

P05000145526

(Requestor's Name)

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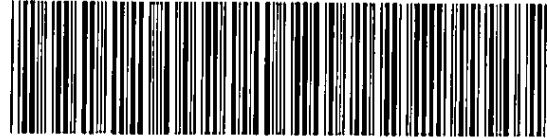
(Business Entity Name)

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STATE  
APR 26 2019 06

FILED  
2019 APR 26 PM 4:41  
STATE

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 742277 7924764

AUTHORIZATION :

COST LIMIT : \$ 25.00



ORDER DATE : April 26, 2019

ORDER TIME : 2:57 PM

ORDER NO. : 742277-005

CUSTOMER NO: 7924764

DOMESTIC AMENDMENT FILING

NAME: GULF POWER COMPANY

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF FIRST AMENDED AND RESTATED ARTICLES  
OF INCORPORATION  
OF  
GULF POWER COMPANY**

**FILED**

2019 APR 26 PM 4:41

TALLAHASSEE, FL

**Document Number of Corporation: P05000145526**

Pursuant to Section 607.1007, Florida Statutes, the undersigned hereby submits this Certificate of Amendment and Restatement of the Articles of Incorporation for the purpose of amending and restating its Articles of Incorporation, as heretofore amended and currently in effect.

1. The name of the corporation is Gulf Power Company (the "Corporation").
2. The text of the Corporation's First Amended and Restated Articles of Incorporation (the "Amended & Restated Articles") is set forth in the First Amended and Restated Articles of Incorporation of Gulf Power Company attached hereto.
3. The Amended & Restated Articles contain amendments to the Articles of Incorporation, as heretofore amended and currently in effect. Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, the Amended & Restated Articles were approved and adopted by unanimous written consent of the Board of Directors pursuant to Section 607.0821 of the Act on April 26, 2019, and were duly proposed to, and approved and adopted by written consent of the sole shareholder of the Corporation pursuant to Section 607.0704 of the Act on April 26, 2019.
4. The amendment was approved by the sole shareholder and such approval is sufficient approval of the Amended & Restated Articles.
5. The Amended & Restated Articles, as approved and adopted by the Board of Directors and the sole shareholder of the corporation supersede the Articles of Incorporation, as heretofore amended.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Restatement to be executed in its name by the undersigned, thereunto duly authorized, on April 26, 2019.

GULF POWER COMPANY

By: Melissa A. Plotsky  
Melissa A. Plotsky  
Assistant Secretary

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GULF POWER COMPANY**

**FILED**

2019 APR 26 PM 4:41

CLERK OF DISTRICT COURT  
JACKSONVILLE, FL

1. Name. The name of the corporation is GULF POWER COMPANY (the "Corporation").
2. Purpose. The Corporation is organized for the purpose of transacting any or all lawful business.
3. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 40,000,000, consisting of 30,000,000 shares of Serial Preferred Stock, \$.01 par value, and 10,000,000 shares of Common Stock, \$.01 par value.
4. Serial Preferred Stock. The Board of Directors of the Corporation is authorized at any time to provide for the issuance of shares of Serial Preferred Stock in one or more series, and to determine the designations, preferences, limitations and relative or other rights of the Serial Preferred Stock or any series thereof. For each series, the Board of Directors shall determine, by resolution or resolutions adopted prior to the issuance of any shares thereof, the designations, preferences, limitations and relative or other rights thereof, including but not limited to the following relative rights and preferences, as to which there may be variations among different series:
  - a. The rate and manner of payment of dividends, if any;
  - b. Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
  - c. The amount payable upon shares in the event of liquidation, dissolution or other winding up of the Corporation;
  - d. Sinking fund provisions, if any, for the redemption or purchase of shares;
  - e. The terms and conditions, if any, on which shares may be converted or exchanged;
  - f. Voting rights, if any; and
  - g. Any other rights and preferences of such shares, to the full extent now or hereafter permitted by the laws of the State of Florida.

The Board of Directors shall have the authority to determine the number of shares that will comprise each Series.

Prior to the issuance of any shares of a series, but after adoption by the Board of Directors of the resolution establishing such series, the appropriate officers of the Corporation shall file such documents with the State of Florida as may be required by law.

For purposes of determining funds lawfully available for any dividends or other business distribution upon shares of stock pursuant to the Florida Business Corporation Act (the "Act"), or successor statutes, amounts needed to satisfy the rights of shareholders upon dissolution who have preferential rights superior to those of shareholders of the stock receiving such dividend or distribution shall not be deducted from the Corporation's total assets.

5. The Corporation is to have perpetual existence.
6. The registered office of the corporation is at 700 Universe Boulevard, Juno Beach, Florida 33408 and the name of the registered agent at such address is David M. Lee.
7. The number of directors of the Corporation shall be as set forth in the by-laws.