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Amendment

Filed 9-30-48

7 pgs.

10011-2

Amendment
Minn & Lovett
Grocery Company
"The Supreme Right
of Stockholders"

FILED IN OFFICE RECORDS
OF CLERK OF THE SENATE OF
MICHIGAN FEB 30 1948
W. J. GRAY
CLERK OF THE SENATE

CABLE ADDRESS, YATES

LAW OFFICES

MARKS, GRAY, YATES & CONROY

GRAHAM BUILDING

P. O. BOX 447

JACKSONVILLE 1, FLORIDA

September 29, 1948

RECEIVED
1948 SEP 30 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: W. M. & Lovett Grocery Co.

Dear Mr. Gray:

We enclose herewith certificate of amendment to the charter of above company and request that you file the same. We enclose check for \$10.00.

We are sending a duplicate copy with request that you certify and return the same, billing us for this service.

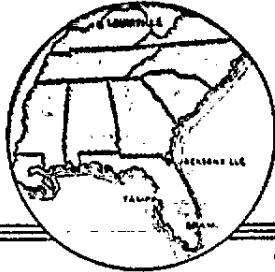
Cordially yours,

MARKS, GRAY, YATES & CONROY

By *Sam D. Marks*

SMS/ms
Enclosures

E. TAX	
FILED	10.00
R. APPRO. FEE	
C. AS	2.00
EST.	2.00
TOTAL	10.00
PAYED	2.00



WINN & LOVETT GROCERY COMPANY

GENERAL HEADQUARTERS, DRAWER B WEST BAY STATION, BEAVER & BARNETT STREETS

Jacksonville 3, Florida

OPERATORS OF
LOVETT'S
TABLE SUPPLY
STEIDEN STORES
PIGGLY WIGGLY
ECONOMY WHOLESALE GROCERY CO.

P. F. ARNALL
ASST. SECY. TREAS.

June 29, 1949.

Secretary of State,
Tallahassee, Florida.

Dear Sir:

Enclosed herewith you will find check in amount of \$1,340.00 and Corporation Report and Tax Returns for the period beginning July 1, 1949 and ending June 30, 1950. Please forward receipts to this office.

Very truly yours,

P. F. Arnall
P. F. Arnall

CERTIFICATE OF AMENDMENT TO CERTIFICATE
OF INCORPORATION OF WINN & LOVETT GROCERY
COMPANY

Winn & Lovett Grocery Company, a Florida corporation, by its duly authorized officers, hereby certifies:

1. That at a meeting of its Board of Directors held at Jacksonville, Florida, on August 2, 1948 at which meeting a quorum of the Board of Directors was present, the following resolution was unanimously adopted, viz:

WHEREAS, the corporate charter authorized the issuance and sale of 500,000 shares of common stock and only 346,700 such shares have been heretofore issued and sold, and

WHEREAS, to facilitate the company's plan of financing and for other good and sufficient reasons, it is deemed advisable to dispense with any pre-emptive right on the part of existing stockholders to purchase said authorized but unissued shares;

NOW THEREFORE, this Board resolves and recommends that the charter of the company be amended to provide that: "No stockholder shall have any pre-emptive right to purchase any part of 153,300 shares of the company's common stock, authorized by the charter and unissued as of this date (August 2nd, 1948). All such shares may at any time be offered for sale and sold by or under the direction of the Board of Directors to any person, for such fair and adequate consideration as the Board of Directors may fix and determine.

RESOLVED FURTHER that this proposed amendment be submitted to the stockholders at the annual meeting of the company to be held in Jacksonville on August 31, 1948 for their consideration, of which due notice shall be given said stockholders.

2. That pursuant to said action of the Board of Directors, a meeting of the stockholders of said corporation was duly called and held at the office of the corporation in Jacksonville, Florida, on Tuesday, August 31, 1948, notice whereof was theretofore duly given according to law, such notice of the meeting including the following statement:

"Among other matters to be considered will be a proposed charter amendment to provide that no stockholder shall have any pre-emptive right to purchase any part of the 153,300 shares of the company's common stock now authorized but unissued, such shares being thereby made available for sale under the direction of the Board of Directors to any person, for such fair and adequate consideration as the Board may fix and determine."

And at said meeting there were present either in person or by proxy stockholders of record holding more than four-fifths of the outstanding common stock of said corporation and holding more than four-fifths of the voting power. Whereupon, in due course the aforesaid resolution of the Board

of Directors, setting forth and proposing the charter amendment, was brought on for consideration by the stockholders; and thereupon, after discussion, it was moved, seconded and unanimously carried that such charter amendment be authorized and approved, the minutes of the stockholders meeting on that matter reading as follows:

"After full and complete discussion and upon motion made by Mr. Rhydon C. Latham, seconded by Currie Witt, the following resolution was offered and unanimously adopted:

RESOLVED That the stockholders of this company favor an amendment of the corporate charter, as proposed and recommended by the Board of Directors at its meeting held August 2, 1948, to the end that no stockholders shall have any pre-emptive right to purchase any part of the presently authorized but unissued 153,300 shares of the corporation's common stock, and are willing for the Board of Directors to proceed forthwith to authorize and direct the officers to take all steps necessary to make such charter amendment effective, and

FURTHER RESOLVED That said 153,300 shares may at any time be offered for sale and sold by or under the direction of the Board of Directors to any person for such fair and adequate consideration as the Board of Directors may fix and determine."

Whereupon, the corporate officers were directed to certify, as they hereby do, to the foregoing matters and things and to file this certificate in the office of the Secretary of State for the State of Florida.

IN WITNESS WHEREOF, Winn & Lovett Grocery Company has caused these presents to be executed in its corporate name by its Vice President and Secretary, under its corporate seal, this 27th day of September, A.D. 1948.

WINN & LOVETT GROCERY COMPANY

By James E. Davis
Vice President

Attest: C. W. Kavanagh
Secretary

STATE OF FLORIDA.)
) SS
COUNTY OF DUVAL)

I, Louise S. Bailey, an officer duly authorized to take acknowledgments of deeds, do hereby certify that on this day personally appeared before me James E. Davis and C. W. Kavanagh to me well known and known to me to be the President and Secretary respectively of Winn & Lovett Grocery Company, a Florida corporation, and the persons

described in and who executed the foregoing certificate of amendment to the charter of said corporation, and they did severally acknowledge to and before me that they executed said certificate, as officers of said corporation, for the uses and purposes therein expressed and that said instrument is the act and deed of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, this September 27th, A.D. 1948.

Louise A. Bowler

Notary Public

My commission expires: