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Amendment filed 3-30-51

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A 42619-9
Amendment
Florida Power
Corporation
See Paper

Filed in Office Secretary
of State, of the State of
Florida, this 30 day of
March A. D., 1951

R. A. GRAY
Secretary of State

By

A 42619-9

Amendment
Florida Power
Corporation

See Paper

Filed in Office Secretary
of State of the State of
Florida. this 3rd day of
March A. D., 1951

R. A. GRAY
Secretary of State

By

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

March 29, 1951

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

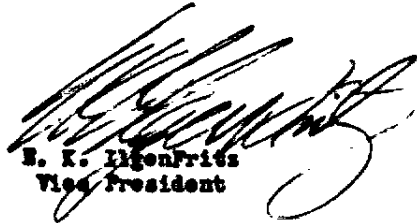
Dear Mr. Gray:

We are handing you herewith for filing an executed copy of Certificate of Amendment of the Amended Certificate of Reincorporation of Florida Power Corporation, as approved by the Preferred Stockholders at meeting held March 28, 1951 and by the Common Stockholders at meeting held March 29, 1951.

We are also handing you twenty-five additional copies and would ask you to kindly attach your signature and the Great Seal of the State of Florida and return to us.

We are also handing you check to your order for \$52.00, covering filing fee in the amount of \$2.00 and cost of the twenty-five certified copies in the amount of \$50.00.

Very truly yours,


E. K. IlgenFried
Vice President

EKI/ab

75
C TAX 1.00
FILING 1.00
C. COPY 50.00
TOTAL 60.00
M. RECD. 50.00
8.00

**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, 1941, FLORIDA POWER CORPORATION does hereby certify by W. C. Gilman, its President, and E. K. Ilgenfritz, its 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 January 18, 1951, at 11 o'clock A.M. (E.S.T.), the directors of the Corporation declared it advisable and in the best interests of the Corporation and adopted resolutions recommending that the Amended Certificate of Reincorporation of the Corporation should be further amended with respect to the matter hereinafter set forth; and that the directors at such meeting directed that the annual meeting of the holders of record of the Common Stock of the Corporation, entitled to vote thereat, be called to be held at the Suwannee Hotel, St. Petersburg, Florida, on March 29, 1951, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon the proposed amendment to Paragraph Fifth of the Amended Certificate of Reincorporation hereinafter set forth, and further directed that a special meeting of the holders of record of Cumulative Preferred Stock, 4% Series, 4.90% Series and 4.60% Series, of the Corporation, entitled to vote thereat, be called to be held at the principal office of the Corporation, Florida Power Building, St. Petersburg, Florida, on March 28, 1951, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon the proposed amendment to Paragraph Fifth of the Amended Certificate of Reincorporation with respect to the increase in the authorized number of shares of Cumulative Preferred Stock hereinafter set forth.

Florida Power Corporation does hereby further certify that the aforesaid annual meeting of the holders of Common Stock was held at the Suwannee Hotel, St. Petersburg, Florida, on March 29, 1951, at 11 o'clock A.M. (E.S.T.); and that the aforesaid special meeting of the holders of Cumulative Preferred Stock, 4% Series, 4.90% Series and 4.60% Series, was held at the principal office of the Corporation on March 28, 1951, at 11 o'clock A.M. (E.S.T.); and that at such meetings, of which notices were given in the manner provided in Section 612.24 of Florida Statutes, 1941, the holders of Common Stock of the Corporation, entitled to vote thereat, voted for and against the following proposed amendment to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation, and the holders of Cumulative Preferred Stock, 4% Series, 4.90% Series and 4.60% Series, entitled to vote thereat, voted for and against the following proposed amendment to Paragraph Fifth of the Amended Certificate of Reincorporation

of the Corporation with respect to the increase in the authorized number of shares of Cumulative Preferred Stock:

1. Amendment to the Amended Certificate of Reincorporation of the Corporation by striking, from Paragraph Fifth, the first paragraph thereof which reads as follows:

"FIFTH: The amount of authorized capital stock of the Corporation shall be

- (a) 120,000 shares of Cumulative Preferred Stock, of the par value of \$100 each, and
- (b) 1,600,000 shares of Common Stock, of the par value of \$7.50 each."

and by inserting in lieu thereof the following:

"FIFTH: The amount of authorized capital stock of the Corporation shall be

- (a) 250,000 shares of Cumulative Preferred Stock, of the par value of \$100 each, and
- (b) 2,500,000 shares of Common Stock, of the par value of \$7.50 each."

Florida Power Corporation does hereby further certify that it appeared, upon the canvassing of the votes, that the holders of record of the Common Stock entitled to vote at said annual meeting, holding stock in the Corporation entitling them to exercise at least a majority of the voting power in respect thereto, voted in favor of the proposed amendment to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation, and that the holders of record of Cumulative Preferred Stock, 4% Series, 4.90% Series and 4.60% Series, entitled to vote at said special meeting, holding stock in the Corporation entitling them to exercise at least a majority of the voting power in respect thereto, voted in favor of the proposed amendment to Paragraph Fifth of the Amended Certificate of Reincorporation of the Corporation with respect to the increase in the authorized number of shares of Cumulative Preferred Stock.

IN WITNESS WHEREOF, Florida Power Corporation has caused this Certificate to be signed this 29th day of March, 1951, by its President and its 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 of Florida Statutes, 1941, and pursuant to the authority conferred by the respective resolutions of its stockholders.

FLORIDA POWER CORPORATION,

(CORPORATE SEAL)

By W. C. Gilman President.

Attest:

[Signature]
Secretary.

STATE OF FLORIDA }
COUNTY OF PINELLAS } ss.:

On this 29th day of March A.D. 1951, 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.

Notary Public, State of Florida at Large.
My Commission Expires April 22, 1953.

.....*Edwin S. Pitzer*.....
Notary Public

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 March 30th, 1951, at 8³⁰ 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 30th day of March, 1951.

(GREAT SEAL OF THE
STATE OF FLORIDA)

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