

118817

Amendment
Filed 10-6-72

9 pgs.

A-18817 (zz)

WINN-DIXIE STORES, INC.

Amend. amending ART THIRD
filed 10/6/72
inc cap stk to 30,043,706
shs @ \$1

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,

by _____, on 10/6/72
mp

RICHARD (DICK) STONE
SECRETARY OF STATE



STATE OF FLORIDA
Department of State
 THE CAPITOL
 TALLAHASSEE 32304

RICHARD (DICK) STONE
 SECRETARY OF STATE

ROY L. ALLEN, DIRECTOR
 DIVISION OF CORPORATIONS

October 1972

Winr
 Post
 Jack

Attn: Shepard Bryan, Jr.

Subject: Amendment to WINN-DIX STORES, INC.
 A refund for \$ _____ is enclosed for the reason checked:

1. _____ Withdrawal of charter.
2. _____ Overpayment of filing fee.
3. _____ Charter not of record in this office.
4. _____ Overpayment of certification fee.
5. _____ Filing fee previously paid.
6. _____ No fee required.
7. _____ No response to our letter of _____
8. _____ Overpayment of charter tax.
9. _____ Comments: _____

If you have any questions regarding this matter, please let us know.

corp-77
 1-5-71

REQUISITION FOR REFUND

This money was originally received per validator stamp as follows:

| | | | | |
|---------|----------------|-------------|-----------|---------|
| 10/6/72 | 49000 | 1 | 9 | \$25.00 |
| Date | Validation No. | Machine No. | Dept. No. | Amount |

Requested by: _____
 (Head of Department)

For use by Fiscal Department

Paid by Revolving Fund Check No. _____

Dated _____ Amount _____

gen-1
 4-30-63

WINN-DIXIE STORES, INC.

GENERAL OFFICES
540 EDGEWOOD COURT — P.O. BOX 8 — JACKSONVILLE, FLORIDA 32203
(904) 384-5511

October 6, 1972

J. SHEPARD BRYAN, JR.
5-4707

Mrs. Mary Rushing
Corporations Division
Office of the Secretary of State
Tallahassee, Florida

Re: Winn-Dixie Stores, Inc.

Dear Mrs. Rushing:

Pursuant to the provisions of Section 608.18, Florida Statutes, I am submitting herewith Certificate of Amendment to the Certificate of Incorporation of Winn-Dixie Stores, Inc. for filing in the office of the Secretary of State of Florida. The proposed amendment to Article THIRD of the Certificate of Incorporation was approved by the stockholders of the company at the Annual Meeting held in Jacksonville, Florida at 9:00 o'clock A.M., Friday, October 6, 1968.

Pursuant to Section 608.18, Florida Statutes, I am enclosing our check in the amount of \$115.00, which covers the following:

| | |
|---|-----------------|
| Filing Fee | \$15.00 |
| Fee for certifying nine copies of the amendment @ \$10.00 each | 90.00 |
| Total | \$115.00 |

I would appreciate your advising us by telephone, collect, in Jacksonville (384-5511, Ext. 427) when the amendment has been filed, approved by the Secretary of State, and becomes effective.

We are most grateful for your cooperation with our office.

Very truly yours,

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

JSB:o
Enclosures

| | |
|--------|-------|
| G. TAX | |
| FILING | 25 |
| R. TAX | |
| C. TAX | 90 |
| TOTAL | 105 |
| Refund | \$10 |

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OCT 6 12 11 PM '72
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Make Helen

Called 10/6/72 mm

cc picked up 10-6

FF #15 mm

49100 ***90.0
49000 ***25.0

WINN-DIXIE STORES, INC.

GENERAL OFFICES
400 EDGEWOOD COURT — P.O. BOX B — JACKSONVILLE, FLORIDA 32203
(904) 784-5511

RECEIVED
Oct 6 9 48 AM '72
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 4, 1972

J. SHEPARD BRYAN JR.
Secretary

Ms. Phyllis Thomas
Corporations Division
Office of the Secretary of State
The Capitol
Tallahassee, Florida 32304

Re: Winn-Dixie Stores, Inc.

Dear Ms. Thomas:

As we just discussed on the telephone, a proposed amendment to Article THIRD of the Certificate of Incorporation of Winn-Dixie Stores, Inc. is to be voted upon by the stockholders of the company at the Annual Meeting to be held in Jacksonville, Florida on Friday, October 6, 1972.

The purpose of the amendment is to implement a 3-for-2 stock split up previously declared by the Board of Directors. I am submitting to you for review and approval the form of amendment to the Certificate of Incorporation, which we propose to file with the Secretary of State of Florida after the Annual Meeting on October 6, if approved by the stockholders.

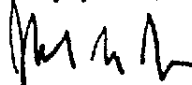
If the proposed form of amendment is acceptable to you, I would appreciate your advising me by telephone, collect, in Jacksonville. The telephone number is Area Code 904, 384-5511, Ext. 427. If you do not call, I will propose to call you on Thursday afternoon, October 5.

The form of charter amendment is substantially the same as the amendment to Article THIRD of the Certificate of Incorporation of Winn-Dixie Stores, Inc. filed with your office on December 12, 1968. In 1968, the filing tax was paid based upon an increase in the authorized capital stock to an aggregate of \$30,524,000, which is greater than the total par value of all shares after giving effect to the amendment to be filed on October 6, 1972. It would seem, therefore, that no filing tax is payable in connection with the filing of the present amendment. It will be appreciated if you will also confirm or correct this conclusion.

Assuming that everything is in order, we plan to deliver the amendment to Mrs. Mary Rushing for filing as soon as possible after our stockholders' meeting on Friday, October 6. We will require nine certified copies of the charter amendment. Duplicate original copies will be made available to your office for the purpose of certification.

We are always grateful for the efficient services of your office.

Sincerely yours,


J. Shepard Bryan, Jr.

JSB:o
Enclosure

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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

WINN-DIXIE STORES, INC., a Florida corporation, by Bert L. Thomas, its President, and J. Shepard Bryan, Jr., 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 July 7, 1972, 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 nine (9:00) o'clock A.M., Eastern Daylight Time, on Friday, October 6, 1972, for their consideration and approval. The resolution setting forth the proposed Amendment was and is as follows:

"RESOLVED, that the Board of Directors of this Company hereby approves and recommends to its stockholders an amendment to the first sentence of Article THIRD of the Company's Certificate of Incorporation, as heretofore amended, so that such first sentence shall read as follows:

'The total number of shares, including those previously authorized, which the Corporation may have outstanding at any time is 30,043,706 shares, all of which shall be common stock, having a par value of \$1.00 per share, divided into two classes, one of which shall consist of the 19,886,925 shares of Common Stock previously authorized plus 3,750,000 additional shares of Common Stock not previously authorized, and the other of which shall be designated "Class B Common Stock (Accumulating Convertible)" (hereinafter referred to as the "Class B Stock") which shall consist of the 5,861,781 shares previously

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

authorized plus 345,000 additional shares of Class B Stock not previously authorized.'

and further

"RESOLVED, that the close of business on August 28, 1972 be, and it hereby is, fixed as the record date for the determination of holders of the Common Stock and Class B Common Stock (Accumulating Convertible) entitled to notice of, and to vote at, the Annual Meeting of Stockholders to be held at 9:00 o'clock A.M., on Friday, October 6, 1972, at the headquarters office of the Company, 5050 Edgewood Court, Jacksonville, Florida, and that a Notice of Annual Meeting of Stockholders and Proxy Statement, together with a form of Proxy, be mailed on or about September 13, 1972 to holders of the Company's Common Stock and Class B Common Stock (Accumulating Convertible) of record on August 28, 1972, and that officers of this Company be and they hereby are authorized to give instructions with respect to such mailing and to the mailing of a special letter to brokers, banks and nominees; and further

"RESOLVED, that this Board of Directors hereby directs that the proposed amendment set forth in the second preceding resolution be submitted to a vote of the holders of the Company's outstanding Common Stock and Class B Common Stock (Accumulating Convertible) of record on August 28, 1972 at the Annual Meeting of Stockholders to be held on October 6, 1972."

2. That thereafter, pursuant to the aforesaid resolutions 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 nine (9:00) o'clock A.M., Eastern Daylight Time, on Friday, October 6, 1972, at which meeting stockholders owning and entitled to vote 11,010,757 shares out of

a total of 12,821,115 shares of the Common Stock and Class B Common Stock (Accumulating Convertible), each having a par value of \$1.00 per share, of the corporation outstanding and entitled to vote on said Amendment (being the only classes 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 of 10,971,721 shares of said Common Stock and Class B Common Stock (Accumulating Convertible) in the affirmative to 39,036 shares of said Common Stock and Class B Common Stock (Accumulating Convertible) 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 1971, 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 6th day of October, A.D. 1972.

WINN-DIXIE STORES, INC.

By: Bert L. Thomas
Bert L. Thomas, President

Attest: J. Shepard Bryan, Jr.
J. Shepard Bryan, Jr.
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF DUVAL) ss.:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Bert L. Thomas and J. Shepard Bryan, Jr., to me known to be the persons described and who, respectively as President and Secretary of WINN-DIXIE STORES, INC., a Florida corporation, executed the foregoing instrument on behalf of said corporation; and they severally acknowledged before me that they executed said instrument as such officers of said corporation in the name of and on behalf of said corporation; that the Secretary affixed and attested the seal of said corporation on said instrument; that such acts were done by authority of said corporation for the uses and purposes in said instrument set forth; and that the foregoing instrument is the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal this 6th day of October, 1972, at Jacksonville, in said County and State.


Notary Public, State of Florida
at Large

Notary Public, State of Florida at Large
My commission expires June 23, 1976

NOTARIAL SEAL)