

H-443

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APPROVED AND FILED

*D. C. Gray*

WINN & LOVETT GROCERY COMPANY, a Florida corporation, by A. D. Davis, its President, and E. W. Kavanaugh, its Secretary, does hereby certify:

1. That at a meeting of the Board of Directors of said corporation duly convened and held at Jacksonville, Florida, on September 2, 1955, resolutions were adopted setting forth a proposed amendment to the Amended Certificate of Incorporation of said corporation, declaring said amendment advisable and calling a meeting of the stockholders of said corporation to be held at Jacksonville, Florida, at two o'clock P.M., Eastern Standard Time, on Tuesday, October 25, 1955, for the consideration and approval thereof. The resolution setting forth the proposed amendment was and is as follows:

"WHEREAS, it is deemed advisable that the Amended Certificate of Incorporation of this Company be further amended as hereinafter set forth;

"NOW, THEREFORE, BE IT RESOLVED, that the Amended Certificate of Incorporation of Winn & Lovett Grocery Company be further amended by striking out Section FIRST thereof and substituting in lieu of the matter so stricken the following:

'FIRST: The name of this corporation is WINN-DIXIE STORES, INC.'

2. That thereafter, pursuant to the aforesaid resolutions of its Board of Directors, a meeting of the stockholders of said corporation was duly held at the office of the corporation, 5050 Edgewood Court, Jacksonville, Florida, at two o'clock P.M., Eastern Standard Time, on Tuesday, October 25, 1955, at which meeting stockholders owning and entitled to vote 3,811,065 shares of a total of 4,700,764 shares of the Common (voting) Stock, having a par value of \$1.00 per share, of the corporation outstanding and entitled to vote at said meeting (being the only class of stockholders entitled to vote at said meeting), were present in person or duly represented by proxy and said stockholders thereupon, by the vote of a majority of the stock entitled to vote thereon, to-wit, by a vote of 3,726,482 shares of said Common

FILED  
OCT 27 1955  
CLERK OF COURT  
JACKSONVILLE, FLA.

G. TAX	
FILING	10.00
R. GRANT FEE	42.00
L. CLERK	52.00
TOTAL	104.00
N. BANK	42.00
BALANCE DUE	62.00

Clerk of Court Fee Paid \$2.00

APR 27 1955

*M. M. Dealey, Co. Treas.*

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*104.00 due*