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Amendment

Filed 10-8-86

4 pgs.

WINN DIXIE

18817

WINN-DIXIE STORES, INC. 4050 REDWOOD COURT P. O. BOX 6 JACKSONVILLE FLORIDA 32203-0297 (904) 783-5000

October 3, 1986

Bureau of Corporate Records
 Division of Corporations
 Department of State
 P. O. Box 6327
 Tallahassee, FL 32301

Re: WINN-DIXIE STORES, INC. 10 V. 286 20086 915
 Amendment to Articles of Incorporation DOMESTIC AMENDMENTS
 Adopted by Shareholders 10/1/86
 CERT. PHOTO COPY

Gentlemen:

Pursuant to Section 607.187, Florida Statutes, I am enclosing herewith five duplicate original copies of the amendment to the Articles of Incorporation of Winn-Dixie Stores, Inc. as adopted by the shareholders on October 1, 1986 for filing by the Department of State.

Pursuant to Section 607.631, Florida Statutes, I am also enclosing our check in the amount of \$75.00, including \$35.00 for filing fee and \$40.00 for furnishing four certified copies of the documents. There has been an increase in the authorized capital stock of the Corporation.

If there is any question in connection with the filing, please contact the undersigned at (904) 783-5000.

Thank you for your assistance.

Very truly yours,


 J. Shepard Bryan, Jr.

Amendment

File	
Number	11-9-86
Date	15/
By	15/ JSB:lb
For	Director of
Amount	15
W. P. Verlyer	15

C. V. P.	
FILED	15
C. COPY	100
C. L. FEE	
P. COPY	
SEARCH	
TOTAL	75
AMOUNT PAID	
RECEIVED	

RECEIVED
 OCT 8 2 32 PM '86
 REGISTRAR OF CORPORATIONS

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

FILED
OCT 8 2 12 PM '88
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. Paragraph (1) of Article NINTH of the Company's Articles of Incorporation, as heretofore amended, is amended by adding the following provisions thereto:

"Each Director shall serve until his or her successor is elected and qualified or until death, retirement, resignation or removal. No Director shall be removed from office during his or her term as a Director, by vote or other action by stockholders or otherwise, except for cause, and if by vote of stockholders, then only by a vote of the holders of two-thirds of the shares then entitled to vote at an election of Directors. Any vacancy which occurs on the Board of Directors may be filled by a majority vote of the remaining Directors or by the stockholders. A Director elected by the Board to fill a vacancy shall serve until the next Annual Meeting of Stockholders and until his or her successor is elected and qualifies; a Director elected by the stockholders to fill a vacancy shall serve for the balance of the term of the Director whose office has been vacated.

The provisions of this Paragraph (1) of Article NINTH may not be amended, altered, changed or repealed, in whole or in part, unless authorized by the affirmative vote of the holders of two-thirds of the shares then entitled to vote at an election of directors."

- C. In accordance with the provisions of Section 607.181, Florida Statutes, the Board of Directors of Winn-Dixie Stores, Inc. 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 A. M., on October 1, 1986, 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 the proposed Amendment and 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 1, 1986, 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 1st day of October, 1986.

WINN-DIXIE STORES, INC.

By *A. Dano Davis*
 Its President
 By *J. Shepard Bryan*
 Its Secretary

STATE OF FLORIDA)
)
 COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 1st day of October, 1986 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.

Maurice H. Tayless
 Notary
 Notary Public, State of Florida
 My Commission Expires April 27, 1987