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Amendment

Filed 12-12-68

10 pgs.

A-18817-xx

WINN-DIXIE STORES, INC.

Amend ART III inc auth cap
stock to 24,410,000 sh com
at \$1. and 6,114,000 sh com
at \$1.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA.
by . . mj . . . on Dec. 12, 1968.

TOM ADAMS
SECRETARY OF STATE

WINN DIXIE

WINN-DIXIE STORES, INC.

KWIK CHEK

WINN-DIXIE STORES SERVING THE NORTHEASTERN STATES
GENERAL OFFICE
STREET ADDRESS: 1000 E. BAYVIEW BLVD., JACKSONVILLE, FLORIDA 32201
MAILING ADDRESS: BOX 9, JACKSONVILLE, FLORIDA 32201

December 9, 1968

Roy Allen, Esq., Director
Corporation Division
Office of the Secretary of State
of the State of Florida
Tallahassee, Florida

Re: Winn-Dixie Stores, Inc.

*CP 2-11-68
Mr Allen*

Dear Mr. Allen:

Recently you talked and corresponded with Mr. Theodore R. Finder, Attorney, Beckman & Bogue, 5 Hanover Square, New York, New York 10004, relating to a proposed amendment to Article THIRD of the Certificate of Incorporation of Winn-Dixie Stores, Inc. to be voted upon by the stockholders of the company at a Special Meeting of Stockholders to be held in Jacksonville, Florida, on Thursday, December 12, 1968.

At the request of Mr. Finder, I am submitting to you for review and approval the form of the amendment to the Certificate of Incorporation which we propose to file with the Secretary of State after the stockholders' meeting on December 12, if approved by the stockholders. If the proposed form is acceptable to you, I would appreciate your advising Mr. Finder and myself as soon as possible. To expedite this procedure, I suggest that you telephone, collect, Mr. Finder in New York City (Area Code 212, Hanover 4-2060) and me in Jacksonville (384-5511, Ext. 427).

According to our calculations, under Section 608.05, Florida Statutes, the fee for filing the charter amendment, which increases the capital stock of the company, will be \$3,104.80 (20¢/\$1,000 of par value of authorized capital stock in excess of \$15,000,000). It will be appreciated if you will also confirm or correct this estimate. *correct*

Assuming that everything is in order, we plan to deliver the amendment by hand to you for filing as soon as possible after the meeting on Thursday, December 12, 1968.

Thank you for your cooperation.

Very truly yours,

Shepard Bryan, Jr.
J. Shepard Bryan, Jr.

C. TAX	3,104.80
FILING	100.00
P. 10	2.00
C. COPY	2.00
TOTAL	3,208.80

JSB:O
Enclosure
cc: Mr. Theodore R. Finder
(with copy of enclosure)

DIVISIONS
JACKSONVILLE — TAMPA — MIAMI — GREENVILLE — LOUISVILLE — MONTGOMERY — RALEIGH — NEW ORLEANS

WINN-DIXIE

WINN-DIXIE
STORES, INC.

KWIK-CHEK

SUPER FOOD STORES SERVING THE SOUTHEASTERN STATES

GENERAL OFFICES

THIRTY-SEVEN
AND FORTY-FOUR

MAINE ADDRESS
BOX 2

JACKSONVILLE, FLORIDA 32207

December 12, 1968

Roy Allen, Esq., Director
Corporation Division
Office of the Secretary of State
of the State of Florida
Tallahassee, Florida

Re: Winn-Dixie Stores, Inc.

DEC 16 68 ~2 1435 0 *** 12.00
DEC 16 68 ~2 1434 0 *** 10.00
DEC 16 68 ~2 1433 0 *** 3,104.80

Dear Mr. Allen:

Pursuant to the provisions of Section 608.18, Florida Statutes, I am submitting herewith Certificate of Amendment to the Certificate of Incorporation of Winn-Dixie Stores, Inc. for filing in the office of the Secretary of State of Florida. The proposed amendment to Article THIRD of the Certificate of Incorporation was approved by the stockholders of the company at a Special Meeting held in Jacksonville, Florida at 10:00 o'clock A.M., Thursday, December 12, 1968.

Pursuant to Section 608.05, Florida Statutes, I am enclosing our check in the amount of \$3,126.80, which covers the following:

Filing tax based on increase in authorized capital stock	\$3,104.80
Filing fee	10.00
Fee for certifying four copies of amendment @ \$3.00 each	12.00
Total	\$3,126.80

I would appreciate your advising us by telephone, collect, in Jacksonville (384-5511, Ext. 427) when the amendment has been filed, approved by the Secretary of State, and becomes effective.

We are most grateful for your cooperation with our office.

Very truly yours,

J. Shepard Bryan, Jr.

JSB:o
Enclosures

JACKSONVILLE — TAMPA — MIAMI — GREENVILLE — LOUISVILLE — MONTGOMERY — RALEIGH — NEW ORLEANS

December 13, 1968

Mr. J. Shepard Bryan, Jr., Secretary
Winn-Dixie Stores, Inc.
Box B
Jacksonville, Florida 32203

Dear Mr. Bryan:

Enclosed are four certified copies of the amendment to the articles of incorporation of Winn-Dixie Stores, Inc., which was filed in this office on December 12 at 2:45 P.M. Your check in the amount of \$3,126 was sufficient to cover the filing fees.

If at any time I can be of personal assistance, please do not hesitate to call upon me.

With kind regards, I remain

Sincerely,

TOM ADAMS
Secretary of State

By
Roy L. Allen, Director
Corporations Division

RLA/cm

Enclosures 4

AMENDMENT TO CERTIFICATE OF INCORPORATION

OF

WINN-DIXIE STORES, INC.

WINN-DIXIE STORES, INC., a Florida corporation, by Bert L. Thomas, its President, and J. Shepard Bryan, Jr., its Secretary, does hereby certify:

1. That at a meeting of the Board of Directors of said corporation duly convened and held at Jacksonville, Florida, on November 20, 1968, resolutions were adopted approving and setting forth a proposed Amendment to the amended Certificate of Incorporation of said corporation, declaring said Amendment advisable and directing that said Amendment be proposed and submitted to the stockholders of said corporation at a Special Meeting of Stockholders of said corporation to be held at Jacksonville, Florida, at ten (10:00) o'clock A.M., Eastern Standard Time, on Thursday, December 12, 1968, for their consideration and approval. The resolution setting forth the proposed Amendment was and is as follows:

"RESOLVED, that the Board of Directors of this Company hereby approves an amendment to Article THIRD of the Company's Certificate of Incorporation as heretofore amended, whereby such Article THIRD, as heretofore amended, shall be deleted in its entirety and the following shall be substituted therefor:

"Article THIRD

"The total number of shares, including those previously authorized, which the Corporation may have outstanding at any time is 30,524,000 shares, all of which shall be common stock, having a par value of \$1.00 per share, divided into two classes, one of which shall be designated 'Common Stock' which shall consist of the 15,000,000 shares of Common Stock previously authorized plus 9,410,000 additional shares of Common Stock not previously authorized, and the other of which shall be designated 'Class B Common Stock (Accumulating Convertible)' (hereinafter referred to as the 'Class B Stock') which shall consist of 6,114,000 shares not previously authorized. Shares of Common Stock and of Class B Stock may from time to time be issued for such consideration, payable in either money or property (including shares of stock or other securities of the Corporation or any other corporation), labor or services, having a value as in the judgment of the Board of Directors shall be at least equivalent to the full par value of the stock so issued, and all shares so issued and paid for shall thenceforth be fully paid and non-assessable. Except as to stockholders having some contractual right of subscription, and except for the conversion rights of the holders of Class B Stock hereinafter set forth, no holders of Common Stock or of Class B Stock shall have any preemptive right, as such holders, to purchase, subscribe for or otherwise acquire any part of any new or additional issue of capital stock of any class whatsoever, or of securities convertible into capital stock of any class whatsoever, whether now or hereafter authorized, or whether issued for cash, property, labor or services.

FILED
NOV 12 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"Except as hereinafter set forth in this Article THIRD, the Common Stock and the Class B Stock shall be identical in all respects.

"The distinguishing characteristics of the Common Stock and the Class B Stock are as follows:

"1. The holders of Common Stock shall be entitled to receive dividends in cash, property or stock at such times and in such amounts as the Board of Directors may from time to time lawfully determine.

"2. Prior to January 1, 1982 no dividends payable in cash or property (other than stock of the Corporation) shall be declared or paid on the Class B Stock, and no dividends payable in stock of the Corporation shall be declared or paid on the Class B Stock except as hereinafter specifically provided. On and after January 1, 1982 each holder of a share of the Class B Stock shall be entitled to receive dividends in cash, property or stock in amounts per share equal to, and at the same times as, any dividends paid on each share of Common Stock.

"3. Upon any liquidation of the Corporation, voluntary or involuntary, each share of Common Stock and each share of Class B Stock shall, without distinction as to the class of stock held, entitle the holders thereof to an equal share of the assets of the Corporation available for distribution to the holders of common stock.

"4. Except as otherwise specifically required by law, the holders of Common Stock and the holders of Class B Stock shall be entitled to one vote per share held, without distinction as to class of stock held, on all matters submitted to a vote of stockholders.

"5. Each share of Class B Stock shall be convertible at any time, at the option of the holder thereof, into shares of Common Stock as follows: if converted prior to January 1, 1970, at the rate of one share of Common Stock for each share of Class B Stock converted; if converted on or after January 1, 1970 and prior to January 1, 1982 at the following conversion ratios per share:

If converted during the twelve month period beginning January 1	Number of shares of Common Stock to be received upon conversion of one share of Class B Stock
1970-----	1.045
1971-----	1.090
1972-----	1.135
1973-----	1.180
1974-----	1.225
1975-----	1.270
1976-----	1.315
1977-----	1.360
1978-----	1.405
1979-----	1.450
1980-----	1.495
1981-----	1.540

and if converted on or after January 1, 1982, at the rate of 1.540 shares of Common Stock for each share of Class B Stock converted.

"In order to exercise such conversion privilege, the holder of any shares of Class B Stock shall surrender the certificate or certificates for the shares of Class B Stock to be converted, accompanied by appropriate instruments of surrender or transfer, to the Corporation at the office of any transfer agent designated by the Corporation for that purpose. The certificate or certificates for such shares of Class B Stock shall also be accompanied by a

written notice to the effect that the holder elects to convert all, or a number less than all, of such shares of Class B Stock. In case the number of shares of Class B Stock which such holder so elects to convert would, but for the provisions of this sentence, result in the issuance of a fraction of a share of Common Stock, the number of shares of Common Stock issuable on such conversion shall be reduced to the next lower whole number of shares of Common Stock and no adjustments, by way of cash, scrip, fractional shares or otherwise, shall be made. Such notice shall state the name of names in which shall be issued the certificate or certificates for shares of Common Stock issuable upon such conversion and the certificate or certificates, if any, for shares of Class B Stock covered by the certificate or certificates so surrendered but not intended to be converted. In case a certificate so to be issued is to be issued in a name or names different from the name or names in which the shares of Class B Stock so surrendered were registered, the holder surrendering the same shall pay or cause provision to be made for the payment of all applicable stock transfer taxes. As promptly as practicable after the receipt of such notice and the surrender of such certificate or certificates, the Corporation shall, without charge (other than stock transfer taxes, as aforesaid), issue and deliver to such holder or pursuant to the written instructions of such holder (i) a certificate or certificates for the number of shares of Common Stock issuable upon conversion of such shares of Class B Stock in accordance with such notice and (ii) a certificate or certificates for a number of shares of Class B Stock equal to the number, if any, by which the number of shares represented by the certificate or certificates so surrendered shall exceed the number of shares converted into shares of Common Stock. Such conversion shall be deemed to have been effected at the close of business on the date on which such certificate or certificates for shares of Class B Stock, accompanied by instruments of transfer or surrender and written notice as aforesaid, shall have been received by the Corporation, so that the rights of the holder or holders of such converted shares as a holder or holders of Class B Stock shall cease at such time and the person or persons entitled to receive shares of Common Stock upon such conversion shall be treated for all purposes as having become the record holder or holders of such shares of Common Stock at such time; provided that any shares of Class B Stock so received by the Corporation on a date which is not a business day or on a date when the stock transfer books of the Corporation shall be closed or on a date fixed by the Board of Directors as a record date for the determination of the stockholders of record for any purpose shall be deemed to have been received on the next succeeding business day on which such stock transfer books shall be open or following such record date.

"6. In the event that any dividend or other distribution shall be made on the Common Stock payable in shares of Common Stock, a dividend or distribution on the Class B Stock payable in shares of Class B Stock shall simultaneously be made in such amount that the number of outstanding shares of Class B Stock shall be increased as a result of the dividend or distribution thereon in the same proportion as the number of outstanding shares of Common Stock are increased as a result of the dividend or distribution thereon.

"7. The shares of Common Stock shall not be split up or subdivided, whether by stock distribution, reclassification, recapitalization or otherwise, so as to increase the number of shares thereof outstanding unless at the same time the shares of the Class B Stock are split up or subdivided so that the number of shares thereof outstanding shall be proportionately increased.

"Any shares of Common Stock reacquired by the Corporation in exchange for shares of Class B Stock shall be cancelled and retired and may not be reissued nor may any other shares of Common Stock or of Class B Stock

be issued in lieu thereof, and the number of shares of Common Stock, and the total number of shares, which the Corporation is authorized to have outstanding shall be accordingly reduced. Any shares of Class B Stock converted into Common Stock shall be cancelled and retired and may not be reissued nor may any other shares of Common Stock or of Class B Stock be issued in lieu thereof, and the number of shares of Class B Stock, and the total number of shares, which the Corporation is authorized to have outstanding shall be accordingly reduced.;

and further

"RESOLVED, that this Board of Directors hereby directs that the proposed amendment set forth in the preceding resolution be proposed to the holders of the outstanding Common Stock of this Company at a Special Meeting of Stockholders to be held on December 12, 1968."

2. That thereafter, pursuant to the aforesaid resolution of its Board of Directors, said Amendment was duly proposed and submitted to the stockholders of said corporation at a Special Meeting of Stockholders of said corporation, which was duly held at the office of the said corporation, 5050 Edgewood Court, Jacksonville, Florida, at ten (10:00) o'clock A.M., Eastern Standard Time, on Thursday, December 12, 1968, at which meeting stockholders owning and entitled to vote 10,435,675 shares of a total of 12,551,132 shares of the Common (voting) Stock, having a par value of \$1.00 per share, of the corporation outstanding and entitled to vote on said Amendment (being the only class of stockholders entitled to vote at said meeting or on said Amendment), were present in person or duly represented by proxy, and said stockholders thereupon, by the vote of a majority of the stock entitled to vote thereon, to-wit, by a vote of 9,756,002 shares of said Common Stock in the affirmative to 679,673 shares of said Common Stock in the negative, voted in favor of and approved the aforesaid Amendment and directed the corporate officers to take all appropriate steps to make the aforesaid Amendment effective.

3. That said Amendment was duly adopted in accordance with the provisions of Section 608.18, Florida Statutes of 1967, and the capital of the corporation will not be decreased by reason of such amendment.

IN WITNESS WHEREOF, said Winn-Dixie Stores, Inc. has caused this Certificate to be signed by its President, attested by its Secretary and its corporate seal to be hereunto affixed at Jacksonville, Florida, this 12th day of December, A.D. 1968.

(CORPORATE SEAL)

WINN-DIXIE STORES, INC.

By:

Bert L. Thomas, President

Attest:

J. Shepard Bryan, Jr., Secretary

Florida - corporate - single

STATE OF FLORIDA }

COUNTY OF DUVAL }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Bert L. Thomas and J. Shepard Bryan, Jr., to me known to be the persons described in and who, respectively as President and Secretary of WILLIAMS BROS., INC., a Florida corporation, executed the foregoing instrument on behalf of said corporation; and they severally acknowledged before me that they executed said instrument as such officers of said corporation in the name of and on behalf of said corporation; that said Secretary affixed and attested the seal of said corporation to said instrument; that such acts were done by authority of said corporation for the uses and purposes in said instrument set forth; and that the foregoing instrument is the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal this 12th day of December, 1963, at Jacksonville, in said County and State.

[Signature]
Notary Public, State of Florida

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MARCH 12, 1970

My commission expires: _____

(NOTARIAL SEAL)