



P94000048547

ACCOUNT NO. : 072100000032

REFERENCE : 749147 4351650

AUTHORIZATION : *Patricia [unclear]*

COST LIMIT : \$ ~~113.75~~ 78.75

ORDER DATE : June 29, 2000

*Morgan*

ORDER TIME : 10:12 AM

ORDER NO. : 749147-045

500003308895--1

CUSTOMER NO: 4351650

CUSTOMER: Katy Vega, Legal Assistant  
Leboeuf Lamb Greene & Macrae  
Suite 2800  
50 North Laura Street  
Jacksonville, FL 32202-3650

ARTICLES OF MERGER

WINN-DIXIE RALEIGH  
TRANSITORY "A", INC.

INTO

WINN-DIXIE CHARLOTTE, INC.

FILED  
00 JUN 29 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

RECEIVED  
00 JUN 29 PM 1:38  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*ADR*  
6/30/00

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WINN-DIXIE RALEIGH TRANSITORY "A", INC., a Fla corp. P00000058485

INTO

**WINN-DIXIE CHARLOTTE, INC.**, a Florida entity, P94000048547

File date: June 29, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER  
of  
WINN-DIXIE RALEIGH TRANSITORY "A", INC.  
(First Subsidiary Corporation)  
with and into  
WINN-DIXIE CHARLOTTE, INC.  
(Second Subsidiary Corporation)

FILED  
JUN 29 PM 2:28  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned, WINN-DIXIE STORES, INC., WINN-DIXIE RALEIGH TRANSITORY "A", INC., and WINN-DIXIE CHARLOTTE, INC., adopt the following Articles of Merger for the purpose of merging WINN-DIXIE RALEIGH TRANSITORY "A", INC., First Subsidiary Corporation, with and into WINN-DIXIE CHARLOTTE, INC., Second Subsidiary Corporation:

- A. The names of the corporations which are parties to the merger are as follows: WINN-DIXIE STORES, INC., a Florida corporation, WINN-DIXIE RALEIGH TRANSITORY "A", INC., a Florida corporation, and WINN-DIXIE CHARLOTTE, INC., a Florida corporation. The name of the Surviving Corporation is WINN-DIXIE CHARLOTTE, INC.
- B. The Plan of Merger dated June 29, 2000 among WINN-DIXIE STORES, INC., WINN-DIXIE RALEIGH TRANSITORY "A", INC., and WINN-DIXIE CHARLOTTE, INC., is attached hereto and by this reference made a part hereof.
- C. WINN-DIXIE RALEIGH TRANSITORY "A", INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE RALEIGH TRANSITORY "A", INC., has 100 shares of Common Stock with par value of \$1.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- D. WINN-DIXIE CHARLOTTE, INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE CHARLOTTE, INC., has 2,500 shares of Common Stock with par value of \$100.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- E. The Plan of Merger was adopted and approved by the Board of Directors of WINN-DIXIE STORES, INC., as Parent Corporation, in the manner prescribed by provisions of Section 607.1104 of the Florida Business Corporation Act as of April 19, 2000.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., WINN-DIXIE RALEIGH TRANSITORY "A", INC., and WINN-DIXIE CHARLOTTE, INC., have caused these Articles of Merger to be executed in their corporate names by their respective Presidents or Vice Presidents and Secretaries under the seals of the Corporations the 29 day of June, 2000.

Signed, sealed and delivered  
in the presence of:

Cynthia N. Crossland

Pam Johnson

WINN-DIXIE STORES, INC.

By: E. Ellis Zahra  
Its Senior Vice President

By: Judith W. Dixon  
Its Secretary

Signed, sealed and delivered  
in the presence of:

Cynthia N. Crossland

Pam Johnson

WINN-DIXIE RALEIGH  
TRANSITORY "A", INC.

By: E. Ellis Zahra  
Its President

By: Judith W. Dixon  
Its Secretary

Signed, sealed and delivered  
in the presence of:

Cynthia N. Crossland

Pam Johnson

WINN-DIXIE CHARLOTTE, INC.

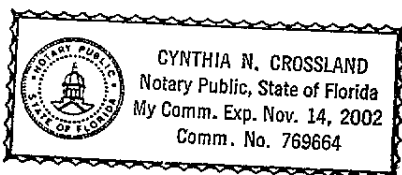
By: E. Ellis Zahra  
Its Vice President

By: Judith W. Dixon  
Its Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Senior Vice President and Secretary, respectively, of WINN-DIXIE STORES, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)

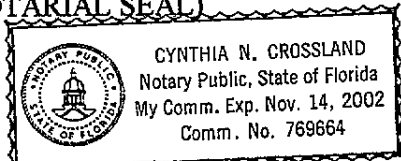


Cynthia N. Crossland  
Notary Public, State and County aforesaid.  
My Commission expires:

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, President and Secretary, respectively, of WINN-DIXIE RALEIGH TRANSITORY "A", INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)

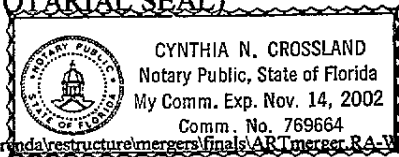


*Cynthia N. Crossland*  
Notary Public, State and County aforesaid.  
My Commission expires:

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of WINN-DIXIE CHARLOTTE, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)



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*Cynthia N. Crossland*  
Notary Public, State and County aforesaid.  
My Commission expires:

PLAN OF MERGER

WINN-DIXIE STORES, INC.  
(Parent Corporation)

WINN-DIXIE RALEIGH TRANSITORY "A", INC.  
(First Subsidiary Corporation)

WINN-DIXIE CHARLOTTE, INC.  
(Second Subsidiary Corporation)

PLAN OF MERGER effective June 29, 2000 between WINN-DIXIE STORES, INC., a Florida corporation, WINN-DIXIE RALEIGH TRANSITORY "A", INC., a Florida corporation, and WINN-DIXIE CHARLOTTE, INC., a Florida corporation; WINN-DIXIE RALEIGH TRANSITORY "A", INC. and WINN-DIXIE CHARLOTTE, INC., being together hereinafter sometimes referred to as "Constituent Corporations".

RECITALS

- A. WINN & LOVETT GROCERY COMPANY was incorporated under the laws of Florida on December 26, 1928.
- B. The corporate name of WINN & LOVETT GROCERY COMPANY was changed to WINN-DIXIE STORES, INC., by Certificate of Amendment filed in the Office of the Secretary of State of Florida on November 15, 1955.
- C. WINN-DIXIE RALEIGH TRANSITORY "A", INC., was incorporated under the laws of Florida on June 15, 2000.
- D. WINN-DIXIE MIDWEST, INC., was incorporated under the laws of Florida on June 29, 1994.
- E. The corporate name of WINN-DIXIE MIDWEST, INC. was changed to WINN-DIXIE CHARLOTTE, INC. by Articles of Merger filed in the Office of the Secretary of State of Florida on June 29, 2000.
- F. WINN-DIXIE RALEIGH TRANSITORY "A", INC., is a wholly owned Subsidiary Corporation of WINN-DIXIE STORES, INC., WINN-DIXIE CHARLOTTE, INC., is a wholly owned Subsidiary Corporation of WINN-DIXIE STORES, INC.
- G. The Board of Directors of WINN-DIXIE STORES, INC., deems it desirable and in the best interests of the Company that WINN-DIXIE RALEIGH TRANSITORY "A", INC., be merged with and into WINN-DIXIE CHARLOTTE, INC., pursuant to the Section

607.1104 of the Florida Business Corporation Act by resolution adopted at the Board of Directors meeting held April 19, 2000. Shareholder approval of the merger is not required.

- H. Pursuant to Section 607.1104 of the Florida Business Corporation Act, on June 29, 2000 WINN-DIXIE STORES, INC., as holder of all of the outstanding shares of WINN-DIXIE RALEIGH TRANSITORY "A", INC., and WINN-DIXIE CHARLOTTE, INC., waived the mailing of a copy of the Plan of Merger to the sole shareholder of record of the Constituent Corporations.
- I. The effective date of the merger is June 29, 2000.

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

SECTION ONE. Parties. The name of the Parent Corporation is WINN-DIXIE STORES, INC., the name of the First Subsidiary Corporation is WINN-DIXIE RALEIGH TRANSITORY "A", INC., and the name of the Second Subsidiary Corporation is WINN-DIXIE CHARLOTTE, INC.

SECTION TWO. Merger. WINN-DIXIE RALEIGH TRANSITORY "A", INC., shall merge with and into WINN-DIXIE CHARLOTTE, INC., which shall be the Surviving Corporation.

SECTION THREE. Terms and Conditions. On the effective date of the merger, the separate existence of WINN-DIXIE RALEIGH TRANSITORY "A", INC., as Absorbed Corporation, shall cease, and WINN-DIXIE CHARLOTTE, INC., as Surviving Corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of WINN-DIXIE RALEIGH TRANSITORY "A", INC., without the necessity for any separate transfer. The Surviving Corporation shall hereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

SECTION FOUR. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation, as amended, of the Surviving Corporation shall continue to be the Articles of Incorporation following the effective date of the merger.

SECTION FIVE. By-Laws of Surviving Corporation. The By-Laws of the Surviving Corporation shall continue to be By-Laws of the Surviving Corporation following the effective date of the merger.

SECTION SIX. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices or until their successors have been elected or appointed and qualified.

SECTION SEVEN. Cancellation of WINN-DIXIE RALEIGH TRANSITORY "A", INC., Shares on Merger. Each share of the Common Stock of WINN-DIXIE RALEIGH TRANSITORY "A", INC., issued and outstanding on the effective date of the merger shall be retired and canceled, and no shares of WINN-DIXIE RALEIGH TRANSITORY "A", INC., shall be converted into shares of Common Stock of the Surviving Corporation.

As of the effective date of merger, each certificate of Common Stock of WINN-DIXIE RALEIGH TRANSITORY "A", INC., owned by the Parent Corporation shall be retired and canceled by the Parent Corporation.

Each share of WINN-DIXIE CHARLOTTE, INC., outstanding immediately prior to the merger becoming effective shall remain outstanding immediately after the merger as an identical share of the Surviving Corporation.

SECTION EIGHT. Effective Date of Merger. The effective date of this merger shall be June 29, 2000.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., WINN-DIXIE RALEIGH TRANSITORY "A", INC., and WINN-DIXIE CHARLOTTE, INC., have caused this Plan of Merger to be executed in their corporate names by their respective Presidents or Vice Presidents and Secretaries under the seals of the Corporations as of the day and year first above written.

Signed, sealed and delivered  
in the presence of:

WINN-DIXIE STORES, INC.

Cynthia N. Crossland

By: E. Eozel  
Its Senior Vice President

Pam Johnson

By: Matthew D. Dunn  
Its Secretary

PARENT CORPORATION

Signed, sealed and delivered

WINN-DIXIE RALEIGH TRANSITORY  
"A", INC.

in the presence of:

Cynthia N. Crossland

By: E. Eozel  
Its President

Pam Johnson

By: Matthew D. Dunn  
Its Secretary

FIRST SUBSIDIARY CORPORATION



Signed, sealed and delivered  
in the presence of:

Cynthia N. Crossland

Pam Johnson

WINN-DIXIE CHARLOTTE, INC.

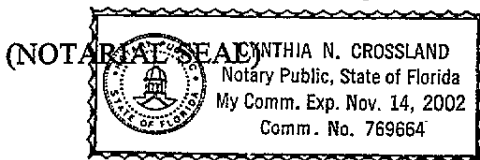
By: E. Ellis Zahra, Jr.  
Its Vice President

By: Judith W. Dixon  
Its Secretary

SECOND SUBSIDIARY CORPORATION

STATE OF FLORIDA  
COUNTY OF DUVAL

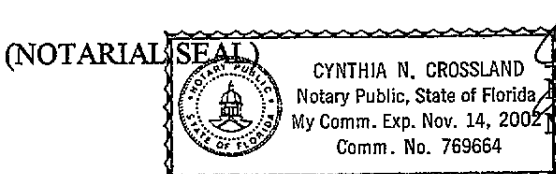
The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Senior Vice President and Secretary, respectively, of WINN-DIXIE STORES, INC., a Florida corporation, on behalf of the corporation.



Cynthia N. Crossland  
Notary Public, State and County aforesaid.  
My Commission expires:

STATE OF FLORIDA  
COUNTY OF DUVAL

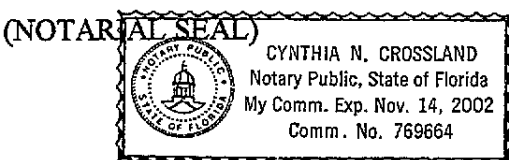
The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, President and Secretary, respectively, of WINN-DIXIE TRANSITORY "A", INC., a Florida corporation, on behalf of the corporation.



Cynthia N. Crossland  
Notary Public, State and County aforesaid.  
My Commission expires:

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of WINN-DIXIE CHARLOTTE, INC., a Florida corporation, on behalf of the corporation.



Cynthia N. Crossland  
Notary Public, State and County aforesaid.  
My Commission expires: