

106395

Statement of Shares
Filed 10-14-76

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6 pgs.

Statement of Classification of Shares of

FLORIDA POWER & LIGHT COMPANY

#106395

*Trans. F.L.
10-19-76*

filed October 14, 1976

1-06395

DIVISION OF CORPORATIONS

NAME Thomas R. McGuigan
 ADDRESS 1400 Southeast First National Bank Bldg.
 CITY Miami STATE Fla. ZIP CODE 33131
 AREA CODE & PHONE NUMBER (305) 577-2850
 NAME OF CORPORATION Florida Power & Light Company
607.047

OCT 14-76 72 44300 ****30.00
 OCT 14-76 72 44200 ****15.00

FOR OFFICE USE ONLY

<input checked="" type="checkbox"/> DOMESTIC	<input checked="" type="checkbox"/> AMENDMENT	<input type="checkbox"/> SEARCH
<input type="checkbox"/> FOREIGN	<input type="checkbox"/> DISSOLUTION	<input type="checkbox"/> MERGER
<input type="checkbox"/> PROFIT	<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MARK
<input type="checkbox"/> NON-PROFIT	<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> RESERVATION
<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> CERTIFICATE UNDER SEAL	<input checked="" type="checkbox"/> CERTIFIED COPY

2 cc's

FILED
 OCT 14 9 12 AM '76
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

PICKED UP

SEARCHED	
SERIALIZED	15
INDEXED	30
FILED	
DATE	
BY	
REMARKS	45

STATEMENT OF CLASSIFICATION OF SHARES OF
FLORIDA POWER & LIGHT COMPANY

OCT 14 9 11 AM '66
SECRETARY OF STATE
FILED

The undersigned corporation hereby executes this Statement pursuant to the Florida General Corporation Act, Section 607.047 Florida Statutes, relative to establishing and designating a series within a class of 100 shares and fixing and determining the relative rights and preferences of the series:

1. The name of the corporation is Florida Power & Light Company.
2. A copy of the resolutions adopted by the Board of Directors of Florida Power & Light Company establishing and designating Series K of its Preferred Stock and fixing and determining the relative rights and preferences thereof, is set forth below:

RESOLVED, that the Board of Directors hereby establishes and authorizes the issuance of a new series of the Preferred Stock of the Company and hereby fixes the number of shares to constitute the new series and the distinctive designation of the new series, the annual rate of dividends payable on such shares and the date from which dividends shall commence to accrue, terms and conditions on which the shares may be redeemed and the manner of effecting redemption with respect to such new series of Preferred Stock as follows:

- (a) The new series of Preferred Stock established by this resolution is hereby designated "8.70 % Preferred Stock, Series K".
- (b) The 8.70 % Preferred Stock, Series K, is hereby authorized to be issued in the amount of 750,000 shares.
- (c) The dividend rate of the 8.70 % Preferred Stock, Series K, shall be \$8.70 per share per annum and no more, payable quarterly on December 1, March 1, June 1 and September 1 of each year, commencing December 1, 1976, and dividends on the 750,000 shares shall commence to accrue from and after October 21, 1976.
- (d) The Company, by a majority vote of its Board of Directors, may at any time redeem all of the 8.70 % Preferred Stock, Series K, or may from time to time redeem any part thereof by paying in cash a redemption price consisting of the sum of:

(i) \$ 109.85 per share if redeemed on or prior to October 1, 1981; \$ 107.00 per share if redeemed after October 1, 1981 and on or prior to October 1, 1986; \$ 104.00 per share if redeemed after October 1, 1986 and on or prior to October 1, 1991; and \$ 101.15 per share if redeemed after October 1, 1991; and

(ii) In each case an amount equivalent to the accumulated and unpaid dividends, if any, to the date of redemption;

provided, however that the shares of the 8.70 % Preferred Stock, Series K, shall not be redeemable prior to October 1, 1981, directly or indirectly from or in anticipation of monies borrowed, or proceeds of shares of other series of Preferred Stock (or of any other stock ranking prior to or on a parity with the Company's preferred stocks) sold, by or for the account of the Company, at an interest or dividend cost to it (calculated in accordance with generally accepted financial practice) of less than 8.70 % per annum.

(e) The manner of effecting such redemption shall be that applicable to the Company's 4-1/2% Preferred Stock, Series A.

(f) Except as above set forth, the 8.70 % Preferred Stock, Series K, shall possess all of the characteristics of the Company's said 4-1/2% Preferred Stock, Series A.

3. The above resolutions were duly adopted by the Board of Directors of the Company on October 13, 1976.

This, the 13th day of October 1976.

Florida Power & Light Company

By


John J. Hudiburg

Executive Vice President

By


Astrid Pfeiffer, Secretary

ACKNOWLEDGMENT OF EXECUTIVE VICE
PRESIDENT OF FLORIDA POWER &
LIGHT COMPANY

State of New York)
County of New York) ss

BE IT REMEMBERED that on this day before me, the undersigned, a notary public in and for the County and State aforesaid, personally came John J. Hudiburg, Executive Vice President of Florida Power & Light Company, a corporation organized and existing under the laws of the State of Florida, known to me personally to be an Executive Vice President of said Corporation, and before me acknowledged the above and foregoing Statement of Classification of Shares of Florida Power & Light Company to be the act, deed and agreement of said Corporation, and that the signing, acknowledgment and filing of said Statement was duly authorized by resolution of the Board of Directors of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of October, 1976.


NOTARY PUBLIC

State of _____ at Largo

My Commission Expires:

MORTON BARAD
Notary Public, State of New York
No. 41 5170980
Certs. filed in Bronx, Kings, Nassau,
New York, and Westchester Cos.
Qualified in Queens County
Commission Expires March 30, 1978