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Articles of Amendment

Filed 10-6-78

6 pgs.

A M E N D M E N T

(Walk-In)

Word Processing: October 9, 1978

By: cj

Updating:

10/13/78

By:

[Handwritten Signature]

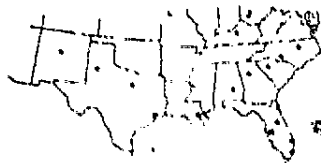
Name: WINN-DIXIE FOOD STORES, INC.

Charter Number: 118817

Filing Date: October 6, 1978

Action Taken: Amending Article III

118817



WINN-DIXIE STORES, INC.

GENERAL OFFICES - 3050 EDGEWOOD COURT - P. O. BOX B - JACKSONVILLE, FLORIDA 32203 - (904) 783-1800

October 6, 1978

J. SHEPARD BRYAN JR
Secretary

Mrs. Mary Rushing
Supervisor of Charter Section
c/o Secretary of State of Florida
The Capitol
Tallahassee, Florida 32304

0-9 1889 ***75.
0-9 1108 ***15.
0-9 1108 PM 1978 **1,944.
FLORIDA SECRETARY OF STATE
CORPORATION DIVISION
TALLAHASSEE, FLORIDA

Dear Mrs. Rushing:

Pursuant to Section 607.187, Florida Statutes, we are enclosing six fully executed copies of the Articles of Amendment to Articles of Incorporation of Winn-Dixie Stores, Inc. for approval and filing by the Department of State. We trust that you will find the enclosures in proper form to meet the requirements of your office.

We would appreciate your certifying five copies of the Articles of Amendment and returning them to this office.

We are also enclosing check of Winn-Dixie Stores, Inc. in the amount of \$2,034.06, payable to the order of the Secretary of State of Florida, covering the following fees:

Charter Tax	\$1,944.06
Filing Fee	15.00
Five certified copies @ \$15.00 each	75.00
	<u>\$2,034.06</u>

We are most grateful for your assistance in expediting the filing of this charter amendment.

If there is any question in connection with the enclosures, please do not hesitate to get in touch with us.

Sincerely yours,

Increase Stock

J. Shepard Bryan, Jr.
J. Shepard Bryan, Jr.

to:

JSB:bh
Enclosures

*37,819,947 shares
at \$1.00 per sh*

PERMITS TAX	1
C. TAX	1,944.06
FILING	15.00
C. COPY	75.00
R. A. FILE	
D. COPY	
SEARCH	
FEES	2,034.06
RECEIVED DATE	
RECEIVED BY	

(Handwritten signature)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WINN-DIXIE STORES, INC.

WINN-DIXIE STORES, INC., a Florida corporation by Bert L. Thomas,
its President, and J. Shepard Bryan, Jr., its Secretary, does hereby certify:

1. That by written consent of all of the members of the Board of
Directors of said corporation pursuant to the provisions of Section 607.134,
Florida Statutes, effective on July 7, 1978, resolutions were adopted approving
and setting forth a proposed Amendment to the amended Certificate of Incorporation of said corporation, recommending said Amendment to the stockholders of said corporation and directing that said Amendment be proposed and submitted to the stockholders of said corporation at the Annual Meeting of Stockholders of said corporation to be held at Jacksonville, Florida, at nine (9:00) o'clock A.M., Eastern Daylight Time, on Friday, October 6, 1978, for their consideration and approval. The resolution setting forth the proposed Amendment was and is as follows:

"RESOLVED, that the Board of Directors of this Company hereby approves and recommends to its stockholders an amendment of the first sentence of Article THIRD of the Company's Certificate of Incorporation, as heretofore amended, so that such first sentence shall read as follows:

'The total number of shares, including those previously authorized, which the Company may have outstanding at any time is 37,819,947 shares, all of which shall be common stock, having a par value of \$1.00 per share, divided into two classes, one of which shall consist of the 23,636,925 shares of Common Stock previously authorized plus 7,153,312 additional shares of Common Stock not previously authorized, and the other of which shall be designated "Class B Common Stock (Accumulating Convertible)" (hereinafter referred to as the "Class B Stock") which shall consist of the 5,272,262 shares previously authorized plus 1,757,428 additional shares of Class B Stock not previously authorized.'

; and further

"RESOLVED, that the close of business on August 28, 1978 be, and it hereby is, fixed as the record date for the determination of holders of the Common Stock and Class B Common Stock (Accumulating Convertible) entitled to notice of, and to vote at, the Annual Meeting of Stockholders to be held at 9:00 o'clock A.M., on October 6, 1978, at the headquarters office of the Company, 5050 Edgewood Court, Jacksonville, Florida, and that a Notice of Annual Meeting of Stockholders and Proxy Statement, together with a form of Proxy, be mailed

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FEDERAL BUREAU OF INVESTIGATION
TALLAHASSEE, FLORIDA

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on or about September 13, 1978 to holders of the Company's Common Stock and Class B Common Stock (Accumulating Convertible) of record on August 28, 1978, and that officers of this Company be and they hereby are authorized to give instructions with respect to such mailing and to the mailing of a special letter to brokers, banks and nominees; and further

"RESOLVED, that this Board of Directors hereby directs that the proposed amendment set forth in the second preceding resolution be submitted to a vote of the holders of the Company's outstanding Common Stock and Class B Common Stock (Accumulating Convertible) of record on August 28, 1978 at the Annual Meeting of Stockholders to be held on October 6, 1978; and further

"RESOLVED, that the proper officers of this Company be, and they hereby are, authorized, empowered and directed to take any and all action, to execute and file any and all documents, and to do any and all things necessary or appropriate to carry out the same and the purpose and intent of the foregoing resolutions."

2. That thereafter, pursuant to the aforesaid resolutions of its Board of Directors, said Amendment was duly proposed and submitted to the stockholders of said corporation at the Annual Meeting of Stockholders of said corporation, which was duly held at the office of the said corporation, 5050 Edgewood Court, Jacksonville, Florida, at nine (9:00) o'clock A.M., Eastern Daylight Time, on Friday, October 6, 1978, at which meeting stockholders owning and entitled to vote 15,793,767 shares out of a total of 19,333,399 shares of the Common Stock and Class B Common Stock (Accumulating Convertible), each having a par value of \$1.00 per share, of the corporation outstanding and entitled to vote on said Amendment (being the only classes of stockholders entitled to vote at said meeting or on said Amendment), were present in person or duly represented by proxy, and said stockholders thereupon, by the vote of a majority of the stock entitled to vote thereon, to-wit, by a vote of 15,692,066 shares of said Common Stock and Class B Common Stock (Accumulating Convertible) in the affirmative to 76,842 shares of said Common Stock and Class B Common Stock (Accumulating Convertible) in the negative, voted in favor of and approved the aforesaid Amendment and directed the corporate officers to take all appropriate steps to make the aforesaid Amendment effective.

3. That said Amendment was duly adopted in accordance with the provisions of Section 607.181, Florida Statutes, and the capital of the corporation will not be decreased by reason of such Amendment.

IN WITNESS WHEREOF, said Winn-Dixie Stores, Inc. has caused these Articles of Amendment to be executed by its President and by its Secretary

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and its corporate seal to be hereunto affixed at Jacksonville, Florida,
this 6th day of October, A.D. 1978.

WINN-DIXIE STORES, INC.

By Bert L. Thomas
Bert L. Thomas, President

(CORPORATE SEAL)

By J. Shepard Bryan, Jr.
J. Shepard Bryan, Jr.
Secretary

STATE OF FLORIDA)
) ES. 1
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Bert L. Thomas and J. Shepard Bryan, Jr., to me known to be the persons described and who, respectively as President and Secretary of Winn-Dixie Stores, Inc., a Florida corporation, executed the foregoing instrument on behalf of said corporation; and they severally acknowledged before me that they executed said instrument as such officers of said corporation in the name of and on behalf of said corporation; that the Secretary affixed the seal of said corporation on said instrument; that such acts were done by authority of said corporation for the uses and purposes in said instrument set forth; and that the foregoing instrument is the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal this 6th day of October, 1978, at Jacksonville, in said County and State.

Marie L. O'Ford
Notary Public, State of Florida
at Large
Notary Public, State of Florida at Large.
My Commission Expires, March 12, 1982.
My commission expires _____

(NOTARIAL SEAL)

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