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Amendment
Filed 10-10-60

7 pgs.

NO. A - 18817 - ss

ANN-DIXIE STORES, INC.

Amend ARTICLE THIRD increasing
capital stock to 15,000,000
shares common stock at \$1.00
per share.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by...ahn on OCT. 10, 1960

R. A. GRAY
SECRETARY OF STATE

CAMERON H. ...
 HARRY ...
 FRANK ...
 DELORNE ...
 ADNER ...
 EDW ...
 FRANK ...
 LEON ...
 GEORGE ...
 BEN ...
 ROBERT ...
 ROBERT ...

LAW OFFICES
MARKS, GRAY, YATES, CONROY & GIBBS

CABLE ADDRESS "MARKS"
 TELEPHONE ELDIN 5-6661

October 7, 1960.

FLORIDA TITLE BUILDING
 POST OFFICE BOX 447
 JACKSONVILLE 1, FLORIDA

Messrs. R. A. Gray,
 Secretary of State,
 Tallahassee, Florida.

Dear Sir: Re: Winn-Dixie Stores, Inc.--Amendment to Certificate of Incorporation.

We hand you herewith for filing a certificate of amendment to the charter of Winn-Dixie Stores, Inc.

We would greatly appreciate your filing it at once and advising us by telegram collect when this has been done. That we may give immediate advice to the stockholders that this has been done.

We enclosed please find check of Winn-Dixie Stores, Inc. for \$100.00 for the charter tax on the additional 1,000,000 shares of \$1.00 par value stock authorized by this amendment, together with our check for \$11.00 to cover filing fee and cost of two certified copies.

We inclose carbon copies for use in making the two certified copies.

If there are any additional costs or other requirements you would appreciate your advising us by telegram (collect) or telephone collect that there may be no delay.

Cordially yours,

MARKS, GRAY, YATES, CONROY & GIBBS

By *Leon W. Alexander*

Enclose P.S. Since writing the foregoing, we find that Winn-Dixie Stores, Inc., has included the \$11.00 for filing fee and certified copies in its check. We therefore inclose only the one check, which is for \$761.00.

750.00
 5.00
 6.00
 761.00
 761.00
 N. BANK
 BALANCE DUE
 REFUND

RECEIVED
 OCT 19 10 00 AM '60
 SEC. OF STATE
 TALLAHASSEE, FLA.

Telephoned

AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
WINN-DIXIE STORES, INC.

OCT 10 10 00 AM '60
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

WINN-DIXIE STORES, INC., a Florida corporation,
A. D. Davis, its President, and E. W. Kavanaugh, 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 August 5, 1960, 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 the Annual Meeting of Stockholders of said corporation to be held at Jacksonville, Florida, at two (2:00) o'clock P.M., Eastern Standard Time, on Friday, October 7, 1960, for their consideration and approval. The resolution setting forth the proposed Amendment was and is as follows:

"WHEREAS, it is deemed advisable that the amended Certificate of Incorporation of this Corporation be further amended as hereinafter set forth;

"NOW, THEREFORE, BE IT RESOLVED, that the amended Certificate of Incorporation of Winn-Dixie Stores, Inc. be further amended by striking out Section THIRD thereof and substituting in lieu of the matter so stricken the following:

THIRD: The total number of shares, including those previously authorized, which the Corporation may have outstanding at any time is 15,000,000 shares, all of which shall be Common Stock, having a par value of \$1.00 per share. The

APPROVED AND FILED
[Signature]

shares of Common Stock, having a par value of \$1.00 per share, may from time to time be issued for such consideration, payable in either money or property, 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, no holders of Common 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." 7

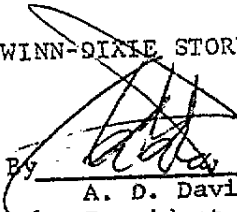
2. That thereafter, pursuant to the aforesaid resolution of its Board of Directors, said Amendment was duly proposed and submitted to the stockholders of said corporation at the Annual Meeting of Stockholders of said corporation, which was duly held at the office of the said corporation, 5050 Edgewood Court, Jacksonville, Florida, at two (2:00) o'clock P.M., Eastern Standard Time, on Friday, October 7, 1960, at which meeting stockholders owning and entitled to vote 5,238,458 shares of a total of 6,315,467 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 5,232,600 shares of said Common Stock in the affirmative to 5,033 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.

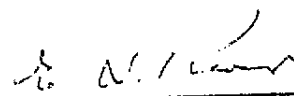
3. That said Amendment was duly adopted in accordance with the provisions of Section 608.18, Florida Statutes of 1959, and the capital of the corporation will not be decreased by reason of such amendment.

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 7th day of October, A.D., 1960.

WINN-DIXIE STORES, INC.

By 
A. D. Davis
President

(CORPORATE SEAL)

ATTEST: 
E. W. Kavanaugh
Secretary

STATE OF FLORIDA)
 : SS
COUNTY OF DUVAL)

I, Louise S. Bailey, an officer duly authorized to administer oaths and take acknowledgements in and for said State and County, do hereby certify that A. D. DAVIS and E. W. KAVANAUGH, to me well known and known to me to be President and Secretary, respectively, of the above named corporation, Winn-Dixie Stores, Inc., and known to me to be the individuals described in and who executed the foregoing Certificate as such President and Secretary of said corporation, respectively, personally appeared before me this day and severally acknowledged to and before me that they executed said instrument as such officers of said corporation and for the purpose of thereby binding said corporation; that they were duly authorized by the Board of Directors of said corporation to so execute the same for the uses and purposes therein expressed; that the seal affixed to said instrument is the official seal of said corporation and that said instrument is the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, this 7th day of October, A.D. 1960.

Louise S. Bailey

Notary Public, State of Florida at
Large

My commission expires *Aug. 21, 1961*