

118817

Merger

Filed 9-4-90, eff. 9-19-90

11 pgs.

Document Number Only

118817

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Suite #200

Address (904)

Tallahassee, Florida 32301 656-8298

City State Zip Phone

ANY QUESTIONS CALL CONNIE OR MELANIE CORPORATION(S) NAME

Winn-Dixie Stores, Inc (*118817)

operating:

Superbrand Dairy Products, Inc (*263361)

- Profit
- NonProfit
- Foreign
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9-4-90

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118817

ARTICLES OF MERGER

NAMES OF MERGED CORPORATION(S) STATE OF INC. DOCUMENT # IF APP.

SUPERBRAND DAIRY PRODUCTS, INC. Florida 263561

-----MERGING INTO-----

NAME OF SURVIVING CORPORATION STATE OF INC. DOCUMENT # IF APP.

WINN-DIXIE STORES, INC. Florida 118817

IF THE NAME OF THE SURVIVING CORPORATION WAS CHANGED IN THE MERGER, THE NAME THAT THE SURVIVING CORPORATION CHANGED TO:

File Date: 9-4-90

Effective Date, if applicable: 9/19/90

Document Examiner: AJH

FILED

ARTICLES OF MERGER 1990 SEP -4 PM 2:59
of
SUPERBRAND DAIRY PRODUCTS, INC.
(Subsidiary Corporation)
with and into
WINN-DIXIE STORES, INC.
(Parent Corporation)

FILED DATE
9/19/90

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned, WINN-DIXIE STORES, INC., and SUPERBRAND DAIRY PRODUCTS, INC., adopt the following Articles of Merger for the purpose of merging SUPERBRAND DAIRY PRODUCTS, INC., Subsidiary Corporation, into WINN-DIXIE STORES, INC., Parent Corporation:

- A. The names of the corporations which are parties to the merger are as follows: WINN-DIXIE STORES, INC., a Florida corporation, and SUPERBRAND DAIRY PRODUCTS, INC., a Florida corporation. The name of the Surviving Corporation is WINN-DIXIE STORES, INC.
- B. The Plan of Merger dated August 20, 1990 between WINN-DIXIE STORES, INC., and SUPERBRAND DAIRY PRODUCTS, INC., is attached hereto and by this reference made a part hereof.
- C. SUPERBRAND DAIRY PRODUCTS, INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. SUPERBRAND DAIRY PRODUCTS, INC., has 100 shares of Common Stock with par value of \$10 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- D. The Plan of Merger was adopted and approved by the Board of Directors of WINN-DIXIE STORES, INC., as Parent Corporation, in the manner prescribed by

Section 607.1104 of the Florida Business Corporation Act at a meeting duly held on August 20, 1990. Shareholder approval of the merger is not required.

E. Pursuant to Section 607.1104 of the Florida Business Corporation Act, on August 20, 1990 WINN-DIXIE STORES, INC., as holder of all of the outstanding shares of SUPERBRAND DAIRY PRODUCTS, INC., waived the mailing of a copy of the Plan of Merger to the sole shareholder of record of the subsidiary corporation.

F. The effective date of the merger is September 19, 1990.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., the Parent Corporation and SUPERBRAND DAIRY PRODUCTS, INC., have caused these Articles of Merger to be executed in their corporate names by their respective Presidents and Secretaries under the seals of the Corporations the 20th day of August, 1990.

Signed, sealed and delivered in the presence of:

Betty L. Robinson

Selma Carver

WINN-DIXIE STORES, INC.

By [Signature]
Its President

By [Signature]
Its Secretary

PARENT CORPORATION

Signed, sealed and delivered in the presence of:

Betty L. Robinson

Selma Carver

SUPERBRAND DAIRY PRODUCTS, INC.

By [Signature]
Its President

By [Signature]
Its Secretary

SUBSIDIARY CORPORATION

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me
this 20th day of August, 1990, by James Kufeldt and J.
Shepard Bryan, Jr., President and Secretary, respectively, of
WINN-DIXIE STORES, INC., a Florida Corporation, on behalf of
the corporation.

(NOTARIAL SEAL)

Louise Carter
Notary Public, State and County
aforesaid. My Commission expires:



STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me
this 20th day of August, 1990, by James Kufeldt and J.
Shepard Bryan, Jr., President and Secretary, respectively, of
SUPERBRAND DAIRY PRODUCTS, INC., a Florida Corporation, on
behalf of the corporation.

(NOTARIAL SEAL)

Louise Carter
Notary Public, State and County
aforesaid. My Commission expires:



**PLAN OF MERGER
WINN-DIXIE STORES, INC.
(Parent Corporation)
and
SUPERBRAND DAIRY PRODUCTS, INC.
(Subsidiary Corporation)**

**PLAN OF MERGER effective September 19, 1990 between
WINN-DIXIE STORES, INC., a Florida corporation (sometimes
"WINN-DIXIE" or "Surviving Corporation") and SUPERBRAND DAIRY
PRODUCTS, INC., a Florida corporation (sometimes "SUPERBRAND"
or "Absorbed Corporation"); WINN-DIXIE and SUPERBRAND being
together hereinafter sometimes referred to as "Constituent
Corporations".**

RECITALS

- A. WINN & LOVETT GROCERY COMPANY was incorporated under the laws of Florida on December 26, 1928.
- B. The corporate name of WINN & LOVETT GROCERY COMPANY was changed to WINN-DIXIE STORES, INC., by Certificate of Amendment filed in the Office of the Secretary of State of Florida on November 15, 1955.
- C. SUPERBRAND DAIRY PRODUCTS, INC., was incorporated under the laws of Florida on October 10, 1962.
- D. SUPERBRAND DAIRY PRODUCTS, INC., is a wholly owned subsidiary corporation of WINN-DIXIE STORES, INC., and the Board of Directors of WINN-DIXIE STORES, INC., deems it desirable and in the best interests of the Company that SUPERBRAND DAIRY PRODUCTS, INC., be merged into WINN-DIXIE STORES, INC., pursuant to the

provisions of Section 607.1104 of the Florida
Business Corporation Act.

NOW THEREFORE, in consideration of the mutual covenants, and
subject to the terms and conditions hereinafter set forth, the
Constituent Corporations agree as follows:

SECTION ONE. The name of the Parent Corporation is
WINN-DIXIE STORES, INC., and the name of the Subsidiary
Corporation is SUPERBRAND DAIRY PRODUCTS, INC.

SECTION TWO. Merger. SUPERBRAND DAIRY PRODUCTS, INC.,
shall merge with and into WINN-DIXIE STORES, INC., which
shall be the Surviving Corporation.

SECTION THREE. Terms and Conditions. On the effective
date of the merger, the separate existence of SUPERBRAND
DAIRY PRODUCTS, INC., shall cease, and WINN-DIXIE STORES,
INC., as Surviving Corporation shall succeed to all the
rights, privileges, immunities, and franchises, and all the
property, real, personal, and mixed of SUPERBRAND DAIRY
PRODUCTS, INC., without the necessity for any separate
transfer. The Surviving Corporation shall hereafter be
responsible and liable for all liabilities and obligations of
the Absorbed Corporation, and neither the rights of creditors
nor any liens on the property of the Absorbed Corporation
shall be impaired by the merger.

SECTION FOUR. Articles of Incorporation of Surviving
Corporation. The Articles of Incorporation, as amended, of
the Surviving Corporation shall continue to be the Articles
of Incorporation following the effective date of the merger.

SECTION FIVE. By-Laws of Surviving Corporation. The
By-Laws of the Surviving Corporation shall continue to be By-

Laws of the Surviving Corporation following the effective date of the merger.

SECTION SIX. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN. Cancellation of SUPERBRAND Shares on Merger. Each share of the common stock of SUPERBRAND DAIRY PRODUCTS, INC., issued and outstanding on the effective date of the merger shall be retired and cancelled, and no shares of SUPERBRAND shall be converted into shares of Common Stock of the Surviving Corporation.

As of the effective date of merger, each certificate of common stock of SUPERBRAND owned by the Surviving Corporation shall be retired and cancelled by the Surviving Corporation.

Each share of WINN-DIXIE STORES, INC., outstanding immediately prior to the merger becoming effective shall remain outstanding immediately after the merger as an identical share of the Surviving Corporation.

SECTION EIGHT. Effective Date of Merger. The effective date of this merger shall be September 19, 1990.

IN WITNESS WHEREOF, WINN-DIXIE and SUPERBRAND have caused this Plan of Merger to be executed in their corporate names by their respective Presidents and Secretaries under

seals of the Corporations as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

Betty L. Robinson
Louise Carver

SUPERBRAND DAIRY PRODUCTS,
INC.

By *James Keefe*
Its President

By *Jm*
Its Secretary

SUBSIDIARY CORPORATION

Signed, sealed and delivered
in the presence of:

Betty L. Robinson
Louise Carver

WINN-DIXIE STORES, INC.

By *James Keefe*
Its President

By *Jm*
Its Secretary

PARENT CORPORATION

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me
this 20th day of August, 1990, by James Kufeldt and J.
Shepard Bryan, Jr., President and Secretary, respectively, of
WINN-DIXIE STORES, INC., a Florida Corporation, on behalf of
the corporation.

(NOTARIAL SEAL)

Belouis Carver

Notary Public, State and County
aforesaid. My Commission expires:



STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me
this 20th day of August, 1990, by James Kufeldt and J.
Shepard Bryan, Jr., President and Secretary, respectively, of
SUPERBRAND DAIRY PRODUCTS, INC., a Florida Corporation, on
behalf of the corporation.

(NOTARIAL SEAL)

Belouis Carver

Notary Public, State and County
aforesaid. My Commission expires:

