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Amendment (#2)

Filed 10-7-83

5 pgs.

WINN-DIXIE STORES, INC.

LEGAL OFFICES 5050 EDGEWOOD COURT - P O BOX 8 JACKSONVILLE, FLORIDA 32203 (904) 783 5000

October 7, 1983

SHEPARD BRYAN JR.
Secretary

Mrs. Mary Rushing Kacur
Assistant Bureau Chief
Charter Section
Office of the Secretary of State
The Capitol Building
20th Floor - Room 2002
Tallahassee, Florida 32304

Dear Mrs. Kacur:

In accordance with your telephone conversation with Mrs. Oxford of this office, I am enclosing for filing and certification six copies of Articles of Amendment to the Articles of Incorporation of Winn-Dixie Stores, Inc. approved by the shareholders of this company at the Annual Meeting held on October 7, 1983.

The amendment increases the authorized capital stock of this company as follows:

Class of Stock	No. Shares Previously Authorized	No. Shares Authorized After Amendment
CHARTER DAY STAMP C. T. W. 7/24/83 Common Stock p.v. \$1.00 per sh.	30,790,237	49,993,932
R. AGENT SEE C. C. W. 7/24/83 Class B Common Stock (Accumulating Convertible) p.v. \$1.00 per sh.	3,641	6,068
N. BANK 7/24/83 Total - Common Stock and Class B Stock p.v. \$1.00 per sh.	30,793,878	50,000,000
REFUND		19,206,122

Net increase in number of authorized shares:

It is our understanding that the form of the amendment meets the requirements of your office for filing. We are therefore also enclosing Winn-Dixie Stores, Inc. check payable to the order of the Secretary of State of Florida in the amount of \$3,435.00 to cover the following:

WALK IN - WILL WAIT

5 - Certified Copies

10-6-83

NAME: WINN-DIXIE STORES, INC.

DATE: OCT 7 1983

FILED: TA OCT 10 1983

W. P. Verdyer

OPERATORS OF FOOD STORES ACROSS THE SUNBELT

Mrs. Mary Rushing Kacur
October 7, 1973
Page Two

Charter Tax	\$3,045.00
Filing Fee	15.00
5 certified copies (5 x \$15.00 ea.)	75.00
Total	<u>\$3,135.00</u>

We are most grateful for your usual kind assistance in expediting the filing and handling of these documents for us.

Sincerely yours,


J. Shepard Bryan, Jr.

JSB:fb
Enclosures

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

FILED
1983 OCT -7 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.187 of the Florida General Corporation Act, we, the undersigned, being respectively the President and Secretary of WINN-DIXIE STORES, INC. hereby certify:

- A. The name of the corporation is WINN-DIXIE STORES, INC.
- B. The first sentence of Article THIRD of the Company's Certificate of Incorporation, as heretofore amended, is amended to read as follows:

"The total number of shares, including those previously authorized, which the Company may have outstanding at any time is 50,000,000 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 30,790,237 shares of Common Stock previously authorized plus 19,203,695 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 3,641 shares previously authorized plus 2,427 additional shares of Class B Stock not previously authorized."

- C. In accordance with the provisions of Section 607.134, Florida Statutes, effective July 1, 1983, the Board of Directors of Winn-Dixie Stores, Inc. by unanimous written consent adopted a resolution setting forth the proposed Amendment to the Certificate of Incorporation and directed that the Amendment be submitted to a vote of shareholders at the annual meeting of the Corporation to be held at 9:00 AM, on October 7, 1983, at the headquarters office of the Corporation, 5050 Edgewood Court, Jacksonville, Florida.
- D. In accordance with the provisions of Section 607.181, Florida Statutes, written notice setting forth a summary

of the changes to be effected by the proposed Amendment was given to each shareholder of record entitled to vote thereon in accordance with the applicable laws of the State of Florida and the By-Laws of the Corporation.

- E. At the annual meeting of shareholders of the corporation held on October 7, 1983, the proposed Amendment was approved and adopted by the shareholders by the affirmative vote of the holders of a majority of shares entitled to vote thereon.

IN WITNESS WHEREOF, Winn-Dixie Stores, Inc. has caused these Articles of Amendment to Articles of Incorporation to be executed in its corporate name and by its respective President and Secretary under the seal of the corporation on the 7th day of October, 1983.

WINN-DIXIE STORES, INC.

By A. Dano Davis
Its President

By J. Shepard Bryan, Jr.
Its Secretary

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7th day of October, 1983 by A. Dano Davis and J. Shepard Bryan, Jr., President and Secretary respectively, of Winn-Dixie Stores, Inc., a Florida corporation, on behalf of the corporation.

William D. Smith Jr.
Notary Public
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN 19 1985