

CHARTER #

A-14839

A 14830

CERTIFICATE OF REINCORPORATION
OF JACKSONVILLE GAS COMPANY

under the name of
THE PUBLIC SERVICE COMPANY OF
JACKSONVILLE

100289537001

TRANSFERRED

I have this day executed and signed
as the State of Florida, the above
said Certificate, and I have

John E. Hartridge

Secretary of State

John E. Hartridge
Julian Hartridge
Attorneys and Counsellors at Law
Jacksonville, Florida

CERTIFICATE OF

THE

FIRST;

Rt

1944

ANS: B

FIRST: The name of the corporation is THE PUBLIC SERVICE COMPANY OF JACKSONVILLE.

SECOND. The nature of the business or businesses to be transacted by the corporation is as follows:

1. To acquire, buy, hold, own, sell, lease, exchange, dispose of, finance, deal in, construct, build, equip, improve, use, operate, maintain and work upon:

(a) Any and all kinds of plants and systems for the manufacture, storage, utilization, supply, distribution, transmission, or disposition of gas, light, heat, power, refrigeration or ice;

(b) Any and all kinds of works, plants, substations, systems, tracks, machinery, apparatus, devices, supplies, and articles of every kind pertaining to or in any wise connected with the manufacture, purchase, use, distribution, regulation, control or application of gas, light, heat, power, refrigeration or ice.

2. To buy or otherwise obtain, to produce, to hold, own, sell, dispose of, distribute, deal in, use, furnish and supply gas of every form, whether artificial or natural, light, heat, power, refrigeration and ice.

3. To purchase or otherwise acquire, and to hold, own, develop and dispose of lands and interests in and rights with respect to lands and waters and fixed and movable property, franchises, concessions, consents, privileges and licenses in its opinion useful or desirable for or in connection with any or all of the foregoing purposes.

4. To acquire by purchase, subscription or otherwise, and to own, hold for investment or otherwise, and to sell, use, assign, transfer, mortgage, pledge, exchange or otherwise dispose of, and to make and enter into all manner and kinds of contracts, agreements and obligations for the purchasing, acquiring, dealing in or selling of, property of every sort and description and wheresoever situated, whether real or personal, including shares

of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, or of any firm or individual of the United States or any State, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and including rights and interests of every nature, and also to issue in exchange therefor stocks, bonds, or other securities or evidence of indebtedness of this corporation, and while the owner or holder of any such property, to receive, collect and dispose of the interest, dividend and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including voting rights.

5. To act as financial, business, managing and/or purchasing agent, general or special.

6. To purchase or otherwise acquire and to own, bargain, sell, transfer or in any manner dispose of and to deal in and trade in all by-products or residual products of the manufacture of gas and all other kinds of goods, wares, merchandise and personal property, wherever situated.

Except where otherwise expressed in this Article Second, no statement as to the nature of a business in any one of the foregoing clauses of this Article shall be in any wise limited or restricted by reference to or inference from the provisions of any other clause of this or any other article in this certificate of reincorporation, and the business specified in each clause of this Article shall be regarded as an independent business.

The corporation shall have power to transact, promote and carry on each of such businesses.

THIRD: The amount of the total authorized capital stock of the corporation is Nine Million Dollars (\$9,000,000), of which stock Five Million Four Hundred Thousand Dollars, (\$5,400,000) is to be first preferred stock and is to be divided into fifty-four thousand (54,000) shares of the par value of

One Hundred Dollars (\$100) each, Six Hundred Thousand Dollars, (\$600,000) is to be second preferred stock and is to be divided into six thousand (6,000) shares of the par value of One Hundred Dollars (\$100) each, and Three Million Dollars (\$3,000,000), is to be common stock and is to be divided into Three Hundred Thousand (300,000) shares of the par value of Ten Dollars (\$10) each. (a) When and as declared by the Board of Directors from the surplus and/or net earnings of the corporation, and subject to the limitations hereinafter set forth, the holders of the first preferred stock shall be entitled to receive dividends at the rate of seven per centum per annum and no more, and the holders of the second preferred stock shall be entitled to receive dividends at the rate of eight per centum per annum and no more, on the par value of such preferred stock and second preferred stock, respectively, payable quarterly on dates to be fixed by the by-laws. Such dividends on the first preferred stock and second preferred stock shall be cumulative and shall be payable before any dividends shall be paid upon or set apart for the common stock, so that if in any year dividends amounting to seven per centum upon the first preferred stock and eight per centum upon the second preferred stock shall not have been paid in full, the deficiency shall be paid before any dividends shall be paid upon or set apart for the common stock. The dividends on the first preferred stock shall accrue from the date of the issuance thereof, provided that the Board of Directors may in its discretion provide that such dividends on any of the first preferred stock may accrue from any date not earlier than three months prior to the date of the issuance of such first preferred stock. The dividends on the second preferred stock shall accrue from the first day of March, 1926. (b) Whenever all cumulative dividends on the first preferred stock and second preferred stock for all previous years shall have been declared and shall have been paid, and the accrued quarterly installments for the current year shall have been declared and shall have been paid or there shall have been

set aside from the surplus and/or net earnings of the corporation a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock, payable then or thereafter out of the remaining surplus and/or net earnings of the corporation; provided, however, that no dividend shall be paid on the second, preferred stock except out of the surplus and/or net earnings remaining on hand after payment of all accrued quarterly dividends in respect of the first preferred stock.

(c) The right and privilege is reserved to the corporation, as and when determined by its Board of Directors, to redeem on any dividend payment date all or any part of the first preferred stock and/or second preferred stock of the corporation, by paying to the holders of the stock so redeemed the amount of all cumulative dividends accrued and unpaid thereon at the date fixed for such redemption, plus \$100 for each share of first preferred stock so redeemed and/or \$100 for each share of second preferred stock so redeemed, provided that thirty days previous notice of such proposed redemption shall have been given to the registered holders of the shares to be redeemed by mailing the same to them at their respective addresses as shown on the books of the corporation. In case of redemption of a part only of either class of such preferred stock, the shares to be redeemed shall be selected in such manner as the Board of Directors may determine.

(d) The authorized amount of first preferred stock and/or second preferred stock shall not be increased (except as in subdivision (e) hereinafter set forth), nor shall any other stock or class of stock having a priority or preference over or on a parity with the first preferred stock and/or second preferred stock be created, nor shall any other amendment be made to the Articles of Incorporation of the corporation diminishing the rights of the holders of the now authorized first preferred stock and/or second preferred stock, without in each such case the assent (expressed in writing or by vote at a meeting especially called for that purpose) of the holders of at least two-thirds in amount of each

class of preferred stock of the corporation at the time outstanding. At all meetings of the stockholders each share of stock (irrespective of class) shall, except as otherwise provided in subdivision (c) hereinafter set forth, entitle the holder thereof to one vote. (c) The common stock of the corporation, and/or the number of shares thereof, may be increased, or classified in any way not to the prejudice of the first preferred stock and/or second preferred stock, by the affirmative vote of the holders of two-thirds in amount of the outstanding common stock of the corporation. Within the meaning of subdivision (d) and (e) hereof, the rights of the holders of the preferred stock shall not be deemed to have been diminished, nor shall they be deemed to have been prejudiced by the fact that after any such increase in or classification of the common stock the number of shares of authorized and/or outstanding common stock shall be in excess of the number of shares of such common stock which were authorized and/or outstanding prior to such increase or classification. If at any time the corporation shall redeem and/or otherwise retire any of its second preferred stock theretofore outstanding the authorized first preferred stock shall thereby ipso facto be increased, and the second preferred stock ipso facto be decreased, by a number of shares equal to the number of shares of second preferred stock so redeemed and/or retired. (1) In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the first preferred stock shall be entitled to be paid \$105, per share and the unpaid cumulative dividends accrued thereon before any amount shall be paid to the holders of the second preferred stock or common stock; after such payment in full to the holders of the first preferred stock, the holders of the second preferred stock shall be entitled to be paid \$100 per share and the unpaid accrued cumulative dividends thereon before any amount shall be paid to the holders of the common stock; and after such payment in full to the holders of both the first preferred stock and

-6-

and second preferred stock as aforesaid, the remaining assets and funds shall be divided among and paid to the holders of the common stock according to their respective shares. (g) Neither the first preferred nor second preferred stock of the corporation shall entitle the holders thereof to any preemptive right of subscription or purchase in respect of any of the capital stock of the corporation whether now authorized or hereafter created. The common stock of the corporation shall not entitle the holders thereof to any preemptive right of subscription or purchase in respect of any preferred stock of the corporation whether now authorized or hereafter created. (h) No first preferred stock in excess of (\$500,000) Five Hundred Thousand Dollars, par value shall be issued at any time unless (a) all cumulative dividends accrued or in arrears on the then outstanding first preferred stock shall have been paid or set aside for payment; and (b) the net earnings of the corporation and its subsidiaries, on the basis of a consolidated statement for a period of twelve consecutive calendar months out of the fourteen calendar months next preceeding the date of the adoption of the resolution by the Board of Directors authorizing the issuance of such stock, shall have amounted to at least twice the annual dividend requirements on the first preferred stock then outstanding and then proposed to be issued. Subject to the foregoing limitations, the first preferred stock may, as and when authorized by the Board of Directors, be issued in exchange, par for par, for second preferred stock (which second preferred stock shall thereby be retired) and/or to provide funds with which to retire, or to reimburse the corporation for the cost of retiring any of the second preferred stock, and/or for any other corporate purpose. Whenever under the provisions hereof the net earnings are required to be computed for a stated period and the corporation or any subsidiary shall, at the time of the issuance of any stock based upon such computation, own any property which it shall have owned for none or for a part only of such period, or shall contemporaneously with the

-7-

with the issuance of such stock acquire any additional property by the use of such stock or the proceeds thereof, then, and in every such case the net earnings of such property for the whole of such period shall be treated as net earnings of the corporation or of such subsidiary, as the case may be, in the same manner as though the corporation or such subsidiary had owned such property during the whole of such period. The word 'subsidiary' as used herein shall be deemed to mean any incorporated company at least a majority of whose total outstanding stock for the time being entitled to vote upon the election of directors shall be owned by the corporation. For all purposes of this clause (h) the net earnings shall be ascertained by deducting from the earnings of the corporation and its subsidiaries, from all sources, interest, taxes and all operating expenses, including maintenance, insurance, and rentals but excluding depreciation and amortization. (i) Shares of the first preferred stock, second preferred stock and common stock shall be issued for cash or in payment of property transferred and delivered or services rendered to the corporation at a just valuation to be fixed by the Board of Directors of the corporation.

2. Whenever a holder of stock of the corporation of any class shall be entitled to vote thereon he shall be entitled to one vote for each share of such stock standing in his name on the books of the corporation.

3. All persons who shall acquire stock in the corporation shall acquire it subject to the provisions of this certificate of reincorporation.

4. The capital stock of the above mentioned Jacksonville Gas Company now outstanding, consisting of nine hundred forty-two shares of first preferred stock of par value of \$100 a share, six thousand (6,000) shares of second preferred stock of par value of \$100 a share and one hundred and fifty thousand (150,000) shares of common stock of par value of \$10 a share, shall constitute respectively nine hundred forty-two shares of the first preferred

stock, six thousand (6,000) shares of the second preferred stock and one hundred and fifty thousand (150,000) shares of the common stock of the capital stock authorized and described in this Article Third and shall constitute the capital stock of the Company now outstanding, and the shares of each class thereof shall have the rights and privileges and shall be subject to the restrictions and limitations herein contained with respect to such class.

Before filing of this certificate of reincorporation all of said outstanding first preferred stock was duly called for redemption, the redemption date being August 15, 1927.

FOURTH: The amount of the capital stock with which the corporation will commence business is \$ 500.00.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The principal place of business of the corporation shall be located at Jacksonville, Duval County, Florida.

SEVENTH: The corporation shall have five directors, unless and until otherwise provided by the by-laws.

EIGHTH: The names and post-office addresses of the first board of directors are:

<u>Name</u>	<u>Address</u>
Frank T. Hulswit	120 Broadway, New York, N. Y.
Henry M. Fleune	Grand Rapids National Bank Bldg., Grand Rapids, Michigan.
Hayward Wilson	120 Broadway, New York, N. Y.
Albert Vermeer	120 Broadway, New York, N. Y.
Roy A. Zeigler	29 E. Adams St., Jacksonville, Florida.

NINTH: The name and post-office address of each of the subscribers of this certificate of reincorporation, together with the number of shares which each agrees to take, are:

<u>Name</u>	<u>Address</u>	<u>No. of Shares Common Stock</u>
Frank T. Hulswit	120 Broadway, New York, N. Y.	30
Henry M. Fleune	Grand Rapids National Bank Bldg., Grand Rapids, Michigan.	10

<u>Name</u>	<u>Address</u>	<u>No. Shares Common Stock</u>
Roy A. Zeigler	29 East Adams St., Jacksonville, Florida.	10
		50

TENTH: In furtherance, not in limitation, of the general powers conferred by the laws of the State of Florida and of the power of the corporation to transact, promote and carry on each of the businesses hereinabove stated, the corporation shall also have the following powers:

(a) To conduct its business in the State of Florida and in any or all other States and in any or all territories, districts, colonies and dependencies of the United States of America and in any or all foreign countries, and to establish and maintain offices at such places within or without the United States of America as its board of directors may determine;

(b) To hold, purchase and convey real property and personal property out of as well as within the State of Florida and to mortgage or lease any such real property or personal property with its franchises;

(c) To enter into, make and perform contracts of every kind for any lawful purpose without limitation as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government;

(d) To borrow money and contract debts for the transaction of its business or for the exercise of its corporate rights privileges or franchises or for any other lawful purpose of its incorporation; to draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, bonds, debentures and other negotiable or transferrable instruments;

(e) To execute and deliver bonds, debentures and other obligations and to secure the same by mortgage, deed of trust or otherwise;

(f) To purchase, hold, cancel, reissue, sell or transfer shares of its capital stock; provided that it shall not

purchase its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote;

(g) To guarantee the payment of dividends on any shares of the capital stock of any corporation, joint stock company or association in which this Corporation has or may at any time have an interest; to endorse or otherwise guarantee the payment of the principal of, or interest on, any scrip, bonds, coupons, mortgages, debentures, or other securities issued or created by any corporation, joint stock company or association in which this corporation has an interest, or whose shares or securities it owns; to guarantee the carrying out or the performance of any and all contracts of every kind or character of any corporation, joint stock company or association in which this Company has an interest; and to do any and all lawful things designed to protect, preserve, improve or enhance the value of any such shares, scrip, voting trust certificates, bonds, coupons, mortgages, debentures, securities or other evidences of indebtedness of any corporation, joint stock company or association in which this Company has an interest or whose shares or securities it may own;

(h) To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principal, agent, contractor, ~~trustee~~, or otherwise, either alone or in company with others.

SEVENTH: In furtherance, not in limitation, of the powers conferred upon the board of directors by statute, the board of directors is expressly authorized, without any vote or

other action by stockholders other than such as at the time shall be expressly required by statute applicable to such action, to exercise all of the powers, rights and privileges of the corporation (whether expressed or implied in this certificate of reincorporation or conferred by statute) and do all acts and things which may be done by the corporation and particularly, among other things;

(a) To make, alter and repeal by-laws of the corporation, subject to the power of the stockholders to alter and repeal by-laws made by the board of directors;

(b) To determine whether any, and if any, what part of the surplus or net earnings of the corporation shall be declared in dividends and paid to the stockholders, and whether or not in cash or capital stock of the corporation or in other property, and generally to determine and direct the use and disposition of any such surplus or any such net earnings; and to fix the time for the declaration and payment of dividends;

(c) To purchase, hold, cancel, re-issue, sell or transfer shares of the capital stock of the corporation, provided that no shares of the capital stock of the corporation shall be purchased except from the surplus of its assets over its liabilities including capital, and provided, further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote;

(d) To determine, from time to time, whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any document, account or book of the corporation, except as conferred by the laws of the State of Florida or authorized by resolution of the board of directors or of the stockholders;

(e) From time to time, and without limit as to amount, to borrow or otherwise raise moneys in furtherance of any of the

businesses or powers of the corporation;

(f) From time to time to authorize the issue of bonds debentures, notes or other obligations of the corporation, of any nature or in any manner, for moneys borrowed or for property acquired or to be acquired or for other corporate purposes, and to authorize the creation of mortgages upon, or the pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, whether at the time owned or thereafter acquired, including contract rights, to secure the payment of such bonds, debentures, notes or other obligations and the interest thereon; and to authorize the sale or pledge or other disposition of such bonds, debentures, notes or other obligations of the corporation for its corporate purposes;

(g) To sell or lease or otherwise dispose of, from time to time, any part or parts of the properties of the corporation; to cease to conduct the business connected therewith; and to resume any business which it shall cease to conduct;

(h) To create, issue and sell obligations of the corporation that shall confer upon the holders or owners thereof the right to convert the same into shares of stock of the corporation and to fix the rate at which such obligations may be so converted and the period or periods of time during which any such right of conversion of any such obligations shall be conclusively deemed to be full-paid stock and not liable to any further call or assessment, and the holder thereof shall not be liable for any further payment in respect thereof;

(i) By resolution adopted by majority vote of all the directors of the corporation as at the time fixed by its by-laws, to designate three or more of their number to constitute an executive committee, which, to the extent provided in such resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it, and, by like resolution, from

time to time, to constitute other committees out of their number, with such powers as shall be provided in such resolutions or in the by-laws of the corporation.

TWELFTH: Whenever the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Florida at such places as may from time to time be designated by them.

THIRTEENTH: Any vacancy in the board of directors, whether resulting from increase in number of directors or otherwise, shall be filled by the board, unless otherwise provided in the by-laws, and the director or directors so elected shall hold office until the next annual election and until their successors shall be duly elected and qualified.

FOURTEENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we the undersigned, being all of the original subscribers to the capital stock hereinbefore mentioned, and for the purpose of reincorporating and of becoming a corporation for the transaction, promotion, conduct and operation of the businesses hereinbefore stated, under the provisions and subject to the requirements of the laws of the State of Florida, and particularly under and subject to the general provisions of an act relating to corporation, the same being Chapter 10096, Laws of Florida, Acts of 1925, do make, sign, acknowledge and file in the office of the Secretary of State, this certificate of incorporation having hereunto set out respective hands and seals this 28th day of July, A.D. 1927.

Frank D. Lusk (L.S.)

Henry M. Thomas (L.S.)

Wm. A. Ziegler (L.S.)

____ (L.S.)

____ (L.S.)

IN WITNESS WHEREOF and by authority of a resolution adopted at a meeting of the stockholders of Jacksonville Gas Company held at its offices in Jacksonville, Florida, on July 28, 1927, which meeting was duly called by notice given in accordance with the by-laws of the corporation and publication made in accordance with the laws of the State of Florida, for the purpose, among others, of considering and acting upon the question of authorizing the reincorporation of the company under the statutes of Florida under a name different from "Jacksonville Gas Company" and taking and authorizing all proceedings necessary to accomplish such reincorporation or proper in connection therewith;

And at which said meeting there were present or represented stockholders holding more than ninety-nine per centum of the authorized shares of capital stock of the corporation,

Jacksonville Gas Company has caused this certificate of reincorporation of Jacksonville Gas Company under the different name of The Public Service Company of Jacksonville to be executed by its President and its Secretary, under the corporate seal of the said company, and in addition thereto at the time of filing of this certificate does and has surrendered the existing charter or certificate of incorporation of Jacksonville Gas Company and accepts the provisions of Chapter 10096, Laws of Florida, Acts of 1925, and has executed and filed this certificate with the Secretary of State for the purpose of reincorporating the Jacksonville Gas Company under the name of The Public Service Company of Jacksonville, and in accordance with this certificate and in accordance with the provisions of Chapter 10096, Laws of Florida, Acts of 1925.

JACKSONVILLE GAS COMPANY
ATTEST: J. M. Johnson By Charles S. Kramert
Secretary President

WITNESSES: Benjamin S. Kramert
Julius H. Kramert

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, a Notary Public in and for said State and County, personally appeared Frank T. Hulswit, Henry M. Fleune, and Roy A. Zeigler, who being first duly sworn depose and say that they signed the foregoing articles of reincorporation for the purposes therein expressed.

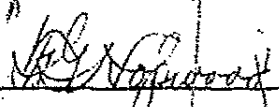
In witness whereof I have hereunto set my hand and seal this 28th day of July, 1927.


Notary Public, State of Florida
at Large.
My Commission expires April 14, 1928

STATE OF FLORIDA,
COUNTY OF DUVAL.

Before me, a Notary Public in and for said State and County, personally came Frank T. Kulawit, President, and J. M. Johnson, Secretary, of Jacksonville Gas Company, personally known to me and known by me to be the individuals who executed the said above certificate of reincorporation as such President and Secretary, on behalf of said corporation, and he, the said President acknowledged that as such President he subscribed the name of the corporation and his own name as the said President; and he, the said Secretary, acknowledged that he affixed the seal of the said corporation to the said instrument and attested the same by subscribing his name as the Secretary of the said company, by authority and on behalf of said corporation, and each of the two persons above named acknowledged that they, as such President and Secretary, executed and delivered said instrument by authority and on behalf of said corporation and that all such acts were done freely and voluntarily and for the uses and purposes in said instrument set forth and that such instrument is the free act and deed of said corporation; and each of said persons further acknowledged and declared that he knows the seal of said corporation, and that the seal affixed to said instrument is the corporate seal of the corporation aforesaid.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 28th day of July, 1927, at Jacksonville, Duval County, Florida.


(SEAL.)
Notary Public, State of Florida
at Large.

My Commission expires April 24, 1928

Nov 14 1939

Name

THE PUBLIC SERVICE COMPANY
OF JEFFERSONVILLE

Certificate of Appointment and
Acceptance of Resident Agent

FILED in Office of Secretary of
State of the State of Florida
9.10-39

IRVING CLAY CRAWFORD
Secretary of State

By



FLORIDA DEPARTMENT OF STATE
Division of Corporations

**THE ATTACHED COPIES ARE THE BEST
AVAILABLE.**

**SOME OR ALL OF THE ORIGINAL
DOCUMENTS SUBMITTED FOR FILING
WERE NOT SUITABLE FOR MICROFILMING.**

**CERTIFICATION SECTION
MANAGER**

Jacksonville Gas Company

JACKSONVILLE, FLORIDA

August 10, 1933.

Gov. F. A. Gray, Secretary of State,
Tallahassee, Fla.

Dear Sir:

To have your notice of August 7th,
ad passed by Mr. Roy A. Swigler, Agent, The Public Service
Company of Jacksonville, Florida.

Please be advised that the Public
Service Company of Jacksonville went out of existence
in July 1933 when the Jacksonville Gas Company was
incorporated. Your records will indicate that J. Daniel
J. Daniel, Resident Agent of the Jacksonville Gas Company.

Yours very truly,

JACKSONVILLE GAS COMPANY

P. F. Saunders
Asst. General Manager.

State of Florida
Office Secretary of State

CERTIFICATE AS TO APPOINTMENT OF RESIDENT AGENT AND NAMING
OF OFFICERS AND DIRECTORS OF A CORPORATION

The undersigned, in accordance with Chapter _____ Laws of Florida, Acts of 1927, entitled:
"An Act Relating to Corporations"; Hereby Certifies:

First, That **THE PUBLIC SERVICE COMPANY OF JACKSONVILLE**
a Corporation duly organized and existing under the laws of the State of **FLORIDA**
has filed in the office of Secretary of State, a copy of its charter.

Second, That the name of its authorized agent in said State of Florida upon whom service of process
may be had is:

Roy A. Zeigler Street or Building **29 E. Adams St.,**

City of **Jacksonville** County of **Duval**
State of **Florida**

As provided in Section 12, of said Chapter the following are the Officers:

NAME:

Frank T. Hulawit, President

J. M. Johnson, Secretary

Frederick E. Webster, Treas.

SPECIFIC ADDRESS:

120 Broadway, New York, N. Y.

29 E. Adams St., Jacksonville, Fla.

Planters Bldg., St. Louis, Mo.

DIRECTORS:

NAME:

Frank T. Hulawit

Hayward Wilson

Henry M. Elsburn

Albert Vermeer

Roy A. Zeigler

SPECIFIC ADDRESS:

120 Broadway, New York City.

120 Broadway, New York City.

Grand Rapids National Bank Bldg.,

Grand Rapids, Mich.

120 Broadway, New York City.

29 E. Adams St., Jacksonville, Fla.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its Corporate
Name by its duly authorized officers and its Corporate Seal to be affixed this **22nd** day of
September **A. D. 1927.**

ATTEST:

[Signature]

Secretary.

State of **FLORIDA**

County of **DUVAL**

THE PUBLIC SERVICE COMPANY OF JACKSONVILLE.

By

[Signature]
President or Vice-President.

The said **Roy A. Zeigler**, **J. M. Johnson**
being duly sworn, upon their oaths do severally say that they are respectively the **President** and **Secretary** of
said **The Public Service Company of Jacksonville**
a corporation as aforesaid, and that the matters and facts
stated in the foregoing statement are true.

Subscribed and sworn to before me this **22nd** day of **September**
A. D. 1927.

Prothonotary - File in a book of his files.

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

IN WITNESS WHEREOF, The name and seal of the said Resident Agent is herewith affixed at
 Jacksonville this the 22nd day of September A. D. 1927.

Resident Agent for

THE PUBLIC SERVICE COMPANY OF JACKSONVILLE

31st Dec. 1944. The first of the year.