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Amendment

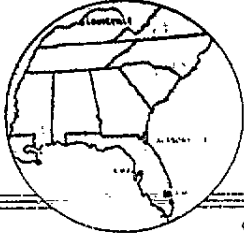
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Winn & Lovell
Grocery Company
inc. cap. stock to
6,000,000 com. @ 1.00

RECEIVED BY THE SECRETARY OF THE STATE
AT THE OFFICE OF THE SECRETARY OF THE STATE
AT WASHINGTON, D. C. 20540
Aug. 11, 1954
SECRETARY OF STATE
[Signature]



WINN & LOVETT GROCERY COMPANY

GENERAL HEADQUARTERS, DRAWER B WEST BAY STATION, 5050 EDGEWOOD COURT

OPERATING DIVISIONS OF
LOVETT'S
MARGARET ANN
STEIDEN STORES
TABLE SUPPLY
PIGGY WIGGLY
KWIK CHEM
ECONOMY WHOLESALE GROCERY CO

P. F. ARNALL,
ASST. SECY. TREAS.

Jacksonville 3, Florida

July 9, 1954

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

Sir:

We are enclosing Corporation Report and Tax Returns and our check in the amount of \$1,320.00 covering tax for the following corporations:

Winn & Lovett Grocery Company
Economy Wholesale Grocery Company
Suwannee Food & Baking Company
W & L Ad Service, Inc.
Hi-Low Food Stores, Inc.
Margaret Ann Properties, Inc.

We are also enclosing checks of Potato Distributors, Inc. and May-Bilt, Inc. covering the tax due as shown by their returns.

Very truly yours,


P. F. Arnall

r
Enc.

APPROVED AND FILED

RECORDED

C. A. Gray

1954 JUL 20 AM 9:12

WINN & LOVETT GROCERY COMPANY, a Florida Corporation, by *AL 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 July 6, 1954, a resolution was adopted setting forth a proposed amendment to the Amended Certificate of Incorporation of said corporation, declaring said amendment advisable and calling a meeting of the stockholders of said corporation to be held at Jacksonville, Florida, at eleven o'clock A.M. on Friday, August 6, 1954, for the consideration and approval thereof. The resolution setting forth the proposed amendment was and is as follows:

"WHEREAS, it is deemed advisable that the amended Certificate of Incorporation of this Corporation be further amended as hereinafter set forth;

"NOW THEREFORE, BE IT RESOLVED, that the amended Certificate of Incorporation of Winn & Lovett Grocery Company be further amended by striking out Section THIRD thereof and substituting in lieu of the matter so stricken the following:

'THIRD: The total number of shares, including those previously authorized, which the Corporation may have outstanding at any time is 6,000,000 shares, all of which shall be Common Stock, having a par value of \$1.00 per share. The shares of Common Stock, having a par value of \$1.00 per share, may from time to time be issued for such consideration, payable in either money or property, labor or services, having a value as in the judgment of the Board of Directors shall be at least equivalent to the full par value of the stock so issued, and all shares so issued and paid for shall thenceforth be fully paid and non-assessable. Except as to stockholders having some contractual right of subscription, no holders of Common Stock shall have any preemptive right, as such holder, to purchase, subscribe for or otherwise acquire any part of any new or additional issue of capital stock of any class whatsoever, or of securities convertible into capital stock of any class whatsoever, whether now or hereafter authorized, or whether issued for cash, property, labor or services.; and further

6
400.00
5.00
1800
423.00
423.00

"RESOLVED, that the foregoing resolution be duly submitted to the Stockholders of this Corporation for their consideration and approval at a Special Meeting of Stockholders which is hereby called to be held at the office of the Corporation, 5050 Edgewood Court, Jacksonville, Florida, on Friday, August 6, 1954, at eleven o'clock A.M., Eastern Standard Time; and further

"RESOLVED, that the proper officers of this Corporation, if the Stockholders approve, be and they hereby are authorized and directed to file, on or before August 20, 1954, the necessary certificate or certificates with the Secretary of State of the State of Florida to effect said amendment to this Corporation's amended Certificate of Incorporation."

SECOND: That thereafter, pursuant to the aforesaid Resolution of its Board of Directors, a meeting of the stockholders of said corporation was duly held at the office of the corporation, 5050 Edgewood Court, Jacksonville, Florida, at eleven o'clock A.M., Eastern Standard Time, on Friday, August 6, 1954, at which meeting stockholders owning and entitled to vote 874,673 shares of a total of 1,406,000 shares of the Common (voting) Stock, having a par value of \$1.00 per share, of the corporation outstanding and entitled to vote at said meeting (being the only class of stockholders entitled to vote at said 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.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 612.05, Florida statutes of 1951 and Section 608.18, Florida statutes of 1953 and the capital of the corporation will not be decreased by reason of such amendment.

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 6th day of August A.D., 1954.

WINN & LOVETT GROCERY COMPANY

BY W. H. Lovett PRESIDENT

ATTEST: J. W. Lovett SECRETARY

STATE OF FLORIDA)
) SS
 COUNTY OF DUVAL)

I, Louise S. Bailey, an 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 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 severally acknowledged to and before me that they executed said instrument as such officers of said corporation and for the purpose of thereby binding said corporation; that they were duly authorized by the Board of Directors of said Corporation to 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 6th day of August A.D., 1954.

Notary Public, State of Florida at Large

My commission expires _____