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cc/cus
Amended/Restated
@ 5/7/15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Electric Power Coordinating Group, Inc.

731236

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tanya Portillo, Executive Director & Registered Agent

(Name of Contact Person)

Florida Electric Power Coordinating Group, Inc.

(Firm/ Company)

3000 Bayport Plaza, Suite 600

(Address)

Tampa, FL 33607-4512

(City/ State and Zip Code)

TanyaP@FCG.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tanya Portillo

813

418-0054

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Annual Report with
current list of Directors already filed (see attached
Cert. of Status). Also attached Amended &
Restated Articles of Incorporation

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
FLORIDA ELECTRIC POWER COORDINATING GROUP, INC.**

THE UNDERSIGNED hereby certify that they are, respectively, the Chair and Secretary of the Florida Electric Power Coordinating Group, Inc., (Corporation) a Florida nonprofit corporation organized and established as of November 14, 1975, and further certify that in accordance with the requirements of Florida law and the terms of Article X of the Corporation's Articles of Incorporation, the membership held a duly authorized meeting of the Corporation and resolved to adopt Amended and Restated Articles of Incorporation of the Corporation shown in its entirety as follows:

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

FLORIDA ELECTRIC POWER COORDINATING GROUP, INC.

ARTICLE I

Name and Address

The name of this corporation shall be the FLORIDA ELECTRIC POWER COORDINATING GROUP, INC., and its office for conducting business transactions shall be 3000 Bayport Plaza, Suite 600, Tampa, Florida 33607-4512.

ARTICLE II

Purpose

A. General:

The general nature of the objects and purpose of this corporation shall be:

1. To assure adequate and reliable electric power supply in Florida at the lowest possible cost consistent with economic factors and environmental standards established in public interest.
2. To engage in active coordination of planning, construction, and utilization of generation and transmission facilities in Florida.

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3. To serve as an electric industry liaison with appropriate governmental bodies.
4. To perform any of the foregoing activities directly or through the medium of donations, grants, loans, membership dues, and assessments or other expenditures made to or for the benefit of individuals or organizations developing or performing services of a nature related to the purpose here and above, either by the expenditure of the corporations income or assets or principal assets, or by a guarantee of financial or other assistance; but always subject to the provisions of section B, of this Article II.
5. To conduct all other activities necessary, suitable, useful or expedient in connection with or incidental to, the accomplishment of any of the purposes set forth herein to the fullest extent permitted by the laws of the state of Florida.

B. Restrictions:

Notwithstanding any other provisions in these Amended and Restated Articles, all activities of the corporation shall be conducted and all of the funds of the corporation whether or income or principal and whether acquired by gift, contribution or otherwise, shall be used and applied exclusively for authorized purposes and no part of the earnings of the corporation will in any event inure to the personal benefit of any Member, officer, or Director of the Board of the corporation or to any organization or individual; provided, however, that a reasonable compensation may be paid to any member, officer or Director of the Board of the corporation in exchange for services rendered to or for the benefit of the corporation, as authorized by the Board of Directors, in furtherance of one or more of its purposes stated herein.

The corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which are not in furtherance of one or more of

the exempt purposes specified in Section 501(c)(6) of the Internal Revenue Code of 1986 as amended; and no part of the principal assets or income of the corporation shall in any event be paid or contributed to or otherwise utilized in any substantial part in activities which participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III

Membership

A. Eligibility:

Any electric utility owning and/or operating facilities in Florida for service to or for the public shall be eligible for Membership in the corporation upon written application to the Board of Directors. An electric utility is defined as any municipal electric utility, investor-owned electric utility, or rural electric cooperative, which owns, maintains, or operates an electric generation, transmission, or distribution system within the state.

B. Termination of Membership:

1. Any member may resign from membership in the corporation at any time by written resignation delivered or mailed to the Secretary of the corporation, which resignation shall be effective six (6) months after receipt thereof.
2. Membership will automatically be suspended for failure by a member to pay it's proportionate share of dues, subscriptions, assessments, and administrative expenses of the corporation as determined by the provisions of Section C of this Article III within ninety (90) days of billing. A suspended member may not vote or participate in committee meetings after written notice of suspension is delivered or mailed to the suspended system. Membership may be terminated by unanimous vote of the Board of Directors ninety (90) days after suspension; provided, however, membership shall be reinstated effective upon payment of the delinquent dues subscriptions, assessments or administrative expenses.

C. Costs and Assessments:

The administrative expenses of the corporation, including the salary of the staff, will be authorized by the corporation through the adoption of an annual budget. Such administrative expenses or costs will be shared equitably in a manner as determined by the Bylaws of the corporation, and shall be billed in advance. No member shall be liable to the corporation for any dues, subscriptions, assessments or administrative expenses except such as it may agree to in writing.

D. Voting:

Any action requires approval of 75% or more of the total voting rights; provided however, that at least six (6) of the members eligible to vote must vote in the affirmative. Voting rights and procedures shall be in accordance with the most recent amendment of the Corporation's Bylaws.

E. Transferability:

Membership in the corporation shall be nontransferable.

ARTICLE IV

Term of Existence

The corporation shall have perpetual existence.

ARTICLE V

Subscribers

The name and residence of the initial subscribers to these Articles of Incorporation were as follows:

Name	Address
Jeffrey W. Warren	1911 Hunter Lane Brandon, FL 33511
Myrtle G. Rogers	7214 Ola Street Tampa, FL 3304
Micheal R. Gent	1908 Rambling Lane Brandon, Florida 33511

ARTICLE VI

Management

A. Structure:

1. The Members of the corporation shall elect the following officers to serve on a two-year basis: Chair, Vice Chair, and Secretary-Treasurer.
2. The Board of Directors shall conduct the affairs of the corporation. The Board of Directors shall consist of the principal officer or other authorized representative of each member.
3. Other committees, subcommittees, and task forces shall be established by the Corporation as required to accomplish its purposes.

B. Organization:

1. The principal operating officer of each member shall be the representative of said member. The representative of each member shall designate any other bonafide full time employee of said member as an alternate representative.
2. The presence at a meeting of the members whose votes 75% or more of the total voting rights of the members; provided, however, that at least six (6) members are present, shall constitute a quorum. Each member's voting rights shall be determined in accordance with the Corporation's Bylaws and as follows:

$$\begin{array}{rcl} & \text{Member's Cost Allocation X 100} & \\ \% \text{ Voting Rights} = & \frac{\quad}{\quad} & \\ & \text{Total of Member's Cost Allocation} & \end{array}$$

Any action requires approval of 75% or more of the total voting rights; provided, however, that at least six (6) eligible to vote must vote in the affirmative.

ARTICLE VII

Officers

The officers of the Corporation shall be those specified in the Bylaws and shall be elected as provided in the Bylaws.

ARTICLE VIII

Directors

The Corporation shall be governed by a Board of Directors, as specified in the Corporation's Bylaws, consisting of at least three persons.

ARTICLE IX

Bylaws

The Bylaws of the Corporation, may be altered, amended, added to or rescinded by the Board of Directors at annual, regular, or special meetings thereof.

ARTICLE X

Amendment

This Corporation reserves the right to amend these Articles of Incorporation at any annual, regular, or special meeting of the Board of Directors as provided by the Bylaws or otherwise in accordance with the Laws of the State of Florida.

ARTICLE XI

Distribution upon Liquidation or Dissolution

Upon dissolution of this corporation, or the complete liquidation of its assets, whether or voluntary or involuntarily or by operation of law, except as to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the corporation and of all costs and expenses of such liquidation or dissolution, shall by action of membership taken at a special meeting called for that purpose, be distributed to an organization which shall be qualified for a federal income tax exemption under the terms of the Internal Revenue Code of 1986, as amended, or to the federal or state or local government, subject in always to the provisions of section B, Article II of these articles and to the specific condition that none of the net assets of the corporation shall be distributed to or for the benefit of any member, officer or executive committeeman of the corporation or to any other individual; provided, however, that nothing contained in this article shall be construed to prevent a distribution from the net assets of the corporation to another distributee otherwise properly made in accordance

with the provisions of these articles and the purposes herein stated solely by reason of the fact that one or more of the members, officers, or members of the Board of Directors of the corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer, or in any other capacity.

ARTICLE XII

Registered Agent

1. The street address of the Corporation's registered agent in the State of Florida is 153 3rd Avenue North, Safety Harbor, Florida 34695-3617.
2. The name of the Corporation's registered agent at the above address is Tanya Portillo.

IN WITNESS WHEREOF, the Board of Directors resolved on February 17, 2015 to adopt the Amended and Restated Articles of Incorporation of the Corporation and the membership of the Corporation approved the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment to the Articles of Incorporation and further affirm that the facts stated herein are true. The undersigned further certify that they are aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

Chair of the Board of Directors of the
Florida Electric Power Coordinating Group, Inc.



By: Gordon Gillette

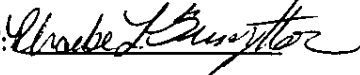
Date: 3/13/15

ATTEST: Rebecca Malley

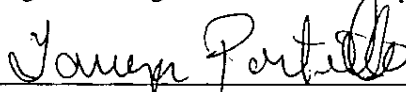
Secretary/Treasurer of the Board of Directors of the
Florida Electric Power Coordinating Group, Inc.



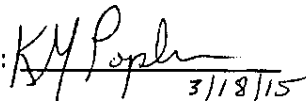
By: Lisa Johnson
Date: 3-20-15

ATTEST: 

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



By: Tanya Portillo
Date: 3/18/15

ATTEST: 
3/18/15