

118817

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Amendment

Filed 10-1-74

9 pgs.

A M E N D M E N T

WINN-DIXIE STORES , INC.

AMEND. AMENDING ART. VII - filed Oct. 1. 1976

CHARTER #118817

*Grant
10-7-76*

mg

118817



WINN-DIXIE STORES, INC.

GENERAL OFFICES
3050 EDGEWOOD COURT -- P.O. BOX B -- JACKSONVILLE, FLORIDA 32203
(904) 783-1800

September 28, 1976

J. SHEPARD BRYAN, JR.
Secretary

PERSONAL & CONFIDENTIAL

Ms. Mary Rushing
Supervisor of Charter Section
c/o Secretary of State of Florida
The Capitol
Tallahassee, Florida 32304

Dear Ms. Rushing:

As discussed on the telephone, I am enclosing a draft copy of a proposed amendment to the Articles of Incorporation of Winn-Dixie Stores, Inc. to be submitted to the shareholders for approval at the Annual Meeting to be held in Jacksonville on Friday, October 1, 1976. If the amendment is approved by the shareholders, it is expected that the Board of Directors will amend the By-Laws immediately to fix the number of directors at twelve and to elect an additional director to fill the vacancy created thereby. The proposed amendment of the Articles of Incorporation is discussed on pages 12 and 13 of our proxy statement dated September 11, 1976, a copy of which is enclosed for your information.

We would appreciate your advising whether the proposed Articles of Amendment meet the requirements of your office when duly executed by the President and Secretary of the Company. If there is any question as to the form and content of the proposed Articles of Amendment, please do not hesitate to call me in order that we can effect the necessary changes.

It is my understanding that you will telephone me after arrangements have been completed with Mr. Earl Huntley for receipt on Friday of the executed copies of the Articles of Amendment.

Pursuant to your instructions, we will deliver our check for the filing fees to Mr. Huntley at the time of delivery to him of the executed copies of the Articles of Amendment. We plan to deliver five executed copies of the Articles of Amendment with the request that four copies be certified in due course by your office and returned to us. Based on this, we intend to make the check payable to the Secretary of State of Florida in the amount of \$75.00 to cover the fee for filing and certification of four additional copies. We would appreciate your confirming the amount of the fees to be paid.

*Called 10-1-76
Will send
amend. to
be filed /mm*

--continued--

*Called
9-29-76
Held until
Friday*

Oct 1 9 55 AM '76
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Ms. Mary Rushing

-2-

September 28, 1976

We do sincerely appreciate your valuable assistance and cooperation.

Sincerely yours,


J. Shepard Bryan, Jr.

JSB:o

Enclosures



WINN-DIXIE STORES, INC.

GENERAL OFFICES
5050 EDGEWOOD COURT - P.O. BOX 8 - JACKSONVILLE, FLORIDA 32203
(904) 783-1800

October 1, 1976

J. SHEPARD BRYAN, JR.
Secretary

Ms. Mary Rushing
Supervisor of Charter Section
c/o Secretary of State of Florida
The Capitol
Tallahassee, Florida 32304

OCT -5-76 2 01100 ****60.00

OCT -5-76 3 000 ****15.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 1 9 55 AM '76

FILED

Dear Ms. Rushing:

In accordance with my letter to you of September 28 and pursuant to Section 607.187, Florida Statutes, we are enclosing five duly executed copies of the Articles of Amendment of Articles of Incorporation of Winn-Dixie Stores, Inc. for approval and filing by the Department of State.

We would appreciate your certifying four copies of the Articles of Amendment in due course and returning them to us at your earliest convenience.

We are also enclosing check of Winn-Dixie Stores, Inc., payable to the order of the Secretary of State of Florida, to cover the \$15.00 fee for filing of the amendment and \$60.00 for certification of four duplicate executed copies at \$15.00 each.

We are most grateful for the cooperation of the Secretary of State and, in particular, the Charter Section and Mr. Earl Huntley for assisting us in expediting compliance with the filing requirements.

If there is any question in connection with the enclosures, please do not hesitate to get in touch with us.

With sincere appreciation.

Sincerely yours,

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

JSB:o
Enclosures

PRIVILEGE TAX	
C. TAX	
FILING	15
C. COPY	60
R. A. FEE	
P. COPY	
SEASON	
TOTAL	75
BALANCE DUE	
REFUND	

AM

Bruce A. Smathers
SECRETARY OF STATE

MEMORANDUM

TO: *MS. MARY RUSHING*
FROM: *J. EARL HUNTLEY*
SUBJECT: *TIME - WINN-DIXIE STORES, INC.*

Date:

9:55 AM - FRIDAY, OCTOBER 1, 1976

J. Earl Huntley

OCT 1 9 55 AM '76
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WINN-DIXIE STORES, INC.

1. At a special meeting of the Board of Directors of Winn-Dixie Stores, Inc., a Florida corporation, held at the office of the Corporation, 5050 Edgewood Court, Jacksonville, Florida, on Wednesday, September 1, 1976, the Board of Directors adopted the following resolution setting forth a proposed amendment to Article SEVENTH of the Articles of Incorporation of Winn-Dixie Stores, Inc.:

"RESOLVED, that Article SEVENTH of the Articles of Incorporation of the Company, which reads

'This Corporation shall have not less than three nor more than eleven Directors, the exact number to be fixed from time to time by the By-Laws; until otherwise so fixed, this Corporation shall have five Directors.'

be, and the same hereby is, proposed to be deleted therefrom in its entirety, and all Articles thereafter, commencing with Article EIGHTH, to be appropriately renumbered; and further

"RESOLVED, that the amendment to the Articles of Incorporation proposed in the preceding resolution be submitted to a vote of the Stockholders at the Annual Meeting to be held on Friday, October 1, 1976; and further

"RESOLVED, that if the Stockholders shall approve such amendment at such Annual Meeting, the proper officers of the Company be, and they hereby are, authorized and directed to prepare and execute appropriate Articles of Amendment to the Company's Articles of Incorporation pursuant to Section 607.187 of the Florida General Corporation Act and to deliver the same to the Department of State of the State of Florida for filing pursuant to Section 607.191 of such General Corporation Act."

2. The foregoing amendment to the Articles of Incorporation of Winn-Dixie Stores, Inc. was adopted by the affirmative vote of the holders of a majority of shares entitled to vote thereon at the Annual Meeting of shareholders of Winn-Dixie Stores, Inc. held in Jacksonville, Florida, on Friday, October 1, 1976.

IN WITNESS WHEREOF, these Articles of Amendment are made

FILED
OCT 1 9 55 AM '76
REGISTRY OF STATE
JACKSONVILLE, FLORIDA

and executed by the Corporation by its President and its Secretary
this ____ day of October, 1976.

WINN-DIXIE STORES, INC.

By B L Thomas
Its President

By J M [Signature]
Its Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

Before me, the undersigned authority, Notary Public, State of Florida at Large, personally appeared B. L. Thomas, to me well known and known to me to be the President of WINN-DIXIE STORES, INC., a Florida corporation, and known to me to be the individual described in and who executed the foregoing Articles of Amendment of Articles of Incorporation as such President of said corporation, and he acknowledged to and before me that he executed said instrument as such officer of said corporation and for the purpose of thereby binding said corporation; that he was 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 1st day of October, 1976.

Deloris Carter
Notary Public, State of Florida at Large.

(NOTARIAL SEAL)

My commission expires:
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES AUG. 14, 1980