

118817

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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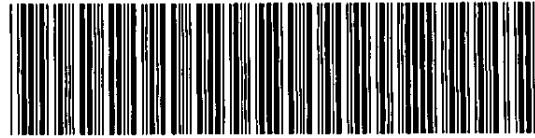
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
14 DEC 22 AM 10:58
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ADR
12/23/14

ACCOUNT NO. : I20000000195

REFERENCE : 429887 4724082

AUTHORIZATION :

COST LIMIT : \$60.00

ORDER DATE : December 19, 2014

ORDER TIME : 9:0 AM

ORDER NO. : 429887-005

CUSTOMER NO: 4724082

ARTICLES OF MERGER

ROCKMOOR LOGISTICS, LLC

INTO

WINN-DIXIE STORES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

~~12-31-14~~
12-31-14

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2014 DEC 22 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER
(FLORIDA LIMITED LIABILITY COMPANY)

BY AND BETWEEN

WINN-DIXIE STORES, INC.

AND ROCKMOOR LOGISTICS, LLC

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction for each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/ Entity Type</u>
Rockmoor Logistics, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/ Entity Type</u>
Winn-Dixie Stores, Inc.	Florida	Corporation

THIRD: The merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: This entity exists before the merger and is a domestic filing entity. There are no amendments to the Certificate of Incorporation of the surviving party as a result of this merger.


FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: The effective date of the merger shall be 11:59 p.m. on December 31, 2014.

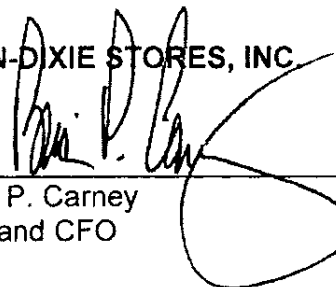
SEVENTH: Signature(s) for each Party:

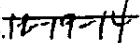
Dated: December 19, 2014

ROCKMOOR LOGISTICS, LLC

By: 
M. Sandlin Grimm
Vice President and Secretary

WINN-DIXIE STORES, INC

By: 
Brian P. Carney
EVP and CFO

LEGAL APPROVED
ATTY: 
DATE: 12-19-14

PLAN OF MERGER
BETWEEN
WINN-DIXIE STORES, INC.
AND
ROCKMOOR LOGISTICS, LLC

The following plan of merger is submitted in accordance with Florida Limited Liability Company in accordance with s. 605.1025, Florida Statutes and in accordance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the parent entity is :

<u>Name</u>	<u>Jurisdiction</u>
Winn-Dixie Stores, Inc.	Florida

2. The name and jurisdiction of the merging entity is:

<u>Name</u>	<u>Jurisdiction</u>
Rockmoor Logistics, LLC	Florida

3. The manner and basis of converting the membership interest of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

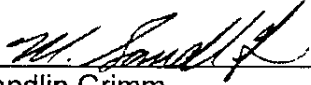
At the Effective Time, the membership interest of Rockmoor Logistics, LLC. will be exchanged for one share of common stock of Winn-Dixie Stores, Inc. ("Winn-Dixie Stores Common Stock"). The membership interest of Rockmoor Logistics, LLC will, upon conversion thereof into such one share of Winn-Dixie Stores, Inc. Common Stock, cease to be outstanding and will automatically be cancelled and retired.

4. The effective date of the Merger shall be 11:59 p.m. on December 31, 2014.

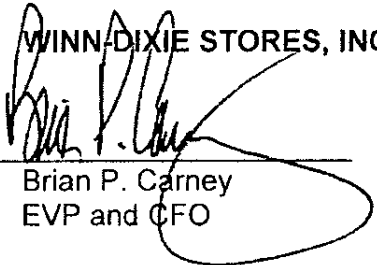
IN WITNESS WHEREOF, the parties to this transaction have signed this Plan of Merger as of the 18th day of December, 2014.

Dated:

ROCKMOOR LOGISTICS, LLC

By: 
M. Sandlin Grimm
Vice President and Secretary

WINN-DIXIE STORES, INC.

By: 
Brian P. Carney
EVP and CFO

LEGAL APPROVED
ATTY: 12-19-14
DATE: 12-19-14