Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H180001598213)))



H180001598213ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)617-6380

From:

Account Name : ROGERS, TOWERS, BAILEY, ET AL

Account Number : 076666002273 : (904)398-3911 Phone Fax Number : (904)396-0663

\*\*Enter the email address for this business entity to be used for future. annual report mailings. Enter only one email address please. \*\*

Email Address:\_

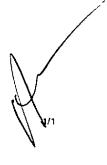
## COR AMND/RESTATE/CORRECT OR O/D RESIGN WINN-DIXIE SUPERMARKETS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	<b>\$</b> 35.00

Electronic Filing Menu Corporate Filing Menu

Help

MAY 2 5 2018 T. LEMIEUX



Ragers Towers PA

09:20:09 a.m. 05-24-2018

2 / 3

H18000159821

FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

2011 HAY 24 A 11: 06

SEGRETARMOF STATE FACEAHASSEEF LORIGIA

WINN-DIXIE SUPERMARKETS, INC.

May 24, 2018

Pursuant to the provisions of 607.1008, Florida Statutes, this Florida Profit Corporation adopts the following amendment to its Articles of Incorporation:

- A. THE NAME OF THE CORPORATION IS: WINN-DIXIE SUPERMARKETS, INC.
- B. TEXT OF AMENDMENT: a new article 8 of the Articles of Incorporation of the Corporation is hereby added and shall read as follows:

## "EIGHTH:

To the extent provided by Section 1123(a)(6) of chapter 11 of title 11 of the United States Code, the Corporation shall not be permitted to issue any non-voting equity securities."

C. DATE OF COURT ORDER APPROVING THE ARTICLES OF AMENDMENT; TITLE OF REORGANIZATION PROCEEDING IN WHICH THE ORDER WAS ENTERED; THE COURT HAD JURISDICTION OF THE PROCEEDING UNDER THE FOLLOWING FEDERAL STATUTE:

On March 27, 2018, Southeastern Grocers, LLC and certain of its subsidiaries, including the Corporation, commenced with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") voluntary cases pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code" and such cases, the "Chapter 11 Cases").

These Articles of Amendment have been deemed approved without the need for board of directors or stockholder approval pursuant to §607.1008 of the Florida Statutes (the "FS") because it is to carry out the Amended Joint Prepackaged Chapter 11 Plan of Reorganization of Southeastern Grocers, LLC and Its Affiliated Debtors (as may be altered, amended, or modified from time to time, and including all appendices exhibits, schedules and supplements thereto, the "Plan"), as confirmed on May 14, 2018 by order of the Bankruptcy Court.

These Articles of Amendment have been duly executed and acknowledged by an officer of the corporation designated by order of the Bankruptcy Court in accordance with the provisions of §607.1008 of the FS.

WEIL.195561506L075197.0004 IT18000159821

043960663 Rogers Towers PA

09:20:35 a.m. 05-24-2018

3/3

H18000159821

Dated May 24, 2018.

WINN-DIXIE SUPERMARKETS INC

By:

Name: Brian P. Carney

Title: Executive Vice President and Chief Financial

Officer