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Amendment Filed 10-15-46

8 pgs.

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PLORIDA FOWER CORPORATION Certificate of Amendment increasing authorized scyltal stock.

Filed Oct. 18, 1946

PLORIDA POWER CORPORATION PERMINA PERMITS DE LEDERG ST. PETERSBURG I, FIORIDA

October 14, 1946

Hon. R. A. Gray, Secretary of State State Capital Building Tallahassee, Florida

Dear Pr. Gray:

Pursuant to my telaphone conversation with you, this is to advise you that the common stockholders of Florida Power Corporation at a meeting duly called and held by the Hoard of Directors on October 11, approved and authorized an Amendment to the Certificate of Reincorporation of the Corporation to provide for the issuance of 200,000 shares of additional common stock. I have heretofors cleared with your office the form of the amendment, which form was adopted by the Board of Directors and by the stockholders.

I am herewith enclosing the original executed copy of the Amendment to be filed in your office as a part of the Certificate of Feincorporation in accordance with Chapter 612 of the Florida Statutes of 1911. I am likewise delivering to you 12 additional copies which I would like to have you certify immediately. In response to your telegrem I am elso enclosing company check in the amount of \$1,529, representing the statutory fees for the authorization of the common stock, the filing of the Amendment, and the certified copies.

Due to unfa orable market conditions, the stock will not be issued at the present time although it is contemplated that the corporation will issue and sell the stock as soom as favorable market conditions permit.

I might also add that the Certificate of Peinsorporation of the perporation, as you know, is now embedded in one document. At some later date I will revise this document to include the America ment which is presently being filed so that the corporation will still have one document which will constitute its charter.

Please let me thank you for the many courtesies extended to me by you and Mr. Tolson and the consideration given us in the three smentments which we have had during the past but years. With kindest regerdes I am

Very truly yours,

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E. C. Penderson General Counsel

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PIARIDA POWER CORPORATION PROBING DOWER BUILDING ST. PETERBBURG & FIARIDA

Cotober 14, 1946

hon. B. A. Gray, Cocretary of Thate State Capito' Building Tallahusses, Florida

Dear Mr. Gray:

Furtuant to my telephone conversation with you, you are herewith being delivered by hand the Amendment to the Certificate of Petropportion of Florida Power Corporation.

is I indicated to you over the telephone, we will not issue the Common Stock due to unfavorable market conditions. However, insemuch as the new Common Stock is authorized it will be necessary that we impring a legenical our present stock certificates to the following effect:

The rithorized Common Stock of the Corporation was intrea ed by Amendment to the Certificate of Reincorporation on Cetober 11, 1946, from 1,000,000 shares to 1,70,000 shares, ar value 7,50 per share.

This imprint will go on all of our unused certificates until the new Common Ctack is actually issued.

Our corporation is, however in the process of issuing miditional first Mortgage Bonds in a negotiated transaction. The closing is expected to take place the week of October 21st. In the meantime, I will therefore forward to you the usual form of certificate whi , your office execute for ur certifying that we are in good standing, and that our charter and summitments are still in full force and effect. On all of our financings during the past three years you have issued such a certificate. I will also require from you a telegram to the affect that we are an examining and will forward a draft of it to you in the next T = 50

Very truly yours.

M. I Dundlese

K. E. Fenderson General Counsel

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PLORIDA POWER COMPORATION
PROFILE SPICE INCLUMENTS
AT PRINCIPAL L. PLUMENA

Mary May 1946

Non. Y. A. Gray, Sourctary of State State Capital Relicing Tallabases, Florida

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Bear Mr. Grays

Personne to my tologhous convergation with you, this is to advise you that the encount stretchalders of Florida Pener Gerperation at a meeting daily called and hold by the Beart of Breefare in October 14. approved and authorized an Assessment to the Gertificate of Beinessporation of the Corporation to previte for the Samueles of Maintenperation to describe the the Samueles of Maintenperation the form of the manufacet, I have berefuture alonged with your office the form of the manufacet, which from was adopted by the Beart of Breefare and by the checkle liberta

I am herewith encioning the original currented says of the Amendment to be filed in your affice as a part of the Cartificate of Reinserperation in accordance with Carpter 612 of the Florida Floridae of 1911. I am likewise Collecting to you 12 additional capies which I would like to have you certify immediately. In response to your follogrem I am also enclosing company shock in the amount of \$1,529, representing the statutory from for the authorization of the common stock, the filing of the Amendment, and the certified angles.

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I might also add that the Certificate of Reincorporation of the corporation, or you have, is now embedied in one decement. At some later date I will reside this decement to include the Assert which is presently being filled so that the corporation will still have one decement which will constitute its pharter.

Places let me thank you for the many equitation extended to me by you and Mr. Solams and the consideration given us in the three assessments which we have had during the part two years. With kindest regarder Law.

Your truly pours.

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W. T. Leve Change

PIARIDA POWER CORPORATION PROBER SOME RELIGIOS HT. PETERBERRO I. PLORIDA

Cotober 1't, 1946

Hon, P. A. Gray, Secretary of State State Capitol Building Tallahassee, Florida

Dear Wr. Gray:

Fursuant to my talephone conversation with you, you are herewith being delivered by hand the Amendment to the Certificate of Feircorporation of Florida Power Corporation.

As I indicated to you over the telephone, we will not issue the Common Stock due to unfavorable market conditions. However, insemuch as the new Common Stock is authorized it will be necessary that we effect:

"The authorized Common Stock of the Corporation was increased by Amendment to the Certificate of Reincorporation on Catober 11:, 1946, from 1.000,000 shares to 1,200,000 shares, par value 7.50 per share."

This imprint will go on all of our unused certificates until the new Common Stock is actually issued.

Our corporation is, however, in the process of issuing additional First Mortgage Bonds in a negotiated transaction. The closing is expected to take place the week of October 21st. In the meantime, I will therefore forward to you the usual form of certificate which your office executes for us certifying that we are in good standing, and that our charter and amendments are still in full force and effect. On all of our financings during the past three years you have issued such a certificate. I will also require from you a telegram to the effect that we are in good standing and will forward a draft of it to you in the next few days.

Very truly yours,

M. I. Dudus ..

E. E. Fenderson General Counsel

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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 612 of Florida Statutes of 1941, Florida Power Corporation does hereby certify by A. W. Higgins, its President, and G. F. Foley, its Assistant Secretary, and under its corporate seal, that, at a duly called special meeting of the directors of Florida Power Corporation held at the principal office of the Cerporation, Piorida Power Building, St. Petersburg, Florida, on September 16, 1946, at 11 o'clock E. S. T. in the forenoon, the directors of Florida Power Corporation declared it advisable and for the general welfare and advantage of said Corporation and its respective stockholders and adopted resolutions providing that the action hereinafter set forth should be taken, that said directors at such meeting directed the President to call a special meeting of the stockholders of record of said Corporation entitled to vote thereat to be held at the principal office of the Corporation, Florida Power Building, St. Petersburg, Florida, on October 14, 1946, at 11 o'clock A. M., E.S.T. for the purpose of taking such action under consideration. The specific proposals, the advisability of which the directors declared by resolutions at said special meeting of directors and directed the call of the special meeting of the stockholders to consider, are the amendments to the Amended Certificate of Reincorporation hereinafter set

Florida Power Corporation does hereby certify that the aforesaid special meeting was held at the aforementioned place on October 14, 1946, at 11 o'clock A.M., E.S.T. and that at such meeting, of which notice was heretofore given in the manner provided in Section 612.24 of the Florida Statutes of 1941, the stockholders of Florida Power Corporation entitled to vote thereat voted for and against the following proposed amendment to the Amended Certificate of Reincorporation of the Corporation:

- (1) To amend the Amended Certificate of Reineerporation of the Corporation by striking from the first paragraph of paragraph Fifth of said Amended Certificate of Reincorporation of the Corporation the following:
- "(b) 1,000,000 shares of the Common Stock, of the par value of \$7.50 each." and by inserting in lieu thereof the following:
 - "(b) 1,200,000 shares of the Common Stock, of the par value of \$7.50 each."
- (2) To further amend the Amended Certificate of Reincorporation of the Corporation by striking from paragraph Fifth the second unnumbered paragraph which reads as follows:

"Of the authorised issue of 1,000,000 shares of the Common Stock, of the par value of \$7.50 each, 857,143 shares shall be issued in exchange for the presently outstanding 3,000,000 shares of the Common Stock, without nominal or par value, but

STATE OF PLORIDA COUNTY OF PIRRELAN

On this 14th day of October A.D. 1946, before me the undersigned authority authorized by the Laws of the State of Florida to take acknowledgments of deeds personally appeared A. W. Higgins, 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. W. Higgins, 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. W. Higgins, 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 Withhon Whennor, I have becomen not my hand and notarial seai, the day and year last above written.

Notary Public

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STATE OF PLORIDA

Office of Secretary (Mate

1. H. 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 October ..., 1946, at ... o'clock ... M., R.S.T.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital, this the . . . day of October,

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