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18817-18817-1

Amendment

Filed 9-20-45

1 pgs.

A-18817-10.

Certificate of Amendment
to
Winn & Louell Grocery
Company -

relating to Capital
Stock.

FILED IN OFFICE, SECRETARY,
STATE OF THE STATE OF
FLORIDA, THIS 20th DAY OF

September A. D. 1945

R. A. GRAY,
SECRETARY OF STATE

By lee

RICHARD P. MARKS
BTH 1944
SAM H. MARKS
FRANCIS M. HOLT
HARRY T. GRAY
JAMES A. YATES

LAW OFFICES
MARKS, MARKS, HOLT, GRAY & YATES

September 18, 1945

GRAHAM BUILDING
JACKSONVILLE, FLORIDA

SEP 20 1945

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



Dear Mr. Gray:

We enclose certificate of the officers of Winn & Lovett Grocery Company, a Florida corporation, with reference to amendment of the charter of said corporation. Kindly file this certificate and furnish us with three (3) certified copies thereof.

There is no increase in the number of authorized shares, nor does the amendment make any change in the classes of stock. There has been, and still is, only one class of stock to-wit: no par value common and the authorized number of shares has been and still is 500,000.

It is provided by Section 612.05 Florida Statutes 1941 that, "A Corporation may by amendment change the number of its shares of stock outstanding at the time of such amendment" and this is what the Corporation seeks to accomplish by the enclosed certificate. Apparently no additional tax need be paid by the Corporation at this time.

Thanking you for giving attention to this matter

Cordially yours,

MARKS MARKS HOLT GRAY & YATES

By

Sam H. Marks

TO	C. YAY
FILE NO.	7000
K.F. I.	
DATE	9-20-45
TIME	1:00
SRM:TYR	
Encl.	(1)

PS: Will appreciate your telegraphic acknowledgment - form of message herewith

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 on August 29, 1945 resolutions were adopted setting forth a proposed amendment to the amended certificate of incorporation of said corporation and declaring said amendment advisable and calling a meeting of the stockholders of said corporation to be held at Jacksonville, Florida on September 14th, 1945 for a consideration thereof. 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 company be further amended as hereinafter set forth;

NOW THEREFORE BE IT RESOLVED that the amended certificate of incorporation of this company be further amended by striking out Section Third thereof and by substituting in lieu of the matter so stricken, the following:

"Third: The total number of shares which may be issued by the Corporation is 500,000 shares which shall be common stock without par value. The 105,000 shares of such stock fully paid for and outstanding at the effective date of this amendment are hereby increased to 315,000 shares, each of said existing 105,000 shares being hereby changed or converted into three such shares without nominal or par value, all fully paid and non-assessable. The issuance and delivery of new certificates to evidence such 3 for 1 conversion or split-up of the presently outstanding shares is now and hereby authorized. The surrender by a stockholder of his existing stock certificate or certificates shall be a full and adequate consideration for the new certificate or certificates for an increased number of shares to be issued him pursuant to this amendment. Additional common shares (over the above said 315,000) may be issued for such consideration, payable in either money or property, labor or services, as may from time to time be fixed and determined by the Board of Directors and all shares so issued and paid for shall thenceforth be fully paid and non-assessable."

FURTHER RESOLVED that a special meeting of the stockholders be called for September 14, 1945 to consider and vote upon the proposals embodied in this resolution and that the Secretary give notice accordingly.

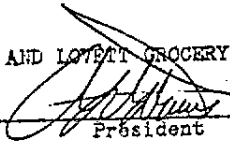
Second: That thereafter, pursuant to the aforesaid resolution of its Board of Directors, a meeting of the stockholders of said corporation was duly called and held at Jacksonville, Florida on September 14th 1945, at which meeting stockholders owning and entitled to vote 86,319 shares, out of a total of 105,000 outstanding shares of the common (voting) stock of the corporation (being the only class of stock issued and outstanding) were present 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 1941 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 14th day of September A.D. 1946.

WINN AND LOVETT GROCERY COMPANY (SEAL)

By 
President

Attest:


Secretary