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Amendment Filed 10-3-50

10 pgs.

A 42619-P
Amendment
to Chapter
Florida Power
Corporation
See Paper

Filed in Office Secretary
of State, of the State of
Florida, this 3 day of
Oct. A. D. 1930
R. A. GRAY
Secretary of State
BY W. C. [Signature]

FLORIDA POWER CORPORATION
FLORIDA POWER BUILDING
WT. PETHENBURG 1, FLORIDA

September 28, 1950

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

Dear Mr. Gray:

A few weeks ago I wrote you that our Company contemplated a new financing to consist of the issuance of 40,000 shares of Preferred Stock. At that time I advised you that it would be necessary to amend the charter of Florida Power Corporation to provide for the fixed dividend rate, terms, preferences and conditions. This 40,000 shares of Preferred Stock has, by prior amendment to our charter, been authorized but not issued. When authorized, the Company paid the necessary charter fees, so I assume that when the Amendment is filed setting forth the terms and designations, we can proceed with the issuance of the stock without any further fees. The Common Stockholders of the Corporation will adopt the charter amendment on October 2, 1950 and our Assistant Secretary, Mr. G. F. Foley, will be in your office on Tuesday, October 3rd, to file the amendment. As I take it, under the law there will be a filing fee of \$10.00 plus \$2.00 for each certified copy of the amendment.

As is customary in a closing transaction of this kind, I am forwarding you a draft of the usual certificate which I have on many occasions obtained from your office with reference to the charter and its amendments, stating that the charter is still in force and effect. The enclosed draft is exactly the same as all prior certificates except for the addition of the amendment which will be filed on October 3, 1950.

As soon as Mr. Foley files the amendment and requests certified copies of it he will forward them to me here in New York.

I should also like you to execute ten copies of the enclosed certificate, under your hand and seal of the State, and forward them to me, with your bill attached, to the following address:

c/o Henry James, Esq.
Shearman & Sterling & Wright
20 Exchange Place
New York 5, New York

Honorable R. A. Gray - 2.

September 28, 1950

Your courtesy and cooperation is very much appreciated.

Yours very truly,

W. S. Indensus
General Counsel

KEF:mhs
Enclosures

C. L. A. 1000
 F. L. M. 4800
 P. C. Y. 5800
 T. O. I. 6000
 200

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

RECEIVED
 1950 JUL -3 AM 8:43
 STATE
 FLORIDA

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 W. C. Gilman, its 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 August 17, 1950, at 11:00 o'clock A.M. (E.S.T.) and at a duly called special meeting of the Board of Directors of the Corporation held at its principal office, Florida Power Building, St. Petersburg, Florida, on October 2nd, 1950, at 12:30 o'clock P.M. (E.S.T.), the Directors of the Corporation declared it advisable and in the best interest 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 Board of Directors at the regular meeting held on August 17, 1950, directed the President to call a special meeting of the common stockholders of record of said Corporation entitled to vote thereat, to be held at 1510 First Avenue North, St. Petersburg, Florida on October 2, 1950, at 2 o'clock P.M. (E.S.T.), for the purpose of considering and voting upon a proposed amendment to Paragraph Fifth of the amended Certificate of Reincorporation, with respect to the creation of an additional series of Preferred Stock and the addition of a new Paragraph 16 to Paragraph Fifth of said amended Certificate of Reincorporation for said purpose.

Florida Power Corporation does hereby further certify that the aforesaid special meeting of the holders of Common Stock was held at 1510 First Avenue North, St. Petersburg, Florida, on October 2, 1950 at 2:00 o'clock P.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:

Amendment to the amended Certificate of Reincorporation of the Corporation by adding, to Paragraph Fifth of the amended Certificate of Reincorporation, the following new Paragraph 16:

"16. An additional series of Preferred Stock is hereby created to consist of 40,000 shares of Cumulative Preferred Stock of the par value of \$100 each, which shall be designated as Cumulative Preferred Stock, 4.60 % Series. Said 40,000 shares of Cumulative Preferred Stock, 4.60 % Series shall have, in addition to the designation, terms, relative rights, privileges, limitations, preferences and voting powers, and the prohibitions, restrictions, and qualifications of the voting and other rights and powers hereinbefore fixed for the Preferred Stock of the Corporation, the following:

"(a) The rate of dividend for the shares of such Cumulative Preferred Stock, 4.60 % Series, shall be 4.60 per cent per annum of the par value thereof and dividends on all shares of such series issued on or prior to the record date for the first dividend of such series shall be cumulative from the quarterly dividend payment date which next precedes the date of issue thereof;

"(b) Redemption prices of the shares of such Cumulative Preferred Stock, 4.60% Series, shall be (i) as to any share redeemed on or prior to November 15, 1953, the sum of *one hundred five and 25/100* Dollars (\$ *105.25*) plus the sum computed at the annual dividend rate for the shares of Cumulative Preferred Stock, 4.60% 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 theretofore 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, 1956 the sum of *one hundred four and 25/100* Dollars (\$ *104.25*) plus the sum computed at the annual dividend rate for the shares of Cumulative Preferred Stock, 4.60% 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 subsequent to November 15, 1956, the sum of *one hundred three and 25/100* Dollars (\$ *103.25*) plus the sum computed at the annual dividend rate for the shares of Cumulative Preferred Stock, 4.60% 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 theretofore or on such redemption date paid thereon or declared and set aside for payment thereon; and

"(c) The amounts payable on the shares of Cumulative Preferred Stock, 4.60% Series, in the event of any liquidation, dissolution or winding up of the Corporation shall be as to any shares (i) in the event of voluntary liquidation, dissolution or winding up, the amount at which such share could be redeemed at the time of such voluntary liquidation, dissolution or winding up, and (ii) in the event of involuntary liquidation, dissolution or winding up the sum of One Hundred Dollars (\$100) plus a sum computed at the annual dividend rate for the shares of such Cumulative Preferred Stock, 4.60% Series, from the date from which dividends on such share shall be cumulative to the date of such involuntary liquidation, dissolution or winding up, less the aggregate of the dividends theretofore paid thereon or declared and set aside for payment thereon."

Florida Power Corporation does hereby further certify that it appeared, upon the canvassing of the votes, that the stockholders of record entitled to vote at said special meeting, holding stock in the Corporation entitling them to exercise at least a majority of the voting power, voted in favor of the proposed amendment to the amended Certificate of Reincorporation of the Corporation.

IN WITNESS WHEREOF, Florida Power Corporation, this *2nd* day of October, 1950, 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 acknowledgments of deeds to be the act and deed of said corporation, all as required by Section 612.06 Florida Statutes, 1941, and pursuant to the authority conferred by the respective resolutions of its stockholders.

FLORIDA POWER CORPORATION,

By *W. C. [Signature]*
President.

Attest:

[Signature]
Assistant Secretary.

STATE OF FLORIDA }
COUNTY OF PINELLAS } ss.:

On this ~~2nd~~ day of October, A.D., 1950, before me the undersigned authority authorized by the Laws of the State of Florida to take acknowledgments of deeds personally appeared W. C. GILMAN, 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 W. C. GILMAN 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 W. C. GILMAN 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.

Helena R. Mackinnon
Notary Public

Notary Public for the State of Florida.
My Commission Expires July 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 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 3, 1950, at 8:43 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 3rd day of October, 1950.

(Seal)

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