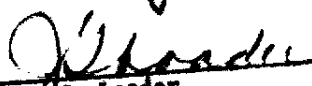
CERTIFICATE

We, ANDREW H. HINES, 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 November 5, 1970, 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 6th day of November, 1970.



Andrew H. Hines, Jr.
Vice President



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 Andrew H. Hines, 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 6th day of November, 1970.



Notary Public

My Commission Expires:

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