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Amendment filed on April 28, 1986 is missing pages on microfilm. The attached is a complete copy of that document.

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**Articles of Amendment
filed April 28, 1986**

19 pages

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FLORIDA

PUBLIC UTILITIES COMPANY

P. O. Drawer C
West Palm Beach, FL 33402

April 23, 1986

RECEIVED
 1986 APR 25 PM 4:19
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Secretary of State
The Capitol
Tallahassee, FL 32301

Dear Sir:

We are enclosing for filing two copies of a Certificate of Increase of Authorized Capital Stock and Certificate of Amendments of Certificate of Re-Incorporation. One copy is to be certified and returned to me in the enclosed stamped, self-addressed envelope.


Also enclosed is our Check No. 004434 in the amount of \$380.00 covering the following:

Filing Fee	\$ 15.00
Charter Tax	350.00
Certified Copy	15.00

Please advise should additional information be required.

FILED
 APR 26 10 52 AM '86
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

350.00	4
15.00	12
15.00	6
380.00	11

Yours very truly,

 F. T. Neun
 Vice President & Treasurer

check

Name	
Availability	
Document Examiner	Enclosures LYN
Updater	LYN
Updater Verifier	LYN
Acknowledgement	LYN
W. P. Verlyer	LYN

C. TAX	<u>350*</u>
FILING	<u>15</u>
R. AGENT FEE	_____
C. COPY	<u>15</u>
TOTAL	<u>380</u>
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

an overpayment of charter tax by \$50

FLORIDA PUBLIC UTILITIES COMPANY

Certificate of Increase of Authorized Capital Stock
and
Certificate of Amendments of Certificate of Re-Incorporation

APR 28 1986
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PUBLIC UTILITIES COMPANY, a corporation organized and existing under the laws of the State of Florida, hereby certifies:

1. That the Board of Directors of said Corporation, at a meeting duly convened and held on the 4th day of March, 1986, approved and adopted unanimously a resolution setting forth proposed amendments to the Certificate of Re-Incorporation, as amended, of the Corporation and authorized the submission of such amendments to said Certificate of Re-Incorporation at the Annual Meeting of the Stockholders of said Corporation for consideration thereof.

2. That thereafter, on April 15, 1986, pursuant to Notice duly given to all the Stockholders entitled to vote thereat, the Annual Meeting of the Stockholders of said Corporation was held, at which meeting the following resolutions approving the proposed amendments to the Corporation's Certificate of Re-Incorporation were proposed for adoption by such Stockholders:

RESOLVED, that the proposal of the Board of Directors of the Corporation that the Certificate of Re-Incorporation, as amended, of the Corporation, be amended so as to increase the number of authorized shares of Common Stock from 1,200,000 shares of the par value of \$1.50 per share to 2,000,000 shares of the par value of \$1.50 per share, be and the same is hereby approved and adopted and the Certificate of Re-Incorporation of this Corporation, as amended, is hereby amended by changing the first paragraph of Article 3 of the Certificate of Re-Incorporation, as amended, so that said paragraph shall be and read as follows:

"3. The maximum number of authorized shares of capital stock of the Corporation is Two Million Forty Three Thousand Five Hundred (2,043,500) divided into Eleven Thousand (11,000) shares of Cumulative Preferred Stock (hereinafter called "Preferred Stock") of the par value of One Hundred Dollars (\$100) per share, Thirty-Two Thousand Five Hundred (32,500) shares of Preference Stock of the par value of Twenty Dollars (\$20) per share (hereinafter called "Preference Stock") and Two Million (2,000,000) shares of Common Stock of the par value of One Dollar and Fifty Cents (\$1.50) per share."

3. That at said Annual Meeting of the Stockholders, a vote of the holders of the Common Stock of record entitled to vote was taken for and against the aforesaid resolution and the amendment to the Corporation's Certificate of Re-Incorporation therein contained and, upon the canvassing of the vote, it appeared that the holders of 533,028.722 shares of said Common Stock (being the holders of more than a majority of the issued and outstanding shares of said Common Stock) had voted in favor of the aforesaid resolution and amendment to the Corporation's Certificate of Re-Incorporation therein contained, and that the holders of 78,424.858 shares of said Common Stock voted against the adoption of the aforesaid resolution and amendment, constituting all the votes cast.

RESOLVED, that the proposal of the Board of Directors of the Corporation that the the Certificate of Re-Incorporation, as amended, of the Corporation, be amended to include provisions that will: (1) require the approval of the holders of at least 70% of the Corporation's voting stock to authorize certain business combination transactions between the Corporation and a holder of 10% or more of its voting stock unless

certain "fair price" and procedural requirements are met or the transaction is approved by a majority of the Directors of the Corporation who are not affiliated with such stockholder ("Fair Price Provisions"), and (2) classify the Board of Directors into three classes, each of which after an interim arrangement will serve for three years, with one class being elected each year; limit the ability of stockholders to remove Directors; require that stockholder actions be taken only at a meeting; and increase the percentage of stockholders required to call a meeting, to amend certain provisions of the Corporation's Certificate of Re-Incorporation, as amended, or to amend the By-Laws (collectively, "Board Classification and Related Provisions"), be and the same is hereby approved and adopted and the Certificate of Re-Incorporation of the Corporation, as amended, is hereby amended by adopting the following as Articles 7 through 10 and replacing and deleting present Articles 7 through 10:

ARTICLE 7

Board of Directors

Section 1. Except as may be otherwise fixed by or pursuant to the provisions of this Certificate of Re-Incorporation, as amended from time to time, relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect directors under specified circumstances, the number of the directors of the Corporation shall consist of not less than three nor more than nine persons with the number to be determined from time to time exclusively by a majority of the entire Board of Directors. The directors, other than those who may be elected by the holders of any class or series of stock having a preference over the Common Stock as to

dividends or upon liquidation to elect directors under specified circumstances, shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as possible, one class to be originally elected for a term expiring at the annual meeting of stockholders to be held in 1967, another class to be originally elected for a term expiring at the annual meeting of stockholders to be held in 1988, and another class to be originally elected for a term expiring at the annual meeting of stockholders to be held in 1989, with each class to hold office until its successor is elected and qualified. At each annual meeting of the stockholders of the Corporation, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election.

Section 2. A director may be removed by the majority vote of the entire Board of Directors. A director may also be removed by stockholders, but only for cause and only by the affirmative vote of the holders of at least 70% of the voting power of the then outstanding shares of capital stock of the Company entitled to vote generally in the election of directors (the "Voting Stock"), voting together as a single class. Except as may otherwise be provided by law, cause for removal shall be construed to exist only if the director whose removal is proposed has been convicted of a felony by a court of competent jurisdiction and such conviction is no longer subject to direct appeal or has been adjudged by court of competent jurisdiction to be liable for negligence or misconduct in the performance of his or her duty to the

Corporation in a matter of substantial importance to the Company, and such adjudication is no longer subject to direct appeal.

ARTICLE 8

Action by Stockholders

Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders. Special meetings of stockholders, for any purpose or purposes, may be called by the Chairman of the Board of Directors, the President or any Vice President of the Corporation, and shall be called upon the written request of a majority of the entire Board of Directors or the holder or holders of not less than a majority of all the outstanding shares of stock of the Corporation entitled to vote on the matter or matters to be presented at the meeting. Such request shall state the purpose or purposes of the proposed meeting.

ARTICLE 9

Certain Business Combinations

Section 1. Vote Required for Certain Business Combinations.

A. Higher Vote for Certain Business Combinations. In addition to any affirmative vote required by law or the Certificate of Re-Incorporation and except as otherwise expressly provided in Section 2 of this Article 9:

(1) any merger or consolidation of the Corporation or any Subsidiary (as hereinafter defined) with (a) any Interested Stockholder (as hereinafter defined) or (b) any other corporation (whether or not itself an Interested Stockholder) which is, or after

such merger or consolidation would be, an Affiliate (as hereinafter defined) of an Interested Stockholder; or

(ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Stockholder or any Affiliate of any Interested Stockholder of assets of the Corporation or any Subsidiary having an aggregate Fair Market Value (as hereinafter defined) of \$1,000,000 or more; or

(iii) the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to any Interested Stockholder or any Affiliate of any Interested Stockholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of \$1,000,000 or more; or

(iv) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of any Interested Stockholder or any Affiliate of any Interested Stockholder;

(v) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation or merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Stockholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly

owned by any Interested Stockholder who was not an Interested Stockholder on February 15, 1986 or any Affiliate of any such Interested Stockholder; shall require the affirmative vote of the holders of at least 70% of the voting power of the then outstanding shares of Voting Stock, voting together as a single class. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise.

B. Business Combinations. The term "Business Combination" as used in this Article 9 shall mean any transaction which is referred to in any one or more of clauses (i) through (v) of paragraph A of this Section 1.

Section 1. When Higher Vote is Not Required. The provisions of Section 1 of this Article 9 shall not be applicable or any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by law, any other provisions of the Certificate of Re-Incorporation or any agreement with any national securities exchange, if, in the case of a Business Combination that does not involve any cash or other consideration being received by the stockholders of the Corporation, solely in their respective capacities as stockholders of the Corporation; the condition specified in the following paragraph A is met, or, in the case of any other Business Combination, the conditions specified in either of the following paragraphs A and B are met:

A. Approval by Continuing Directors. The Business Combination shall have been approved by a majority of the Continuing Directors (as hereinafter defined).

B. Price and Procedure Requirements. All of the following conditions shall have been met:

(i) The aggregate amount of the cash and the Fair Market Value (as hereinafter defined), as of the date of the consummation of the Business Combination, of the consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the highest of the following:

(a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Stockholder for any shares of Common Stock acquired by it (1) within the two-year period immediately prior to the date of the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (2) in the transaction in which it became an Interested Stockholder, whichever is higher; or

(b) the Fair Market Value per share of Common Stock on the Announcement Date or on the date on which the Interested Stockholder became an Interested Stockholder (the "Determination Date"), whichever is higher.

(ii) The aggregate amount of the cash and the Fair Market Value, as of the date of the consummation of the business Combination, of the consideration other than cash to be received per share by holders of shares of any other outstanding class of Voting Stock or any outstanding series thereof if shares of such class are issuable in series shall be at least equal to the highest of the following (it being intended that the requirements of this paragraph B(ii) shall be required to be met with respect to every such class

or series of outstanding Voting Stock, whether or not the Interested Stockholder has previously acquired any shares of a particular class or series of Voting Stock):

(a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Stockholder for any shares of such class or series of Voting Stock acquired by it (1) within the two-year period immediately prior to the Announcement Date or (2) in the transaction in which it became an Interested Stockholder, whichever is higher.

(b) the Fair Market Value per share of such class or series of Voting Stock on the Announcement Date or on the Determination Date, whichever is higher; or

(c) (if applicable) the highest preferential amount per share to which the holders of shares of such class or series of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(iii) The consideration to be received by holders of a particular class of outstanding Voting Stock or the holders of a particular series of a class thereof if shares of such class are issuable in series shall be in cash or in the same form as the Interested Stockholder has previously paid for shares of such class or series of Voting Stock. If the Interested Stockholder has previously paid for shares of such class or series of Voting Stock with varying forms of consideration, the form of consideration for such class or series of Voting Stock shall be either cash or the

form used to acquire the largest number of shares of such class or series of Voting Stock previously acquired by the Interested Stockholder. The price determined in accordance with paragraphs B(i) and B(ii) of this Section 2 shall be subject to appropriate adjustment in the event of any stock dividend, stock split, combination of shares or similar event.

(iv) After such Interested Stockholder has become an Interested Stockholder and prior to the consummation of such Business Combination, except as approved by a majority of the Continuing Directors: (a) there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on any outstanding Preferred, or Preference Stock; (b) there shall have been (1) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), and (2) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of Common Stock; and (c) such Interested Stockholder shall have not become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Stockholder becoming an Interested Stockholder.

(v) After such Interested Stockholder has become an Interest Stockholder except as approved by a majority of the Continuing Directors, such Interested Stockholder shall not have received the benefit, directly or indirectly (except proportionately as a

stockholder), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.

(vi) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) shall be mailed to Stockholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions).

Section 3. Certain Definitions. For the purposes of this Article 9:

A. A "person" shall mean any individual, firm, corporation or other entity.

B. "Interested Stockholder" shall mean any person (other than the Corporation or any Subsidiary) who or which:

(i) is the beneficial owner, directly or indirectly, of more than 10% of the voting power of the outstanding Voting Stock;

(ii) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of 10% or more of the voting power of the then outstanding Voting Stock; or

(iii) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year

period immediately prior to the date in question beneficially owned by an Interested Stockholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

C. A person shall be a "beneficial owner" of any Voting Stock:

(i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly;

or

(ii) which such person or any of its Affiliates or Associates has (a) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (b) the right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

D. For the purposes of determining whether a person is an Interested Stockholder pursuant to paragraph B of this Section 3, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of paragraph C of this Section 3 but shall not include any other shares of Voting Stock which may be

issuable pursuant to any agreement, arrangement or understanding, or upon the exercise of conversion rights, warrants or options, or otherwise.

E. "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on February 15, 1986.

F. "Subsidiary" means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Interested Stockholder set forth in paragraph B of this Section 3, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

G. "Continuing Director" means any member of the Board of Directors of the Corporation who is not an Affiliate or Associate or representative of the Interested Stockholder and who was a member of the Board prior to the time that the Interested Stockholder became an Interested Stockholder or on February 15, 1986, and any successor of a Continuing Director who is not an Affiliate or Associate or representative of the Interested Stockholder and is elected or recommended to be elected a director by a majority of Continuing Directors then on the Board.

H. "Fair Market Value" means: (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations Systems or any system then in use, or, if such stock is listed on a national securities exchange, the highest closing sale price on such exchange during the 30-day period preceding the date

in question, or if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by the Board in good faith; and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the Board in good faith.

I. In the event of any Business Combination in which the Corporation survives, the phrase "consideration other than cash to be received" as used in section 2 of this Article 9 shall include the shares of Common Stock and/or the shares of any class or series of outstanding Voting Stock retained by the holders of such shares.

Section 4. Powers of the Board of Directors. A majority of the directors of the Corporation shall have the power and duty to determine for the purposes of this Article 9, on the basis of information known to them after reasonable inquiry, (a) whether a person is an Interested Stockholder, (b) the number of shares of Voting Stock beneficially owned by any person, (c) whether a person is an Affiliate or Associate of another, (d) whether the application conditions set forth in Paragraph B of Section 2 of this Article 9 have been met with respect to any Business Combination, and (e) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has, an aggregate Fair Market Value of \$1,000,000 or more. A majority of the Directors shall have the further power to interpret all of the terms and provisions of Article 9.

Section 5. No Effect of Fiduciary Obligations of Interested Stockholders. Nothing contained in this Article 9 shall be construed to

relieve any Interested Stockholder from any fiduciary obligation imposed by law.

ARTICLE 10

Amendment of Certificate of Re-Incorporation and Bylaws

Section 1. Certificate of Re-Incorporation.

A. The Corporation reserves the right, except as otherwise expressly provided herein, to increase or decrease the authorized capital stock or to reclassify the same and to amend, alter, change or repeal any provision contained in this Certificate of Re-Incorporation or in any amendment hereto, and to take any other action, in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein or in any amendment hereto are granted subject to this reservation.

B. Notwithstanding the provisions of Paragraph A of this Section 1 of Article 10, the provisions of this Article 10 and the provisions of Articles 7, 8 and 9, may not be altered, amended or repealed in any respect unless such alteration, amendment or repeal is approved by the affirmative vote of the holders of at least 70% of the then outstanding shares of Voting Stock, voting together as a single class; provided however, that such 70% vote shall not be required for any alteration, amendment or repeal approved by two-thirds of the entire Board of Directors and all such directors are Continuing Directors as defined in Paragraph G of Section 3 of Article 9.

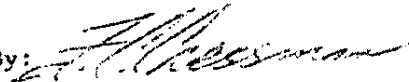
Section 2. Bylaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors. Bylaws adopted by the Board of Directors may be repealed or changed, and new bylaws may be adopted by the stockholders only if such repeal, change or adoption is

approved by the affirmative vote of the holders of at least 70% of the then Voting Stock, voting together as a single class.

4. That at said Annual Meeting of the Stockholders, a vote of the holders of the Common Stock of record entitled to vote was taken for and against the aforesaid resolution and the amendment to the Corporation's Certificate of Re-Incorporation therein contained and, upon the canvassing of the vote, it appeared that the holders of 480,503.095 shares of said Common Stock (being the holders of more than a majority of the issued and outstanding shares of said Common Stock) had voted in favor of the adoption of the aforesaid resolution and amendment to the Corporation's Certificate of Re-Incorporation therein contained, and that the holders of 88,938.782 shares of said Common Stock voted against the adoption of the aforesaid resolution and amendment, constituting all votes cast.

IN WITNESS WHEREOF, said Florida Public Utilities Company does hereby make this certificate under its corporate seal and the hand of its President and the hand of its Secretary and said President and said Secretary have hereunto set their hands and caused the corporate seal of the Corporation to be hereunto affixed this 23rd day of April, 1986.

FLORIDA PUBLIC UTILITIES COMPANY

By: 

President

ATTEST:


Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

I hereby certify that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared F. C. Cressman and Mildred K. Hall, to me known to be the persons described in and who executed the foregoing certificate as President and Secretary, respectively, of Florida Public Utilities Company, a corporation organized and existing under the laws of the State of Florida, and severally acknowledged before me that they executed the same as such officers in the name and on behalf of said Corporation with full authority from the Directors and Stockholders of the Corporation so to do.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of April, 1986.

Edward M. Lewis
Notary Public

Notary Public, State Of Florida At Large
My Commission Expires April 30, 1989
Bound by SAFECO Insurance Company of America