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Articles of Amendment  
Filed 11-23-44

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In re.

WINN & LOVETT GROCERY COMPANY

*Change sup. stock to*  
*500.000 shares I.P.U. Comm.*

CERTIFICATE

OF THE STOCK OF THE COMPANY

FILED IN OFFICE SECRETARY

*22nd*  
*November 1944*

R. A. GARY  
SECRETARY OF STATE

*lrd*

MARKS, MARKS, HOLT, GRAY & YATES

ATTORNEYS AT LAW  
JACKSONVILLE, FLORIDA

LAW OFFICES

MARKS, MARKS, HOLT, GRAY & YATES

RICHARD P. MARKS  
BORN 1902  
SAM R. MARKS  
FRANCIS M. HOLT  
HARRY T. GRAY  
JAMES A. YATES

E. F. POMEROY, JR.  
SAM R. MARKS, JR.  
CARLOS L. EDWARDS

GRAHAM BUILDING

JACKSONVILLE, FLORIDA

November 22nd, 1944

NOV 23 1944

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

Dear Mr. Gray:

Re: Winn & Lovett Grocery Company

Herewith find certificate of amendment to the charter of above Company. Kindly file and acknowledge this paper which is transmitted in order to conform to the provisions of Section 612.06, Florida Statutes 1941.

While this charter originally authorized an issue of only 210,000 shares of stock, while the amendment authorizes up to 500,000, there would appear to be no additional fees and taxes due under Section 612.58 for the following reasons: We estimate that the Company must have paid \$1580.00 at the time of its incorporation - the original authorization was for 10,000 shares of \$100.00 par value stock (Preferred); 100,000 shares of Class A no par value stock; 100,000 shares Class B no par value stock. Now the par value (Preferred) stock, as well as the Class A shares, have been retired and as you will observe the amendment provides for the Company to have only one class of stock, viz. Common without par value, of which 500,000 may be issued.

If the Company was now being organized with an authorized capital of 500,000 shares of common stock, without par value, we believe the taxes and fees to be paid would aggregate \$1192.50, which is \$387.50 less than was originally paid. It is provided in Section 612.58 that upon amendment "all fees theretofore paid by said corporation with reference to the shares authorized prior to such amendment for consolidation shall be deducted."

At the time of receiving and filing this certificate of amendment you should apparently demand and

110,000,000 \$4,200,000  
12-26-28 shares no par  
44 tax paid

LAW OFFICES  
MARKS, MARKS, HOLT, GRAY & YATES

CONTINUED

Hon RA Gray

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11/22/44

receive a \$10.00 fee as indicated by the statute and, in view of this and as we would like to have you send us a certified copy of the amendment and dont know what your charge for that will be, we enclose our check for \$20.00 and if this is too much you can refund the excess when you reply.

Cordially yours,

MARKS MARKS HOLT GRAY & YATES,

By *Edw. Marks*

SRM/t

enclosures.

WINN & LOVETT GROCERY COMPANY, a Florida corporation, by A. D. Davis, its President, and E. W. Kavanaugh, its Secretary, does hereby CERTIFY:

That the Board of Directors of said corporation, at a meeting duly called and held on November 21<sup>st</sup> 1944, adopted a resolution setting forth a proposed amendment to the charter of said corporation, declaring it advisable and calling a meeting of the stockholders of record entitled to vote for the consideration thereof; that said resolution was in the following language:

"NOW THEREFORE BE IT RESOLVED: That the corporate officers are hereby authorized and directed to take all necessary steps to amend the Third section of the certificate of incorporation, so that the same shall read as follows:

'The total number of shares that may be issued by the corporation is 500,000 shares which shall be Common stock without par value. The Common shares may be issued for such consideration, payable in either money or property, labor or services, as may from time to time be fixed and determined by the Board of Directors and all shares of stock so issued and paid for shall thenceforth be fully paid and non-assessable.'

FURTHER RESOLVED that a special meeting of the stockholders be called for November 21, 1944 to consider and vote upon the proposals embodied in this resolution."

And we FURTHER CERTIFY that notice was thereupon given in the manner provided in Section 612.24 of Florida Statutes 1941, to each of the stockholders of record of said

corporation entitled to vote, of a meeting of stockholders to be held at 3:00 o'clock P. M. on November 21, A. D. 1944 at the office of said company, Beaver and Barnett Streets, Jacksonville, Florida, for the purpose of considering said proposed charter amendment, which meeting of stockholders was duly held at said time and place and thereupon a vote was taken upon said proposed amendment with the result that stockholders holding a majority of the voting power, that is to say stockholders holding 60,225 shares of a total number of 70,000 issued shares of Class B Common Stock of said corporation, voted unanimously in favor of the proposed amendment and directed the corporate officers to take all appropriate steps to make effective such amendment to the charter.

And we FURTHER CERTIFY that the directors and stockholders of said corporation, at their above mentioned meetings, did ratify and approve of the retirement of all of the Preferred and Class A shares of stock of said Company, theretofore issued and outstanding; which retirement was accomplished by the issuance and delivery, in lieu thereof, of said corporation's Debenture Bonds to the former holders of all such Preferred and Class A shares of stock.

IN WITNESS WHEREOF the President and Secretary of said corporation have executed this certificate and caused to be hereunto affixed the seal of said corporation, at its home office in Jacksonville, Florida, this 21<sup>st</sup> day of November, A. D. 1944.

WINN & LOVETT GROCERY COMPANY (SEAL)

By: [Signature]

President

ATTEST: [Signature]

Secretary

STATE OF FLORIDA

COUNTY OF DUVAL

I, \_\_\_\_\_, an officer duly authorized to administer oaths and take acknowledgments in and for said State and County, do hereby certify that

and \_\_\_\_\_  
A. D. Davis  
E. W. Kavanaugh  
President and \_\_\_\_\_ Secretary respectively  
to me well known and known to me to be the \_\_\_\_\_  
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 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  
Duval County, Florida this 21st day of November, A. D. 19 44

Notary Public.

Bessie L. Garrett  
Notary Public, State of Florida at large.  
My commission expires Dec. 10, 1946