

FPL GROUP INC  
Form 8-K  
June 01, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of earliest event reported: **May 26, 2006**

Commission  
File  
Number

Exact name of registrant as specified in  
its  
charter, address of principal executive  
offices and  
registrant's telephone number

IRS Employer  
Identification  
Number

1-8841

**FPL GROUP, INC.**

700 Universe Boulevard  
Juno Beach, Florida 33408  
(561) 694-4000

59-2449419

State or other jurisdiction of incorporation or organization: Florida

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 26, 2006, the board of directors of FPL Group, Inc. (FPL Group) adopted an amendment adding a new Section 9 to Article I of FPL Group's Bylaws, effective immediately. The amendment requires that shareholders provide advance notice to FPL Group in order to make nominations of persons for election to the board of directors or other proposals at shareholder meetings.

A copy of the amendment to the Bylaws is attached hereto as Exhibit 3(ii) and is incorporated by reference herein.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit  
Number

Description

3(ii)

Amendment dated May 26, 2006 to the FPL Group, Inc.

Bylaws

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FPL GROUP, INC.  
(Registrant)

Date: May 31, 2006

**K. MICHAEL DAVIS**

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K. Michael Davis

Controller and Chief Accounting Officer of FPL Group, Inc.  
(Principal Accounting Officer of the Registrant)