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Amendment filed 11-8-02

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FLORIDA POWER CORPORATION

Amendment authorizing
issuance of additional stock

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by HRC, on NOV..8..1962...

TOM ADAMS
SECRETARY OF STATE

FLORIDA POWER CORPORATION



November 5, 1962

Honorable Tom Adams
Secretary of State of Florida
Capitol Building
Tallahassee, Florida

Re: Amendment of Florida Power Corporation Charter
Composite Certificate of Reincorporation as
Amended Through November 20, 1961

Dear Sir:

Pursuant to Chapter 608, Florida Statutes, 1961
(Section 608.14(3)), enclosed herewith for filing in your
office is duly executed certificate setting forth a copy
of Company's duly adopted October 30, 1962, Board resolu-
tions establishing the issuance and sale of 100,000
shares, \$100 par value, Cumulative Preferred Stock,
4.58% Series.

It is requested that this filing be performed
and so noted as being only at 10:15 A.M., Thursday,
November 8, 1962, and not prior to said time and date.
The closing of the sale of this series of stock will be
10:30 A.M. (E.S.T.) in New York, New York.

Yours very truly,

FLORIDA POWER CORPORATION

G. TAX	1.00
PRING	5.00
R. AGENT FEE	1.00
C. COPY	1.00
TOTAL	101.40
PAID	101.40
RECEIVED	101.40
RECEIVED	101.40

3
Enclosure

[Signature]
U. F. Foley
Secretary

SECRET
NOV 6 1962
03203330

FLORIDA POWER CORPORATION
101 FIFTH STREET SOUTH
ST. PETERSBURG 1, FLORIDA

November 5, 1962

Honorable Tom Adams
Secretary of State of Florida
Capitol Building
Tallahassee, Florida

Re: Amendment of Florida Power Corporation Charter--
Composite Certificate of Reincorporation as
Amended Through November 30, 1961


Dear Sir:

Pursuant to Chapter 606, Florida Statutes, 1961
(Section 606.14(3)), enclosed herewith for filing in your
office is duly executed certificate setting forth a copy
of Company's duly adopted October 30, 1962, Board resolu-
tions establishing the issuance and sale of 100,000
shares, \$100 par value, Cumulative Preferred Stock,
4.50% Series.

It is requested that this filing be performed
and so noted as being only at 10:15 A.M., Thursday,
November 8, 1962, and not prior to said time and date.
The closing of the sale of this series of stock will be
10:30 A.M. (E.S.T.) in New York, New York.

Yours very truly,

FLORIDA POWER CORPORATION


J. V. Foley
Secretary

KMD:ps
Enclosure

FLORIDA POWER CORPORATION

Resolution Adopted by the Board of Directors at
Regular Meeting Held October 30, 1966

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 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 100,000 shares of Cumulative Preferred Stock, of the par value of \$100 each, which shall be designated as Cumulative Preferred Stock, 4.58% Series. Said 100,000 shares of Cumulative Preferred Stock, 4.58% 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 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, the following:

(a) The rate of dividend for the shares of such Cumulative Preferred Stock, 4.58% Series, shall be 4.58% per annum of the par value thereof and dividends on all shares of such Series (i) issued on the record date for the first dividend on the shares of such Series shall be cumulative from such record date; (ii) if issued after such record date and prior to the close of the payment date for such dividend, then from such dividend payment date; and (iii) otherwise, from the quarter-yearly dividend payment date next preceding the date of issue of such shares;

(b) Redemption prices of the shares of such Cumulative Preferred Stock, 4.58% Series, shall be (i) as to any share redeemed on or prior to November 15, 1967, the sum of One Hundred Five Dollars (\$105.00) plus the sum computed at the annual dividend rate for the shares of Cumulative Preferred Stock, 4.58% Series, from the date from which dividends on such share shall be cumulative to the date fixed for such redemption, less the aggregate of the dividends therebefore or on such redemption date paid thereon or declared and set aside for payment thereon, and (ii) as to any share redeemed thereafter and on or before November 15, 1972, the sum of One Hundred Four Dollars (\$104.00) plus the sum computed at the annual dividend rate for the shares of Cumulative Preferred Stock, 4.58% Series, from the date

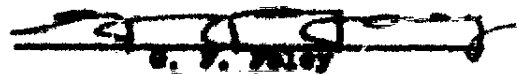
from which the dividends on such share shall be cumulative to the date fixed for such redemption, less the aggregate of the dividends theretofore or on such redemption date paid thereon or declared and set aside for payment thereon, and (iii) as to any share redeemed thereafter and on or before November 15, 1977, the sum of One Hundred Two and 50/100 Dollars (\$102.50) plus the sum computed at the annual dividend rate for the shares of the Cumulative Preferred Stock, 4.58% Series, from the date from which the dividends on such share shall be cumulative to the date fixed for such redemption, less the aggregate of the dividends theretofore or on such redemption date paid thereon or declared and set aside for payment thereon, and (iv) as to any share redeemed subsequent to November 15, 1977, the sum of One Hundred One Dollars (\$101.00) plus the sum computed at the annual dividend rate for the shares of Cumulative Preferred Stock, 4.58% Series, from the date from which the dividends on such share shall be cumulative to the date fixed for such redemption, less the aggregate of the dividends theretofore or on such redemption date paid thereon or declared and set aside for payment thereon.

CERTIFICATE

Me, E. H. DUNN, JR., Vice President, and G. F. FOLLEY, Secretary, of Florida Power Corporation, a Florida Corporation (hereinafter called the "Corporation"), 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 Corporation at a regular meeting duly convened and held on October 30, 1962, 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 Corporation, and the corporate seal of the Corporation hereunto affixed, this 7th day of November, 1962.


E. H. DUNN, JR.
Vice President


G. F. FOLLEY
Secretary

State of New York }
County of New York } ss.

I hereby certify that on this date before me, a notary public and officer duly authorized in the State and County of New York to take acknowledgments of deeds and other instruments, personally appeared E. H. Dunn, Jr. and G. F. Folley, 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 Corporation with the intent and for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 7th day of November, 1962.


Notary Public

My Commission Expires: Mar 30 1965

JOSEPH BARNETT
Notary Public, State of New York
No. 01-0100010
Qualified in New York County
Commission Expires March 30, 1965