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Amendment filed 3-31-47

6 pgs.

7-42619-5

Florida Power  
Corporation

Amending sub.  
(Paragraph) (L)  
2 Sec. 8 (13)

RECORDED  
INDEXED  
814  
March 1947  
H. A. GRAY  
TAXPAYER SERVICE  
STATE

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

March 28, 1947

Hon. R. A. Gray  
Secretary of State  
Capitol Building 12  
Tallahassee, Florida

Dear Mr. Gray:

CASH	7000
IN	
BY	2200
FOR	3200
DATE	1800
BALANCE	2200

I thank you for your letter of March 18 in response to mine of the 10th with reference to a contemplated amendment to the Amended Certificate of Reincorporation of Florida Power Corporation. This is to advise you that the proposed amendment was adopted on Wednesday, March 26, by a two-thirds affirmative vote of the preferred stockholders, and further adopted on Thursday, March 27, by majority vote of the common stockholders. I have had the Certificate of Amendment printed in the same form as was approved by you and, for this purpose, I am now enclosing the original to be recorded in your office. I am also enclosing Company check in the amount of \$10.00 for the filing fee, which seems to be the statutory fee set forth in the Statutes. However, if there is any further charge in this connection, kindly bill me.

I would like to obtain 12 certified copies of the instrument and, for that purpose, I am enclosing the necessary copies. Kindly execute them and return them to me with your bill attached and I will remit promptly.

I have retained a number of unexecuted copies which, from time to time, I will forward to you for execution as our needs arise.

Please let me thank you for your courtesy and cooperation in this matter.

Very truly yours

*H. E. Anderson*  
H. E. Anderson  
General Counsel

KRF:et  
Enc.

**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 seal, that, at a duly called regular meeting of the Board of Directors of Florida Power Corporation, held at the principal office of the Corporation, Florida Power Building, St. Petersburg, Florida, on January 16, 1947, 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 or the Secretary to call a special meeting of the holders of shares of the Cumulative Preferred Stock, 4% Series, 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 March 26, 1947, at 11 o'clock A.M., E.S.T. for the purpose of taking such action into consideration, and to call the annual meeting of common 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 March 27, 1947, at 11 o'clock A.M., E.S.T. for the purpose of taking such action into consideration. The specific proposal, the advisability of which the directors declared by resolutions at said regular meeting of directors and directed the call of the special meeting of the holders of shares of Cumulative Preferred Stock, 4% Series, and the annual meeting of the common stockholders to consider, is the amendment to the Amended Certificate of Reincorporation hereinafter set forth.

Florida Power Corporation does hereby certify that the aforesaid special meeting of the holders of the shares of Cumulative Preferred Stock, 4% Series, was held at the aforementioned place on March 26, 1947, at 11 o'clock A.M., E.S.T., and that the aforesaid annual meeting of common stockholders was held at the aforementioned place on March 27, 1947, at 11 o'clock A.M., E.S.T., and that at such meetings, of which notices were heretofore given in the manner provided in Section 612.24 of the Florida Statutes of 1941, the holders of shares of Cumulative Preferred Stock, 4% Series, and the common stockholders of Florida Power Corporation, respectively, 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 Paragraph Fifth of said amended Certificate of Reincorporation sub-paragraph (d) of Section 8 (B) which reads as follows:

"(d) issue any unsecured notes, debentures or other securities representing unsecured indebtedness, or assume any such unsecured securities, for purposes other than the refunding of outstanding unsecured securities theretofore issued or assumed by the Corporation, or the redemption or other retirement of outstanding shares of one or more series of the Preferred Stock, if, immediately after such issue or assumption,

the total principal amount of all unsecured notes, debentures or other securities representing unsecured indebtedness issued or assumed by the Corporation and then outstanding (including unsecured securities then to be issued or assumed) would exceed ten per cent. (10%) of the aggregate of (i) the total principal amount of all bonds or other securities representing secured indebtedness issued or assumed by the Corporation and then to be outstanding, and (ii) the capital and surplus of the Corporation as then to be stated on the books of account of the Corporation, except, that there shall be excluded from the foregoing provision, until such time as the principal amount of 3 1/4% Serial Debentures and the notes payable to Rural Electrification Administration outstanding on April 30th, 1914 and maturing serially, is reduced to 10% of the aggregate of (i) and (ii) above, an amount not to exceed \$500,000, provided, however, that when the principal amount of unsecured indebtedness represented by such debentures and notes has been reduced to 10% of the aggregate of (i) and (ii) above, then and thereafter this \$500,000 exception is to be reduced by an amount equal to the further reduction of the principal amount of the unsecured indebtedness represented by such debentures and notes. At the time the principal amount of unsecured indebtedness represented by such debentures and notes is reduced to \$500,000 less than 10% of the aggregate of (i) and (ii) above, then and thereafter this exception shall no longer continue"; or, and

"sub-paragraph (c) of Section 8 (B) of Paragraph Fifth will become, after said proposed amendment has become effective, sub-paragraph (d)"; and that it appeared upon the canvassing of the votes that the holders of shares of Cumulative Preferred Stock, 4% Series, entitled to vote thereat, holding stock in the Corporation entitling them to exercise at least two-thirds of the voting power, and that the common stockholders of record entitled to vote thereat, holding stock in the Corporation entitling them to exercise at least a majority of the voting power, and being all of the stock entitled to vote at such meetings, voted respectively in favor of the proposed amendment to the Amended Certificate of Incorporation of the Corporation.

IN WITNESS WHEREOF, Florida Power Corporation, this 28th day of March, 1917, has caused this certificate to be signed by its President and its Assistant Secretary under its corporate seal and to be acknowledged by its President before an officer authorized by the Laws of the State of Florida to take acknowledgements of deeds to be the act and deed of said Corporation, all as required by Section 612.06 Florida Statutes, 1911, and pursuant to the authority conferred by the respective resolutions of its stockholders.

FLORIDA POWER CORPORATION

By

*A. N. Higgins*

ATTEST:

*[Signature]*  
Assistant Secretary

STATE OF FLORIDA }  
COUNTY OF PINELLAS } ss.:

On this 28th day of March A. D., 1947, before me the undersigned authority authorized by the Laws of the State of Florida to take acknowledgements 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.

*Bennie E. Hopkins*  
Notary Public  
Notary Public, State of Florida at Large  
My Commission Expires March 1, 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 Re-incorporation of Florida Power Corporation, a corporation organized and existing under the laws of the State of Florida, as filed in this office on the *28th* day of *March*, 1947, at *9* 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 *28th* day of *March*, 1947.

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