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Amendment Filed 10-15-46

8 pgs.

No.A-42319-H

FLORIDA POWER CORPORATION

Certificate of Amendment
increasing authorized
capital stock.

Filed Oct. 15, 1946

FLORIDA POWER CORPORATION
FLORIDA POWER BUILDING
ST. PETERSBURG 1, FLORIDA

October 14, 1946

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

Dear Mr. Gray:

Pursuant to my telephone 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 Board of Directors on October 14, 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 heretofore 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 Reincorporation in accordance with Chapter 612 of the Florida Statutes of 1941. I am likewise delivering to you 12 additional copies which I would like to have you certify immediately. In response to your telegram I am also 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 unfavorable 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 soon as favorable market conditions permit.

I might also add that the Certificate of Reincorporation of the corporation, as you know, is now embodied in one document. At some later date I will revise this document to include the Amendment 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 amendments which we have had during the past two years. With kindest regards, I am

Very truly yours,

H. E. J. Anderson,
K. C. Fenderson
General Counsel

Welling
Encls.

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5200
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FLORIDA POWER CORPORATION
FLORIDA POWER BUILDING
ST. PETERSBURG 1, FLORIDA

October 11, 1946

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

Dear Mr. Gray:

Pursuant to my telephone conversation with you, you are herewith being delivered by hand the Amendment to the Certificate of Incorporation 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, inasmuch as the new Common Stock is authorized it will be necessary that we imprint a legend on our present stock certificates to the following effect:

"The authorized Common Stock of the Corporation was increased by Amendment to the Certificate of Incorporation on October 11, 1946, from 1,000,000 shares to 1,500,000 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,

H. E. Henderson

H. E. Henderson
General Counsel

FLORIDA POWER CORPORATION

POWER HOUSE BUILDING

ST. PETERSBURG 1, FLORIDA

October 11, 1946

Received

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

OCT 13 1946 AM
SEC. OF STATE

Dear Mr. Gray:

Pursuant to my telephone 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 Board 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 heretofore 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 Reincorporation in accordance with Chapter 612 of the Florida Statutes of 1941. I am likewise delivering to you 12 additional copies which I would like to have you certify immediately. In response to your telegram I am also 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 unfavorable 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 soon as favorable market conditions permit.

I might also add that the Certificate of Reincorporation of the corporation, as you know, is now embodied in one document. At some later date I will revise this document to include the Amendment 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 me in the three amendments which we have had during the past two years. With kindest regards, I am

Very truly yours,

H. E. Anderson
General Counsel

EX-111	150000
FILED	100
DATE	10-11-46
TIME	1529 00
FILED	1529 00
FILED	1529 00

Encl...

FLORIDA POWER CORPORATION
FLORIDA POWER BUILDING
ST. PETERSBURG 1, FLORIDA

October 14, 1946

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

Dear Mr. Gray:

Pursuant to my telephone conversation with you, you are herewith being delivered by hand the Amendment to the Certificate of Reincorporation 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, inasmuch as the new Common Stock is authorized it will be necessary that we imprint a legend on our present stock certificates to the following effect:

"The authorized Common Stock of the Corporation was increased by Amendment to the Certificate of Reincorporation on October 14, 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,

K. E. Anderson
K. E. Anderson
General Counsel

ke:mv

**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 Corporation, Florida 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 forth.

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 Reincorporation 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 authorized 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 FLORIDA }
COUNTY OF PINELLAS } ss.:

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 WITNESS WHEREOF, I have hereunto set my hand and notarial seal, the day and year last above written.

James Higgins
Notary Public

Notary Public, State of Florida at Large
My Commission Expires November 12, 1948

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 October ..., 1946, at ... o'clock ... 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 October,
1946.

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