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October 28, 1997

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RE: FILING OF RESTATED AND AMENDED ARTICLES OF
INCORPORATION OF ASSOCIATED GROCERS OF FLORIDA, INC.**

To whom this may concern:

Please find enclosed herewith a fully executed original Certificate of Amended and Restated Articles of Incorporation for Associated Grocers of Florida, Inc. to be filed with the Division of Corporations for the State of Florida along with a check in the amount of \$35.00 made payable to the Department of State representing the filing fee for same.

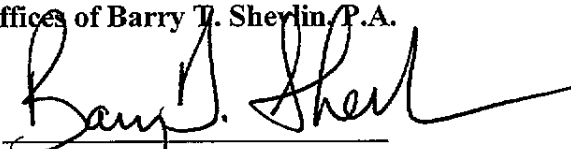
Please file this document and notify my office upon completion of same. Should you have any questions regarding this matter or require anything further, request is made that you contact me at my office at (305) 868-0304 to expedite the filing described herein.

Thank you for your immediate attention to this matter.

Very truly yours,

Law Offices of Barry T. Shevlin, P.A.

By:


Barry T. Shevlin, Esq.

enclosures/ original document
\$35.00 check

FILED
97 OCT 30 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOV 4 1997

**CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

ASSOCIATED GROCERS OF FLORIDA, INC.

FILED
97 OCT 30 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statute Section 607.1007, this restated and amended Articles of Incorporation is made for the purpose of restating those provisions of the original Charter of this corporation that are not being amended and of amending sections of the original Charter of this corporation and amendments thereto from time to time made. This restatement and amended Articles of Incorporation is being made pursuant to Florida Statute 607.1007 and all requirements of Florida Chapter 607 with respect to amendments has been complied with in every respect.

The original name of this corporation was Miami Retail Grocers, Inc., for which a Certificate of Incorporation was issued on the 22nd day of October, 1943. Thereafter, several amendments to the Charter were made, including the Amended and Restated Articles of Incorporation dated May 22, 1984 which shall be restated and reincorporated by amendment into this restated and amended charter and in the By-Laws of the corporation.

On the 24th day of November, 1956, there was filed in the Secretary of State's office of the State of Florida, an amendment changing the name of the corporation to Associated Grocers of Florida, Inc.

The following are restated and amended Articles of Incorporation of:

Associated Grocers of Florida, Inc.

ARTICLE I

The name of this corporation shall be:

Associated Grocers of Florida, Inc.

ARTICLE II

The existence of this corporation shall be perpetual. The existence of this corporation commenced on the 22nd day of October, 1943.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted are the purchase and distribution of grocery products to stockholder members of this corporation, together with the transaction of any or all lawful business for which corporations are incorporated in the State of Florida.

ARTICLE IV

This corporation operates under the Internal Revenue Service of the United States government as a cooperative. Upon application and acceptance as provided in the By-Laws, a person may become a member of the corporation for the purpose of purchasing groceries and related products for resale.

The aggregate number of shares of stock which the corporation shall have authority to issue shall be as follows:

a) The corporation shall be authorized to issue forty thousand (40,000) shares of no-par value stock to be known and described as Class A stock. Each stockholder member shall purchase 15 shares of Class A stock for the sum of \$1,500.00. Each member shall have one vote as a result of the ownership of 15 shares of Class A stock. Class A stock shall not increase in value and at the termination of the membership the 15 shares of stock shall be repurchased by the corporation for the sum of \$1,500.00.

b) The corporation shall be authorized to issue three million (3,000,000) shares of no-par stock, which stock shall be known and described as Class B stock. Class B stock shall be equity stock in the corporation and shall be issued to the membership upon the basis of the deposit of "buying deposits" as that term is described in the By-Laws. The valuation of Class B stock shall be undertaken immediately after the close of each fiscal year under a formula provided in the By-Laws for such valuation.

c) The corporation shall be authorized to issue five million (5,000,000) shares of no-par stock, which stock shall be known and described as Class C stock. Class C stock shall be equity stock in the corporation and shall be issued to the membership upon the basis of patronage dividends as provided in the By-laws. The valuation of Class C stock shall be undertaken

immediately after the close of each fiscal year under a formula provided in the By-Laws for such valuation.

Once a stockholder member has furnished its required Class B stock purchase pursuant to the By-laws, the corporation is expressly authorized to convert all additional shares of Class B stock held by said stockholder member into Class C stock of the corporation.

The capital stock of this corporation may be subject to such restriction and limitation upon transfer and alienation as the By-Laws of the corporation may impose.

ARTICLE V

The principal place of business of this corporation shall be in Dade County, Florida, with the privilege of having branches in other places within and without the State of Florida and in foreign countries.

ARTICLE VI

The number of directors of this corporation shall be not less than three, their number to be fixed by the By-Laws.

ARTICLE VII

Stock certificates of this corporation to replace lost or destroyed certificates shall be issued only in accordance with the By-Laws of this corporation.

That the foregoing restated and amended Articles of Incorporation were duly approved by the Board of Directors and the stockholders at the annual stockholders meeting on October 21, 1997 which was properly noticed pursuant to Florida Statute Section 607. The number of votes cast in favor of approval of the restated and amended Articles of Incorporation was sufficient for approval of same.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 28th day of October, 1997, as President and Secretary of Associated Grocers of Florida, Inc.

Calvin J. Miller
CALVIN J. MILLER (President)

ATTEST:

Lewis C. Thomas
LEWIS C. THOMAS (Secretary)

STATE OF FLORIDA)
COUNTY OF DADE) ss.

PERSONALLY APPEARED BEFORE ME, the undersigned authority, CALVIN J. Miller Lewis C. Thomas who by me being first duly sworn, deposes on oath and states that the foregoing Restatement and Amended Articles of Incorporation of Associated Grocers of Florida, Inc., were adopted by the shareholders of Associated Grocers of Florida, Inc. on the 28 day of October, 1997.

FURTHER THE DEPONENT SAYETH NOT.

Barry T. Shevlin
Notary Public, State of Florida
BARRY T. SHEVLIN

My Commission Expires:

