

118817

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EFFECTIVE DATE
12-31-14

C.L.
12-23-14

ACCOUNT NO. : I20000000195

REFERENCE : 429887 4724082

AUTHORIZATION :

COST LIMIT : \$105.00

ORDER DATE : December 19, 2014

ORDER TIME : 9:01 AM

ORDER NO. : 429887-010

CUSTOMER NO: 4724082

ARTICLES OF MERGER

DEEP SOUTH PRODUCTS, INC.
WINN-DIXIE PROCUREMENT, INC.

INTO

WINN-DIXIE STORES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

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ARTICLES OF MERGER

(For-Profit
corporations)

BY AND AMONG

WINN-DIXIE STORES, INC

DEEP SOUTH PRODUCTS, INC.

AND

WINN-DIXIE PROCUREMENT, INC.

EFFECTIVE DATE
12-31-14

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
Winn-Dixie Stores, Inc.	Florida	118817

SECOND: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
Deep South Products, Inc.	Florida	218175
Winn-Dixie Procurement, Inc.	Florida	P00000058422

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective at 11:59 p.m. on December 31, 2014.

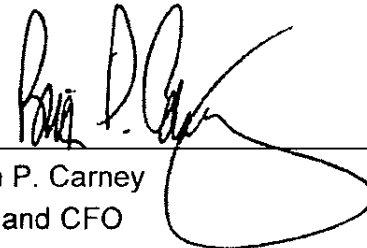
FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 18, 2014 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 18, 2014, and shareholder approval was not required.

SEVENTH: SIGNATURES FOR EACH CORPORATION


Dated :December 19, 2014

WINN-DIXIE STORES, INC.

By: 
Brian P. Carney
EVP and CFO


LEGAL APPROVED
ATTY: 
DATE: 12-19-14

DEEP SOUTH PRODUCTS, INC.

By: 
M. Sandlin Grimm
Vice President and Secretary

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WINN-DIXIE PROCUREMENT, INC.

By: 
Kenneth E. Jones
Vice President and Treasurer

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**PLAN OF MERGER
BY AND AMONG
WINN-DIXIE STORES, INC.
DEEP SOUTH PRODUCTS, INC.
AND
WINN-DIXIE PROCUREMENT, INC.**

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Winn-Dixie Stores, Inc.	Florida

2. The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Deep South Products, Inc.	Florida
Winn-Dixie Procurement, Inc.	Florida

3. This merger shall become effective 11:59 p.m. on December 31, 2014 (the "Effective Time").

4. The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the Effective Time, all issued and outstanding shares of common stock of Deep South Products, Inc., and Winn-Dixie Procurement, Inc. ("Terminating Entities Common Stock"), will be exchanged for one share of common stock of Winn-Dixie Stores, Inc. ("Winn-Dixie Stores Common Stock"). All shares of Terminating Entities Common Stock will, upon conversion thereof into such one share of Winn-Dixie Stores, Inc. Common Stock, cease to be outstanding and will automatically be cancelled and retired.

IN WITNESS WHEREOF, the parties to this transaction have signed this Plan of Merger as of the 18th day of December, 2014.

WINN-DIXIE STORES, INC.

By: 

Brian P. Carney
EVP and CFO

DEEP SOUTH PRODUCTS, INC.

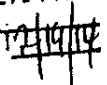
By: 

M. Sandlin Grimm
Vice President and Secretary

WINN-DIXIE PROCUREMENT, INC.

By: 

Kenneth E. Jones
Vice President and Treasurer

LEGAL APPROVED
ATTY: 
DATE: 12/19/14

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