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WINN-DIXIE FOUNDATION, INC.

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November 7, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

WINN-DIXIE FOUNDATION, INC.
5050 EDGEWOOD COURT
JACKSONVILLE, FL 32254US

SUBJECT: WINN-DIXIE FOUNDATION, INC.
REF: 715623

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

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TALLAHASSEE FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WINN-DIXIE FOUNDATION, INC.**

The following Amended and Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, supersede and take the place of the existing Articles of Incorporation and all amendments thereto:

**ARTICLE I
NAME**

The name of this not-for-profit corporation shall be Winn-Dixie Foundation, Inc. ("Foundation").

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Foundation is 5050 Edgewood Court, Attn: General Counsel, Jacksonville, Florida 32203.

**ARTICLE III
PURPOSE**

The Foundation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) and to conduct, operate and carry on activities to benefit people in the States of Florida, Georgia, Louisiana, Mississippi, and Alabama, in manner and form and by such means as may be deemed proper, expedient, necessary or desirable for the furtherance of the well being and comfort of others and for the relief of distress and suffering among the people in the aforementioned states; and to receive assistance, money, and any other forms of contributions from any persons, firms or corporations, to be utilized in the furtherance of the objectives of the Foundation, to carry on the work of the Foundation, and for the purposes of the Foundation.

**ARTICLE IV
MEMBERS**

The sole Member of the Foundation shall be Winn-Dixie Stores, Inc.

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ARTICLE V
BOARD OF DIRECTORS

The powers of the Foundation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall be appointed by the sole member of the Foundation.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The Florida street address of the Foundation's registered office shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of its registered agent at said address shall be Corporation Service Company.

ARTICLE VII
RIGHTS AND POWERS

(a) The Foundation shall have and exercise all rights and powers conferred on not-for-profit corporations under the laws of Florida, including but not limited to, the powers to contract, rent, buy or sell personal and real property and to borrow money, all in furtherance of its purpose.

(b) The Foundation, during its period as a Private Foundation as defined in Section 509 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"), shall distribute in furtherance of its purpose, for each taxable year, amounts at least sufficient to avoid liability for tax under Section 4942 of the Code.

(c) The Foundation will not: (1) engage in any act of self dealing as defined in Section 4941 of the Code, which would give rise to a tax under such section; (2) retain any excess business holdings as defined under Section 4943 of the Code, which would give rise to a tax under such section; (3) make any investment that would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of the Code, so as to give rise to any liability of tax imposed by such section; or (4) make any taxable expenditures as defined in Section 4945 of the Code, which would give rise to any tax liability for the tax imposed by such section.

(d) The Foundation shall not, except to an insubstantial degree, engage in any activities, or exercise any powers that are not in furtherance of the public and charitable purpose of the Foundation.

(e) No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the

Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

(f) No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(g) The Foundation may do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Foundation was formed.

(h) Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code.

ARTICLE VIII
BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the Board of Directors or officers of the Foundation, Bylaws of the Foundation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth in the Bylaws.

ARTICLE IX
AMENDMENT TO ARTICLES

These Articles may be amended only by the sole Member of the Foundation.

ARTICLE X
DISSOLUTION OF THE FOUNDATION

Upon the dissolution of the Foundation, its assets remaining after payment of or provision for payment of all debts and liabilities of the Foundation shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for public and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located,

exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors and do not contain any amendments requiring member approval.

IN WITNESS WHEREOF, the undersigned, being the President of the Foundation, has executed these Amended and Restated Articles of Incorporation this 12 day of November, 2008.

WINN-DIXIE FOUNDATION, INC.

By: [Signature]

Mary B Kellmanson President

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Cynthia L. Harris Cynthia L. Harris
Signature/Registered Agent Asst. Vice President 11/13/08
Date