

F9600000601

CORPORATION SYSTEM

906 Olive Street
St. Louis, MO 63101
Tel. 314 231 8380
Fax 314 231 6454

January 30, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

1000001707591
-02/06/96--01067--001
*****70.00 *****70.00

Re: **JITNEY-JUNGLE STORES OF AMERICA, INC.**
(Mississippi Domestic)
Order #: 448041

Counsel: Marcie Davant
Butler Snow O'Mara Stevens & Cannada
P.O. Box 22567
Jackson, MS 39225-2567

Gentlemen:

As requested by counsel, we enclose for filing Application by Foreign Corporation for Authorization Transact Business on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Yours truly,

Bonnie L. Becker

Bonnie L. Becker
Technical Specialist

Enc.

HK 2/6
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -6 AM 11:19

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Jitney-Jungle Stores of America, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Mississippi

(State or country under the law of which it is incorporated)

3. 64-0280539

(FBI number, if applicable)

4. April 25, 1946

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. P. O. Box 3409, Jackson, Mississippi 39207

(Current mailing address)

8. The purpose of the corporation is to engage in all lawful activities related to the retail grocery business.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

Jonathan L. Miles, Assistant Secretary

(Type Name and Title of Officer)

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SECRETARY OF STATE
DIVISION OF CORPORATION
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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: W. H. Holman, Jr.

Address: 453 North Mill Street

Jackson, Mississippi 39202

Vice Chairman: W. B. McCarty, Jr.

Address: 453 North Mill Street

Jackson, Mississippi 39202

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Roger P. Friou, Secretary

(Typed or printed name and capacity of person signing application)

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Directors of
Jitney-Jungle Stores of America, Inc.**

1. W. H. Holman, Jr.
453 North Mill Street
Jackson, Mississippi 39202
2. W. B. McCarty, Jr.
453 North Mill Street
Jackson, Mississippi 39202
3. W. H. Holman, III
453 North Mill Street
Jackson, Mississippi 39202
4. Marie H. Swayze
453 North Mill Street
Jackson, Mississippi 39202
5. Charles H. Holman, Jr.
453 North Mill Street
Jackson, Mississippi 39202
6. Judson H. Kroeze
453 North Mill Street
Jackson, Mississippi 39202
7. Betty M. Edwards
453 North Mill Street
Jackson, Mississippi 39202
8. Dennis M. Ford
453 North Mill Street
Jackson, Mississippi 39202

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of
Jitney-Jungle Stores of America, Inc.**

1. W. H. Holman, Jr., President and CEO
453 North Mill Street
Jackson, Mississippi 39202
2. W. B. McCarty, Jr., Executive Vice President
453 North Mill Street
Jackson, Mississippi 39202
3. W. H. Holman, III, Senior Vice President-Marketing Operations
453 North Mill Street
Jackson, Mississippi 39202
4. Roger P. Friou, Chief Financial Officer & Secretary
453 North Mill Street
Jackson, Mississippi 39202
5. David K. Essary, Executive Vice President-Retail Operations
453 North Mill Street
Jackson, Mississippi 39202
6. Jerry L. Jones, Senior Vice President-Human Resources
453 North Mill Street
Jackson, Mississippi 39202
7. Thomas E. Moss, Senior Vice President-Alabama Division
453 North Mill Street
Jackson, Mississippi 39202
8. Harold D. Evans, Senior Vice President-Store Operations
453 North Mill Street
Jackson, Mississippi 39202
9. Robby Hansbrough, Vice President-Management Information Systems
453 North Mill Street
Jackson, Mississippi 39202
10. Charles E. Bates, Vice President-Perishables
453 North Mill Street
Jackson, Mississippi 39202
11. Tommy H. Coats, Vice President-Store Operations, Southern Division
453 North Mill Street
Jackson, Mississippi 39202
12. Stephen M. Edwards, Vice President-Training
453 North Mill Street
Jackson, Mississippi 39202

Appendix to (cont)

13. David M. Eller, Vice President-Loss Prevention
453 North Mill Street
Jackson, Mississippi 39202
14. Jonathan R. Helms, Vice President-Store Operations, Memphis Division
453 North Mill Street
Jackson, Mississippi 39202
15. James P. Riley, Vice President-Engineering Services
453 North Mill Street
Jackson, Mississippi 39202
16. Clyde D. Staley, Vice President-Real Estate
453 North Mill Street
Jackson, Mississippi 39202
17. Bishop Wallace, Vice President-Advertising and Sales Promotions
453 North Mill Street
Jackson, Mississippi 39202
18. A. Q. Winstead, Jr., Vice President-Grocery, GM and DSD
453 North Mill Street
Jackson, Mississippi 39202
19. David R. Black, Treasurer, Controller and Assistant Secretary
453 North Mill Street
Jackson, Mississippi 39202
20. Earl D. Walker, Assistant Treasurer
453 North Mill Street
Jackson, Mississippi 39202

STATE OF MISSISSIPPI

SECRETARY OF STATE'S OFFICE

ERIC CLARK
SECRETARY OF STATE
JACKSON, MISSISSIPPI

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on April 25, 1946 the state of Mississippi issued a Charter/Certificate of Authority to:

JITNEY-JUNGLE STORES OF AMERICA, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is Perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual REPORT HAS BEEN DELIVERED TO THE SECRETARY OF STATE'S OFFICE.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
January 26, 1996

Eric Clark

ERIC CLARK
Secretary of State

Document Number Only

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

3-5-96

600001729596

-03/01/96--01071--022

****122.50 ****122.50

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

Witney - Jungle Stores, Inc.
Merged into

Witney - Jungle Stores of America, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☒ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ CUS/ G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call If Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

| |
|-------------------|
| Name |
| Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

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3/1/96

N. HENDRICKS MAR - 4 1996

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA JITNEY-JUNGLE STORES, INC., A FLORIDA CORPORATION,
326499

INTO

JITNEY-JUNGLE STORES OF AMERICA, INC., a Mississippi corporation,
F96000000601

File date: March 1, 1996, effective March 5, 1996

Corporate Specialist: Nancy Hendricks

FILED

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ARTICLES OF MERGER
OF FLORIDA JITNEY-JUNGLE STORES, INC.,
A FLORIDA CORPORATION, INTO
JITNEY-JUNGLE STORES OF AMERICA, INC.,
A MISSISSIPPI CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

3-5-96

Pursuant to the provisions of Section 607.1105(1), of the Florida Business Corporation Act, the undersigned corporations, JITNEY-JUNGLE STORES OF AMERICA, INC., a Mississippi corporation ("JJSA"), and FLORIDA JITNEY-JUNGLE STORES, INC., a Florida corporation and wholly owned subsidiary of JJSA ("Florida JJ"), adopt the following Articles of Merger for the purpose of merging FLORIDA JITNEY-JUNGLE STORES, INC. into JITNEY-JUNGLE STORES OF AMERICA, INC.

FIRST: The names of the corporations are Jitney-Jungle Stores of America, Inc. and Florida Jitney-Jungle Stores, Inc.

SECOND: The name of the surviving corporation, JJSA, shall remain "Jitney-Jungle Stores of America, Inc." in accordance with the Articles of Incorporation of such surviving corporation, and the surviving corporation is to be governed by the laws of the State of Mississippi. The Articles of Incorporation of JJSA shall be the Articles of Incorporation of the surviving corporation until any further amendment thereto or restatement thereof be filed as permitted by the Mississippi Business Corporation Act.

THIRD: The plan of merger set forth in that certain Agreement and Plan of Merger, dated as of February 26, 1996, which is attached hereto as Exhibit A and made a part hereof as if set forth in full at this point, was duly adopted and approved by Board of Directors of each of JJSA and Florida JJ, respectively, on February 6, 1996, in the manner prescribed by the Mississippi Business Corporation Act and the Florida Statutes. Shareholder approval was not required.

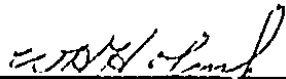
FOURTH: The effective time and date of this merger shall be 10:00 a.m., Eastern Standard Time, March 5, 1996, as evidenced by the Articles of Merger being issued by the Department of State of Florida in accordance with Section 607.1105(1) of the Florida Business Corporation Act, as amended.

FIFTH: JJSA, being the sole shareholder of Florida JJ, hereby waives the statutory requirements that a copy or summary of the

Agreement and Plan of Merger be mailed to each shareholder of Florida JJ.

DATED: As of February 26, 1996.

JITNEY-JUNGLE STORES OF AMERICA, INC.

By: 
W. H. Holman, Jr., President

FLORIDA JITNEY-JUNGLE STORES, INC.

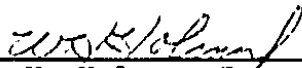
By: 
W. H. Holman, Jr., President

EXHIBIT A

Plan of Merger

See attached copy.

**AGREEMENT AND PLAN OF MERGER OF
FLORIDA JITNEY-JUNGLE STORE, INC.,
A FLORIDA CORPORATION, INTO
JITNEY-JUNGLE STORES OF AMERICA, INC.,
A MISSISSIPPI CORPORATION, AS THE SURVIVOR**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 26th day of February, 1996, by and between FLORIDA JITNEY-JUNGLE STORES, INC., a Florida corporation ("Florida JJ") and JITNEY-JUNGLE STORES OF AMERICA, INC., a Mississippi corporation ("JJSA"), and being the constituent corporations in the merger provided for herein (collectively, the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, Florida JJ is a wholly-owned subsidiary of JJSA;

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it desirable and in the best interest of the corporations that Florida JJ be merged into JJSA; and

WHEREAS, in order to accomplish the objective set forth above, the Constituent Corporations desire to merge pursuant to this Agreement and consistent with the applicable laws of the States of Mississippi and Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein, the parties agree as follows:

ARTICLE I

THE PLAN OF MERGER

1.01 Names of Parties. The names of the corporations proposing to merge are: Florida Jitney-Jungle Stores, Inc., a Florida corporation, and Jitney-Jungle Stores of America, Inc., a Mississippi corporation. The name of the surviving corporation upon the merger is "Jitney-Jungle Stores of America, Inc."

1.02 Terms and Conditions of Merger.

(a) **Effective Time.** The merger of Florida JJ into JJSA (the "Merger") shall become effective at 10:00 a.m., Eastern Standard Time (9:00 a.m., Central Standard Time), on March 5, 1996, (the "Effective Time").

(1) Florida JJ shall be merged with and into JJSA and JJSA shall continue its corporate existence and be the

corporation surviving the Merger (the "Surviving Corporation"). The Merger shall be pursuant to the provisions of, and with the effect provided in, the Mississippi Business Corporation Act. At the Effective Time, the separate corporate existence of Florida JJ shall thereupon cease, and said corporation shall be merged into JJSA with the effect provided in Section 79-4-11.06 of the Mississippi Business Corporation Act and Section 607.1106, Florida Statutes.

(2) The Articles of Incorporation, as amended, of JJSA shall be the Articles of Incorporation of the Surviving Corporation, until amended as provided by law.

(3) Until altered, amended or repealed as therein provided or otherwise in accordance with law, the Bylaws of JJSA that are in effect at the Effective Time shall be the Bylaws of the Surviving Corporation.

(4) The directors of JJSA shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified subject to the Bylaws thereof. Subject to the authority of the Board of Directors of the Surviving Corporation, the officers of JJSA shall be the officers of the Surviving Corporation.

(5) The corporate existence of Florida JJ shall be merged into and continued in the Surviving Corporation. The established offices and facilities of JJSA immediately prior to the Merger shall become the established offices and facilities of the Surviving Corporation. All rights, privileges, immunities, powers and franchises of Florida JJ in and to every type of property, real, personal and mixed, and choses in action shall be transferred to and vested in the Surviving Corporation by virtue of such Merger without any deed or other document of transfer. At the Effective Time and thereafter, the Surviving Corporation, without any order or other action on the part of any court or otherwise, shall possess all rights, privileges, immunities, powers and franchises, whether of a public or private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all of each of the rights, privileges, immunities powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts and all other choses in action and each and every interest, of or belonging to or due to either of the Constituent Corporations on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers, franchises and leasehold interests, and all and every other interest shall be thereafter as effectively the property of the Surviving

Corporation as they were of the Constituent Corporations, and the title to any real or personal property, vested by deed or otherwise in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Time, all debts, liabilities and duties of Florida JJ shall thence forth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the extent as if such debts, liabilities or duties had been incurred or contracted by the Surviving Corporation; and any claim existing or action or proceeding pending by or against Florida JJ may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place.

1.03 Exchange of Shares. The mode of carrying into effect the Merger and the manner and basis of converting or exchanging the shares of each of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

(a) Constituent Corporation Common Stock. Upon the Effective Time of the Merger, each issued share of Common Stock of Florida JJ at such Effective Time shall be surrendered and canceled as of the Effective Time, and no shares of Common Stock of the Surviving Corporation shall be issued in exchange for all of the issued and outstanding Common Stock of Florida JJ.

(b) Surviving Corporation Common Stock. None of the shares of Common Stock of the Surviving Corporation issued and outstanding at the Effective Time shall be converted as a result of the Merger, but all of such shares shall remain issued and outstanding shares of Common Stock of the Surviving Corporation.

1.04 Additional Terms.

(a) Waiver of Mailing Requirement. JJSA, being the sole shareholder of Florida JJ, hereby waives the statutory requirements under Section 607.1104, Florida Statutes, that a copy or summary of this Agreement be mailed to each shareholder of Florida JJ.

(b) Waiver of Dissenters' Rights. JJSA, being the sole shareholder of Florida JJ, hereby waives any rights of or benefits to dissenters as granted in Section 607.1302, Florida Statutes.

(c) Termination. This Agreement may be terminated at any time prior to the Effective Time as provided in Article II of this Agreement.

ARTICLE II

TERMINATION OF AGREEMENT AND ABANDONMENT OF MERGER

Anything herein to the contrary notwithstanding, this Agreement, and the Merger contemplated hereby, may be terminated at any time prior to the filing of the Articles of Merger with the Secretary of State of Mississippi and the Department of State of Florida by mutual consent of the Board of Directors of each of the Constituent Corporations.

In the event of the termination or abandonment of this Agreement pursuant to the provision of this Article II, this Agreement shall forthwith become null and void and have no effect, and there shall be no liability on the part of either party hereto.

ARTICLE III

MISCELLANEOUS

3.01 Waiver. Any of the terms or conditions of this Agreement may be waived at any time by either party hereto.

3.02 Amendment. This Agreement shall be amended, extended or canceled only by written instrument executed by or on behalf of each of the parties hereto.

3.03 Entire Contract. This Agreement constitutes the entire contract between the parties and supersedes all other understandings with respect to the subject matter hereof.

3.04 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Mississippi.

3.05 Filing. Anything contained herein to the contrary notwithstanding, the Merger provided for herein shall not become effective unless or until the appropriate Articles of Merger have been properly filed with the Secretary of State of Mississippi and the Department of State of Florida.

IN WITNESS WHEREOF, Florida JJ and JJSA, pursuant to the approval and authorization given by resolutions adopted by their respective Board of Directors, has caused this Agreement and Plan

of Merger to be executed by its President as of the 26th day of February, 1996.

FLORIDA JITNEY-JUNGLE STORES
OF AMERICA, INC.,
a Florida corporation

By: W. H. Holman, Jr.
W. H. Holman, Jr., President

JITNEY-JUNGLE STORES OF AMERICA,
INC., a Mississippi corporation

By: W. H. Holman, Jr.
W. H. Holman, Jr., President