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ORDER DATE :  July 31, 2013

ORDER TIME :   8:49 AM

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## DOMESTIC AMENDMENT FILING

NAME:      BI-LO/WINN-DIXIE FOUNDATION,
           INC.

EFFECTIVE DATE:

XX____   ARTICLES OF AMENDMENT
_____   RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____   CERTIFIED COPY
XX_____   PLAIN STAMPED COPY
_____   CERTIFICATE OF GOOD STANDING

CONTACT PERSON:  Susie Knight -- EXT# 52956

EXAMINER'S INITIALS:  _____

# ARTICLES OF AMENDMENT
## TO
# ARTICLES OF INCORPORATION
## OF
# BI-LO/WINN-DIXIE FOUNDATION, INC.

Pursuant to the authority and provisions of Section 617.0821 of the Florida Not For Profit Corporation Act, BI-LO/Winn-Dixie Foundation, Inc. (the "Foundation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Foundation is BI-LO/Winn-Dixie Foundation, Inc.

SECOND: Article One of the Articles of Incorporation of BI-LO/Winn-Dixie Foundation, Inc. is hereby amended in its entirety to read as follows:

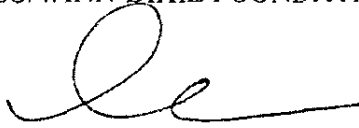## ARTICLE I
## NAME OF CORPORATION

The name of this not-for-profit corporation shall be Bi-Lo Holdings Foundation, Inc. (the "Foundation").

THIRD: The amendment(s) was adopted by the sole member of the Foundation.

FOURTH: This amendment shall be effective on as of the date of filing with Office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, has executed Articles of Amendment to Incorporation this 31ˢᵗ day of July, 2013.

BI-LO/WINN-DIXIE FOUNDATION, INC.

By: _____
Mary B. Kellmanson, President