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Merger

Filed 9-27-91, eff. 7-24-91

11 pgs.



America's Supermarket[®]

WINN-DIXIE STORES, INC. 5050 EDGEWOOD COURT P. O. BOX B JACKSONVILLE, FLORIDA 32203-0297 (904) 783-5000

CHARLES P. MILFORD, JR.
Attorney

June 26, 1991

118817

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

Gentlemen:

July 24, 1991

I enclose herewith two copies each of the following documents:

1. Plan of Merger of Winn-Dixie Stores, Inc. and Crackin' Good Bakers, Inc.
2. Articles of Merger of Crackin' Good Bakers, Inc. and Winn-Dixie Stores, Inc.
3. Waiver of Mailing of copy of Plan of Merger.

I also enclose herewith this company's check in the amount of \$70.00 payable to the Secretary of State of Florida. This corporate merger of Crackin' Good Bakers, Inc. into its parent, Winn-Dixie Stores, Inc. has an effective date of July 24, 1991. It would be appreciated if you would file these documents and return to me the extra copy of the Articles of Merger showing the filing data thereon.

If further information is needed, please don't hesitate to contact me.

Thank you in advance for your cooperation.

Sincerely,

Charles P. Milford, Jr.

CPMjr:sgc

70F
[Handwritten signature]

FILE
JUL 27 1991
10:01

ARTICLES OF MERGER

NAMES OF MERGED
CORPORATION(s)

STATE OF
INC.

DOCUMENT #
IF APP.

CRACKIN' GOOD BAKERS, INC. AN ILLINOIS CORP NOT QUALIFIED IN FLORIDA

-----MERGING INTO-----

NAME OF SURVIVING
CORPORATION

STATE OF
INC.

DOCUMENT #
IF APP.

WINN-DIXIE STORES, INC.

FLORIDA

118817

IF THE NAME OF THE SURVIVING CORPORATION WAS CHANGED IN THE
MERGER, THE NAME THAT THE SURVIVING CORPORATION CHANGED TO:

File Date: June 27, 1991

Effective Date, if applicable: _____

Document Examiner: Kelley Shank

ARTICLES OF MERGER
of
CRACKIN' GOOD BAKERS, INC.
(Subsidiary Corporation)
with and into
WINN-DIXIE STORES, INC.
(Parent Corporation)

EFFECTIVE DATE

July 24, 1991

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned, WINN-DIXIE STORES, INC., and CRACKIN' GOOD BAKERS, INC., adopt the following Articles of Merger for the purpose of merging CRACKIN' GOOD BAKERS, INC., Subsidiary Corporation, into WINN-DIXIE STORES, INC., Subsidiary Corporation, into WINN-DIXIE STORES, INC., Parent Corporation:

FILED
JUL 27 1991
CLERK OF STATE
TALLAHASSEE, FLORIDA

- A. The names of the corporations which are to be parties to the merger are as follows: WINN-DIXIE STORES, INC., a Florida corporation, and CRACKIN' GOOD BAKERS, INC., an Illinois corporation. The name of the Surviving Corporation is WINN-DIXIE STORES, INC.
- B. The Plan of Merger dated June 24, 1991 between WINN-DIXIE STORES, INC. and CRACKIN' GOOD BAKERS, INC. is attached hereto and by this reference made a part hereof.
- C. CRACKIN' GOOD BAKERS, INC. is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. CRACKIN' GOOD BAKERS, INC. has 1,000 shares of Common Stock with no par value issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- D. The Plan of Merger was adopted and approved by the Board of Directors of WINN-DIXIE STORES, INC., as Parent Corporation, in the manner prescribed by Section 607.1104 and 607.1107 of the Florida Business Corporation Act at a meeting duly held on June 24, 1991. Shareholder approval of the merger is not

required.

E. Pursuant to Section 607.1104 of the Florida Business Corporation Act, WINN-DIXIE STORES, INC., as holder of all of the outstanding shares of CRACKIN' GOOD BAKERS, INC., waived the mailing of a copy of the Plan of Merger to the sole shareholder of record of the subsidiary corporation.

F. The effective date of the merger is July 24, 1991.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., the Parent Corporation and CRACKIN' GOOD BAKERS, INC., the subsidiary corporation, have caused these Articles of Merger to be executed in their corporate names by their respective Presidents and Secretaries under the seals of the Corporations this 24th day of June, 1991.

Signed, sealed and delivered
in the presence of:

[Signature]

WINN-DIXIE STORES, INC.

By *[Signature]* President

By *[Signature]* Secretary

PARENT CORPORATION

Signed, sealed and delivered
in the presence of:

[Signature]

CRACKIN' GOOD BAKERS, INC.

By *[Signature]* President

By *[Signature]* Secretary

SUBSIDIARY CORPORATION

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26th
day of June, 1991, by
James Kufoldt and J.S. Bryan, Jr.
President and Secretary, respectively, of MINN-DIXIE
STORES, INC., a Florida corporation, on behalf of the
corporation.

Susan G. Clarkson
Notary Public
State and County aforesaid
My commission expires:

Notary Public, State of Florida
My Commission Expires Apr. 11, 1992

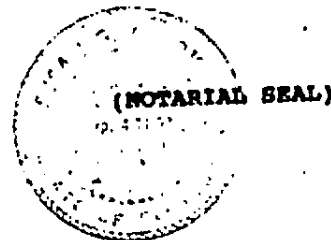


STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26th
day of June, 1991, by
James Kufoldt and J.S. Bryan, Jr.
President and Secretary, respectively, of CRACKIN' GOOD
BAKERS, INC., an Illinois corporation, on behalf of the
corporation.

Susan G. Clarkson
Notary Public
State and County aforesaid
My commission expires:

Notary Public, State of Florida
My Commission Expires Apr. 11, 1992



required.

E. Pursuant to Section 607.1104 of the Florida Business Corporation Act, WINN-DIXIE STORES, INC., as holder of all of the outstanding shares of CRACKIN' GOOD BAKERS, INC., waived the mailing of a copy of the Plan of Merger to the sole shareholder of record of the subsidiary corporation.

F. The effective date of the merger is July 24, 1991.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., the Parent Corporation and CRACKIN' GOOD BAKERS, INC., the subsidiary corporation, have caused these Articles of Merger to be executed in their corporate names by their respective Presidents and Secretaries under the seals of the Corporations this 24th day of June, 1991.

Signed, sealed and delivered
in the presence of:

Louise Ford

WINN-DIXIE STORES, INC.

By *Sammy Kufel*
Its _____ President

By *[Signature]*
Its _____ Secretary

PARENT CORPORATION

Signed, sealed and delivered
in the presence of:

Louise Ford

CRACKIN' GOOD BAKERS, INC.

By *Sammy Kufel*
Its _____ President

By *[Signature]*
Its _____ Secretary

SUBSIDIARY CORPORATION

PLAN OF MERGER
WINN-DIXIE STORES, INC.
(Parent Corporation)
and
CRACKIN' GOOD BAKERS, INC.
(Subsidiary Corporation)

FILED
JUL 27 1991
TALLAHASSEE, FLA.

PLAN OF MERGER effective July 24, 1991 between WINN-DIXIE STORES, INC., a Florida corporation (sometimes "WINN-DIXIE" or "Surviving Corporation") and CRACKIN' GOOD BAKERS, INC., an Illinois corporation (sometimes "CRACKIN' GOOD" or "Absorbed Corporation"); WINN-DIXIE and CRACKIN' GOOD being together hereinafter sometimes referred to as "Constituent Corporations".

RECITALS

- A. WINN & LOVETT GROCERY COMPANY was incorporated under the laws of Florida on December 26, 1928.
- B. The corporate name of WINN & LOVETT GROCERY COMPANY was changed to WINN-DIXIE STORES, INC. by Certificate of Amendment filed in the Office of the Secretary of State of Florida on November 15, 1955.
- C. CARR-CONSOLIDATED BISCUIT COMPANY was incorporated under the laws of Illinois on December 29, 1920. After two (2) previous name changes, the corporate name of CARR-CONSOLIDATED BISCUIT COMPANY was changed to CRACKIN' GOOD BAKERS, INC. by Amendment dated January 26, 1961.
- D. CRACKIN' GOOD BAKERS, INC. is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC., and the Board of Directors of WINN-DIXIE STORES, INC., deems it desirable and in the best interests of the Company that CRACKIN' GOOD BAKERS, INC. be merged into WINN-DIXIE STORES, INC., pursuant to the provisions of Section 607.1104 and 607.1107 of the Florida Business Corporation Act.

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

SECTION ONE. The name of the Parent Corporation is WINN-DIXIE STORES, INC., and the name of the Subsidiary Corporation is CRACKIN' GOOD BAKERS, INC.

SECTION TWO. Merger. CRACKIN' GOOD BAKERS, INC. shall merge with and into WINN-DIXIE STORES, INC., which shall be the Surviving Corporation.

SECTION THREE. Terms and Conditions. On the effective date of the merger, the separate existence of CRACKIN' GOOD BAKERS, INC. shall cease, and WINN-DIXIE STORES, INC., as Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of CRACKIN' GOOD BAKERS, INC., without the necessity for any separate transfer. The Surviving Corporation shall hereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

SECTION FOUR. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation, as amended, of the Surviving Corporation shall continue to be the Articles of Incorporation following the effective date of the merger.

SECTION FIVE. By-Laws of Surviving Corporation. The By-Laws of the Surviving Corporation shall continue to be the By-Laws of the Surviving Corporation following the effective date of the merger.

SECTION SIX. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN. Cancellation of CRACKIN' GOOD shares on
Merger. Each share of the common stock of CRACKIN' GOOD BAKERS,
INC. issued and outstanding on the effective date of the merger
shall be retired and cancelled, and no shares of CRACKIN' GOOD
shall be converted into shares of Common Stock of the Surviving
Corporation.

As of the effective date of merger, each certificate of
common stock of CRACKIN' GOOD owned by the Surviving Corporation
shall be retired and cancelled by the Surviving Corporation.

Each share of WINN-DIXIE STORES, INC., outstanding
immediately prior to the merger becoming effective shall remain
outstanding immediately after the merger as an identical share of
the Surviving Corporation.

SECTION EIGHT. Effective Date of Merger. The effective
date of this Merger shall be July 24, 1991.

IN WITNESS WHEREOF, WINN-DIXIE and CRACKIN' GOOD have caused
this Plan of Merger to be executed in their corporate names by
their respective Presidents and Secretaries under seals of the
Corporations as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

Carol Ford

Susan G. Clarkson

WINN-DIXIE STORES, INC.

By Carol Ford
Its President

By Susan G. Clarkson
Its Secretary

PARENT CORPORATION

Signed, sealed and delivered
in the presence of:

Carol Ford

Susan G. Clarkson

CRACKIN' GOOD BAKERS, INC.

By Carol Ford
Its President

By Susan G. Clarkson
Its Secretary

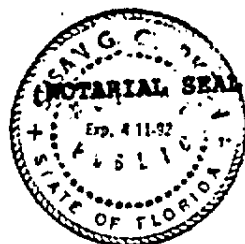
SUBSIDIARY CORPORATION

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26th
day of June, 1991, by
James Kufeldt and J.S. Bryan, Jr.,
President and Secretary, respectively, of WINN-
DIXIE STORES, INC., a Florida corporation, on behalf of the
corporation.

Susan G. Clarkson
Notary Public
State and County aforesaid
My commission expires:

Notary Public, State of Florida
My Commission Expires Apr. 11, 1992



STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26th
day of June, 1991, by
James Kufeldt and J.S. Bryan, Jr.,
President and Secretary, respectively, of
CRACKIN' GOOD BAKERS, INC., an Illinois corporation, on behalf of
the corporation.

Susan G. Clarkson
Notary Public
State and County aforesaid
My commission expires:

Notary Public, State of Florida
My Commission Expires Apr. 11, 1992

