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Amendment Filed 4-1-49

5 pgs.

A 42619-M
amendment
Florida Power
Corporation,
inc. cap. stock to
120,000', sub @ 100⁰⁰
1,600,000 com. @ 2.50
etc.

RECORDED IN OFFICE OF THE
CLERK OF THE STATE
AT TALLAHASSEE
APRIL 1 1949
R A GRAY
CLERK OF THE STATE
etc.

RECEIVED

1949 APR -1 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

60750
800
4000
72750
72750

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 E. K. NgenFritz, its Vice President, and G. F. Foley, its Assistant 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 30, 1949, at 11 o'clock A.M. (E.S.T.) and at a duly called adjourned regular meeting of the Board of Directors of the Corporation held at its principal office, Florida Power Building, St. Petersburg, Florida, on February 21, 1949, 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 meetings 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 31, 1949, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon all of the proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation hereinafter set forth, and further directed that a special meeting of the holders of record of Cumulative Preferred Stock, 4% Series and 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 30, 1949, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon the proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation with respect to the increase in the authorized number of shares of Cumulative Preferred Stock and the addition of the new subparagraph (e) of Section 8(B) 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 Suwannee Hotel, St. Petersburg, Florida, on March 31, 1949, at 11 o'clock A.M. (E.S.T.); and that the aforesaid special meeting of the holders of Cumulative Preferred Stock, 4% Series and 4.90% Series, was held at the principal office of the Corporation on March 30, 1949, 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, 1941, the holders of Common Stock of the Corporation, entitled to vote thereat, voted for and against all of the following proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corpora-

tion, and the holders of Cumulative Preferred Stock, 4% Series and 4.90% Series, entitled to vote thereat, voted for and against the following proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation with respect to the increase in the authorized number of shares of Cumulative Preferred Stock and the addition of new subparagraph (c) of Section 8(B):

1. Amendment to the Amended Certificate of Reincorporation of the Corporation by striking, from Paragraph Fifth, the first paragraph thereof which reads as follows:

"FIFTH: The amount of authorized capital stock of the Corporation shall be

- (a) 80,000 shares of Cumulative Preferred Stock, of the par value of \$100 each, and
- (b) 1,210,000 shares of Common Stock, of the par value of \$7.50 each."

and by inserting in lieu thereof the following:

"FIFTH: The amount of authorized capital stock of the Corporation shall be

- (a) 120,000 shares of Cumulative Preferred Stock, of the par value of \$100 each, and
- (b) 1,600,000 shares of Common Stock, of the par value of \$7.50 each."

2. Amendment to the Amended Certificate of Reincorporation of the Corporation by adding to Paragraph Fifth of the amended Certificate of Reincorporation the following new subparagraph (c) of Section 8(B) and redesignating the present subparagraphs (c) and (d) as (d) and (e):

"(c) Issue or incur any additional indebtedness maturing more than twelve months from the date of issue or issue any additional shares of Preferred Stock unless immediately after such issuance the aggregate of the principal amount of indebtedness then maturing more than twelve months and the par value or stated value of the Preferred Stock then outstanding shall be less than 75% of the Total Capitalization of the Corporation. The term 'Total Capitalization' shall mean the aggregate of the par value or stated value of the issued and outstanding shares of stock of all classes of the Corporation and the surplus (including capital or paid-in surplus and surplus of any kind, however designated) and premium on capital stock of the Corporation, plus the principal amount of all outstanding debt maturing more than twelve months from the date of the determination of Total Capitalization; or"

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 all of the 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 and 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 in favor of the proposed amendments to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation with respect to the increase in the authorized number of shares of Cumulative Preferred Stock and the addition of new subparagraph (c) of Section 8(B).

IN WITNESS WHEREOF, Florida Power Corporation has caused this Certificate to be signed this 31st day of March, 1949, by its Vice President and its Assistant Secretary under its corporate seal, and to be acknowledged by its Vice 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

[Signature]
Vice President.

Attest:

[Signature]
Assistant Secretary.

STATE OF FLORIDA }
COUNTY OF PINELLAS } ss.:

On this 31st day of March A.D. 1949, before me the undersigned authority authorized by the Laws of the State of Florida to take acknowledgments of deeds personally appeared E. K. ILGENFRTZ, Vice 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 E. K. ILGENFRTZ, being known to me to be the same individual described in and who as such Vice President executed the foregoing certificate on behalf of said Corporation, acknowledged that he, as such Vice 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 E. K. ILGENFRTZ, as such Vice 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.

E. A. Thomas
Notary Public

Notary Public, State of Florida at Large.
My Commission Expires March 30, 1951.

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 April , 1949, at 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 day of April, 1949.

R. A. GRAY,
Secretary of State
Great Seal of the State of Florida.