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(Requestor's Name)

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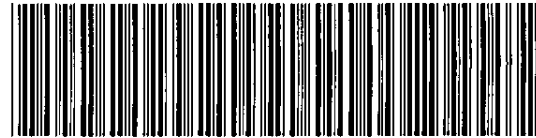
\_\_\_\_\_  
(Business Entity Name)

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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 966880 4611587  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 150.00

ORDER DATE : January 21, 2016  
ORDER TIME : 1:56 PM  
ORDER NO. : 966880-005  
CUSTOMER NO: 4611587

DOMESTIC CONVERSION FILING

NAME: WINN-DIXIE RALEIGH, INC.

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams- EXT# 62935

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF CONVERSION**

**OF**

**WINN-DIXIE RALEIGH, INC. - 212638**

**INTO**

**WINN-DIXIE RALEIGH, LLC**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned converting entity files this Certificate of Conversion for the purpose of converting WINN-DIXIE RALEIGH, INC., a Florida corporation, into WINN-DIXIE RALEIGH, LLC, a Florida limited liability company.

1. WINN-DIXIE RALEIGH, INC. has been converted into a Florida limited liability company (the "Conversion") in accordance with Chapter 605 of Florida Statutes and such Conversion complies with the applicable laws governing corporations and limited liability companies in Florida.

2. The Plan of Conversion governing the Conversion was approved by WINN-DIXIE RALEIGH, INC. by written consent of its board of directors and written consent of its shareholders and in accordance with the provisions of Chapter 607 of Florida Statutes.

3. The name of the Florida limited liability company arising from the Conversion is "WINN-DIXIE RALEIGH, LLC." The articles of organization of WINN-DIXIE RALEIGH, LLC are attached hereto as Exhibit A and the address of the principal office of WINN-DIXIE RALEIGH, LLC is 5050 Edgewood Court, Jacksonville, Florida 32254.

4. The Conversion shall be effective at 11:59 p.m. est. on January 21, 2016.

5. If the Conversion shall give rise to appraisal rights, WINN-DIXIE RALEIGH, LLC shall pay to shareholders having such appraisal rights the amount to which they are entitled under Sections 607.1301-607.1333 of the Florida Statutes.

6. WINN-DIXIE RALEIGH, INC. was incorporated under the laws of the State of Florida on May 31, 1958.

Dated: January 21, 2016

WINN-DIXIE RALEIGH, INC.

By: M. Sandlin Grimm  
Name: M. Sandlin Grimm  
Its: Secretary

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MANAGEMENT  
PROPERTY

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Exhibit A

See attached.

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**ARTICLES OF ORGANIZATION  
OF  
WINN-DIXIE RALEIGH, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, as the same may from time to time be amended (the "Act").

**ARTICLE I- NAME**

The name of this limited liability company (the "Company") is WINN-DIXIE RALEIGH, LLC.

**ARTICLE II - ADDRESS**

The address of the principal office and the mailing address of the Company is 5050 Edgewood Court, Jacksonville, Florida 32254.

**ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of the Company is Corporation Service Company, 1201 Hays Street Tallahassee, Florida 32301.

**ARTICLE IV – MANAGEMENT OF THE COMPANY**

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.


**ARTICLE V – LIMITED LIABILITY**

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

**ARTICLE VI – EFFECTIVE DATE AND TIME**

These Articles of Organization shall be effective at 11:59 p.m. est. on January 21, 2016.

IN WITNESS WHEREOF, the undersigned, being the manager of the Company, has executed these Articles of Organization this 21st day of January, 2016. In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
M. Sandlin Grimm, Vice President and Secretary

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OF  
FLORIDA

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

**WINN-DIXIE RALEIGH, LLC**

2. The name and address of the registered agent and office are:

**Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: January 21, 2016

Signature of Registered Agent

  
\_\_\_\_\_  
Corporation Service Company

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TALLAHASSEE, FLORIDA