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Amendment

Filed 10-2-52

7 pgs.

218817-ff.

Winn & Lovett
Grocery Company
reducing cap. stock to
2,000,000 com. @ 1.00

Filed in Office Secretary
of State, of the State of
Florida, this 2 day of
Dec. A. D., 1952

R. A. GRAY
Secretary of State

By h. d.

MARKS, GRAY, YATES & CONROY
ATTORNEYS-AT-LAW
JACKSONVILLE, FLORIDA

DAN H. MARKS
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MARKS, GRAY, YATES & CONROY

CABLE ADDRESS "YATES"

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ROBERT B. ADAMS
FRANK B. HALL
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MARK H. REYNOLDS

October 1, 1952

SHANAHAN BUILDING
P.O. BOX 447

JACKSONVILLE 1, FLORIDA

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

Re: Winn & Lovett Grocery Company

Dear Mr. Gray:

Herewith you will find Certificate of Amendment to the Charter of above corporation. We desire this filed and would like to obtain six certified copies. For your convenience we enclose two carbon copies and will ask that you supply the other four.

We have not undertaken to calculate the filing fee exactly. Enclosed you will find our check for \$200.00 which we believe will be more than adequate -- if so you can send us your check for any refund due.

Fees have heretofore been paid on an issue of 1,500,000 shares of \$1.00 par common and on 50,000 shares of \$50.00 par value preferred. All outstanding preferred shares were redeemed by the company, some months ago, and the enclosed charter amendment will eliminate the preferred stock entirely.

So we now have a fee to be calculated on an additional 500,000 shares of \$1.00 per share common at 25¢ per \$1,000 par value, or \$125.00; but there may be some credit allowance because of the fact that the fee was once paid for permission to issue 50,000 shares of preferred stock (\$50 per share par) this being discontinued and eliminated altogether.

Thank you for your attention to this matter.

Cordially yours,

MARKS, GRAY, YATES & CONROY

By *Sam O. Marks*

RECEIVED

1952 OCT-2 4:10:58

STATE

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Return
rec'd
Enclosures

WINN & LOVETT GROCERY COMPANY, a Florida corporation, by A. D. Davis its President and E. W. Kavanaugh, its Secretary, does hereby certify:

First: That at a meeting of the Board of Directors of said corporation duly convened and held at Jacksonville, Florida on August 26, 1952, a resolution was adopted setting forth a proposed amendment to the Amended Certificate of Incorporation of said corporation, declaring said amendment advisable and calling a meeting of the stockholders of said corporation to be held at Jacksonville, Florida, at 11:00 o'clock A. M. on Tuesday, September 30, 1952, for a consideration thereof. The resolution setting forth the proposed amendment was and is as follows:

"WHEREAS, all shares of the Corporation's Cumulative Preferred Stock, of the par value of \$50.00 per share, have now been redeemed and it is deemed advisable that the Corporation's Certificate of Incorporation, as amended, be further amended so as to eliminate the presently authorized 50,000 shares of Cumulative Preferred Stock from the shares which the Corporation is authorized to have outstanding; and

"WHEREAS, it is deemed advisable that the Corporation's Certificate of Incorporation, as amended, be further amended so as to increase the total number of shares of Common Stock, having a par value of \$1.00 per share, including those previously authorized, which the Corporation may hereafter have outstanding at any time, from 1,500,000 shares to 2,000,000 shares;

"NOW THEREFORE, BE IT RESOLVED, that the amended Certificate of Incorporation of Winn & Lovett Grocery Company 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 2,000,000 shares, all of which shall be Common Stock, having a par value of \$1.00 per share. The shares of Common Stock, having a par value of \$1.00 per share, may be issued from time to time 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 of stock 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."

and further

"RESOLVED, that the foregoing resolution be duly submitted to the stockholders for their consideration at the Annual Meeting of Stockholders which is hereby called to be held at the office of the Corporation, 1357 West Beaver Street, Jacksonville, Florida, on September 30, 1952, at 11:00 o'clock A. M., Eastern Standard Time; and further

"RESOLVED, that the proper officers of the corporation, if the stockholders approve, be and they are hereby are authorized to file the necessary certificate or certificates with the Secretary of State of State of Florida to effect said amendment to this Corporation's Certificate of Incorporation."

Second: That thereafter, pursuant to the aforesaid Resolution of its Board of Directors, a meeting of the

stockholders of said corporation was duly held at the office of the corporation, 1357 West Beaver Street, at Jacksonville, Florida at 11:00 o'clock A. M., Eastern Standard Time, on Tuesday, September 30, 1952, at which meeting stockholders owning and entitled to vote 631,479 shares of a total of 1,350,000 shares of the common (voting) stock of the corporation outstanding and entitled to vote at said meeting (being the only class of stockholders entitled to vote at said meeting) were present in person or duly represented by proxy and said stockholders thereupon voted unanimously in favor of the aforesaid amendment and directed the corporate officers to take all appropriate steps to make said amendment effective.

Third: That said amendment was duly adopted in accordance with the provisions of Section 612.05 and 612.06 Florida Statutes 1951 and the capital of the corporation will not be decreased by reason of such amendment.

IN WITNESS WHEREOF, said Winn & Lovett Grocery Company 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 30th day of September, A. D. 1952.

WINN & LOVETT GROCERY COMPANY. (SEAL)

By [Signature] President

Attest: L. W. Kavanaugh
Secretary

STATE OF FLORIDA)

SS

COUNTY OF DUVAL)

I, Louise S. Bailey, an officer duly authorized to administer oaths and take acknowledgments 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 & Lovett Grocery Company, 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 30th day of September, A. D. 1952.

Louise S. Bailey
Notary Public, State of Florida at Large

My commission expires: Notary Public, State of Florida at large
My commission expires August 21, 1953.