

memorandum

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Amendment
Hess & Lovell
Grocery Company
Paragraph 6 (b)

Filed in Office Secretary
of State, of the State of
Florida, this 7th day of
Aug. A. D., 1920
R. A. GRAY
Secretary of State

WINE & 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 at Jacksonville, Florida on
August 8, 1950, resolutions were adopted setting forth a proposed
amendment to the Amended Certificate of Incorporation of said corpora-
tion declaring said amendment advisable and called a meeting of the
stockholders of said corporation to be held at Jacksonville, Florida,
at 11:00 o'clock A. M. on Tuesday, August 29, 1950, for a considera-
tion thereof. The resolution setting forth the proposed amendment
was and is as follows:

WHEREAS, Paragraph (6)(b) under Section Third of the
Amended Certificate of Incorporation of this Company, as
amended by a certificate filed in the office of the Secretary
of State of the State of Florida on August 16, 1948, provides
as follows:

"(b) Whenever and as often as dividends on the Preferred
Stock shall be in arrears and such arrears shall aggregate
an amount equal to or exceeding four quarterly dividends
upon such stock at the rate or rates fixed at the time of
the original authorization of the issue of shares of the
respective series, the Holders of the Preferred Stock of
all series, shall be entitled to equal voting rights with
the said Common Stock, share for share, for all purposes,
until all arrears in dividends on the Preferred Stock
shall have been paid in full and the quarterly dividend
thereon for the current quarterly dividend period shall
have been declared and set apart in full (which shall be
done as expeditiously as practicable), and thereupon all
voting rights shall be reverted in the common stock." / and

WHEREAS, by a certificate filed in the office of the Secretary of State of the State of Florida on March 13, 1950, the Amended Certificate of Incorporation of this Company was amended so as to provide, among other things, that the total number of shares of Common Stock, which this Company may have issued and outstanding at any time shall be 1,500,000 instead of 500,000, as had theretofore been the case, and that the 372,000 shares of fully paid Common Stock without par value theretofore outstanding be increased to 1,116,000 shares of Common Stock, having a par value of \$1.00 per share, each of said 372,000 shares being thereby changed or converted into three (3) shares of Common Stock, having a par value of \$1.00 per share, all fully paid and non-assessable; and

WHEREAS, it was not intended that the aforesaid amendment on March 13, 1950, should affect adversely the Preferred Stock or any of the rights, preferences, privileges or powers of the outstanding Preferred Stock or the restrictions or qualifications thereof; and

WHEREAS, in order that the relative voting rights and powers of the Preferred Stock shall be the same as they were before the aforesaid amendment of March 13, 1950, 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 the amended Certificate of Incorporation of this Company be further amended by striking out paragraph (6) (b) under Section Third and substituting in lieu of the matter so stricken, the following:

"(b) Whenever and as often as dividends on the Preferred Stock shall be in arrears and such arrears shall aggregate an amount equal to or exceeding four quarterly dividends

upon such stock at the rate or rates fixed at the time of the original authorization of the issue of shares of the respective series, the holders of the Preferred Stock or all series shall be entitled to vote on any matter or matters whatsoever which shall be put to a vote of stockholders of the corporation or which may be the subject of proper action by stockholders of the corporation and, except as otherwise expressly provided herein and except as otherwise may be required by law, for all purposes each holder of Preferred Stock shall be entitled to three (3) votes for each share of Preferred Stock held by him and each holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock held by him, until all arrears in dividends on the Preferred Stock shall have been paid in full and the quarterly dividend thereon for the current quarterly dividend period shall have been declared and set apart in full (which shall be done as expeditiously as practicable), and thereupon all voting rights shall be reverted in the Common Stock."


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, at 11:00 o'clock A.M., on Tuesday, August 29, 1950, at which meeting stockholders owning and entitled to vote 987,188 shares of a total of 1,140,000 outstanding shares of the common (voting) stock of the corporation, (being the only class of stockholders entitled to vote at such meeting) were present in person 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.

That said amendment was duly adopted in accordance with the provisions of Sections 612.05 and 612.06, Florida Statutes 1941, and the capital of the corporation will not be decreased by reason of such amendments.

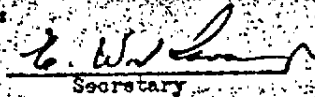
IN WITNESS WHEREOF, said Winn & Lovett Grocery Company has caused this certificate to be signed by its President, attested by its Secretary and its corporate seal to be hereunto affixed at Jacksonville, Florida, this 29th day of August, A. D. 1950.

WINN & LOVETT GROCERY COMPANY (SEAL)

By


President

Attest:


Secretary

STATE OF FLORIDA

COUNTY OF DUVAL

I, Louise S. Bailey, a officer duly authorized to administer oaths and take acknowledgments in and for said State and County, do hereby certify that A. D. DAVIS and E. W. KAVANAUGH, to me well known and known to me to be the President and Secretary respectively of the above named corporation, Winn & Lovett Grocery Company, and known to me to be the individuals described in and who executed the foregoing certificate as such President and Secretary of said corporation, respectively, personally appeared before me this day, and did severally acknowledge to and before me that they executed said instrument as such officers of said corporation for the purpose of thereby binding said corporation; that they were duly authorized by the Board of Directors of said corporation, and 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 29th day of August, A. D. 1950.

Louise S. Bailey
Notary Public, State of Florida at Large
My commission expires Aug. 22, 1953