



*The State of Texas*  
*Secretary of State*

I, BOB BULLOCK, Secretary of State  
of the State of Texas DO HEREBY CERTIFY that the attached is a  
true and correct copy of the following described instruments on  
file in this office:

THE SOUTHLAND CORPORATION

Restated Articles

April 26, 1972



IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be im-  
pressed hereon the Seal of State at my office in  
the City of Austin, this

27th day of April, A. D. 19 72.

A handwritten signature in dark ink, appearing to read "Bob Bullock", written over a horizontal line.  
Secretary of State

RESTATED ARTICLES OF INCORPORATION  
(with amendment)

of

THE SOUTHLAND CORPORATION

FILED  
In the Office of the  
Secretary of State of Texas

APR 26 1972

*Bill Kimbrough*  
Deputy Director, Corporation Division

1. The Southland Corporation, pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts restated articles of incorporation which accurately copy the articles of incorporation and all amendments thereto that are in effect to date and as further amended by such restated articles of incorporation as hereinafter set forth and which contain no other change in any provision thereof except revisions or deletions of obsolete recitations.

2. The articles of incorporation of the corporation are amended by the restated articles of incorporation as follows:

- (a) To increase from 20,000,000 to 40,000,000 the aggregate number of shares of common stock \$.01 par value, which the corporation is authorized to issue.
- (b) To change the requirement for regular meetings of the Board of Directors from not less often than every two months to not less often than every three months.
- (c) To delete the restriction on voting of shares held in any pension or profit sharing plan or similar benefit plans for employees of the corporation.

The amended articles of the articles of incorporation shall be and read as follows:

ARTICLE FOUR. The aggregate number of shares which this Corporation shall have authority to issue is Forty Million (40,000,000) shares of Common Stock of the par value of One Cent (\$.01) each.

ARTICLE SEVEN. The number of directors constituting the Board of Directors of the Corporation is eight (8). The number of directors of the Corporation may be fixed and may be changed from time to time in the manner set forth in the By-Laws of the Corporation, but such number shall not be less than eight (8) unless a lesser number shall be permitted upon affirmative vote of the holders of at least 80% of the outstanding common stock of the Corporation. All directors shall be elected annually unless a longer term shall be permitted upon affirmative vote of the holders of at least 80% of the outstanding common stock of the Corporation. Directors shall not be removed prior to the expiration of their term of office without cause unless such removal shall be permitted upon affirmative vote of the holders of at least 80% of the outstanding common stock of the Corporation.

The directors shall not delegate their authority to any executive committee or other committee except during the interim between meetings of the Board of Directors and regular meetings of the Board of Directors shall be held not less often than every three months, unless a broader delegation of authority or a change in such number of meetings shall be permitted upon affirmative vote of the holders of at least 80% of the outstanding common stock of the Corporation.

ARTICLE EIGHT. Treasury shares, shares of its own stock owned by another corporation the majority of the voting stock of which is owned or controlled by this Corporation, and shares of its own stock held by the Corporation in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares of the Corporation at any given time.

3. Each such amendment made by these restated articles of incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act and such restated articles of incorporation and each such amendment made by the restated articles of incorporation were duly adopted by the shareholders of the corporation on the 26th day of April, 1972.

4. The number of shares outstanding on March 10, 1972, the record date fixed by the Board of Directors, was 13,206,952 shares of Common Stock, \$.01 par value, the only class of voting securities, which number excludes 527,719 shares owned by The Southland Employees' Trust (the "Trust"); the number of shares entitled to vote on the amendment to increase the authorized shares was 13,734,671 and on each other amendment and on the restated articles of incorporation as so amended was 13,206,952. The number of shares voted for and against each amendment and such restated articles of incorporation as so amended was as set forth below (references are to amendment referred to in Article 2 hereof):

Amendment	Number of Shares Voted	
	For	Against
(a)	<u>11,886,501</u>	<u>26,297</u>
(b)	<u>11,359,198</u>	<u>26,174</u>
(c)	<u>11,234,522</u>	<u>146,195</u>
Restated Articles of Incorporation	<u>11,366,827</u>	<u>14,264</u>

5. The articles of incorporation and all amendments and supplements thereto are hereby superseded by the following restated articles of incorporation which accurately copy the entire text thereof as further amended as above set forth:

## ARTICLE ONE

The name of this Corporation is THE SOUTHLAND CORPORATION.

## ARTICLE TWO

The period of duration of this Corporation shall be perpetual.

## ARTICLE THREE

The purposes for which this Corporation is organized are as follows:

To erect, establish, construct, acquire, hold, own, operate, buy and sell ice plants, cold storage plants, refrigeration plants, and any and all plants and machinery and apparatus for making ice and any and all processes for refrigeration, pre-cooling, cold storage, and any like or kindred business. To engage in the business of wholesaling and retailing by any means artificial and natural ice and to acquire cold storage facilities, pre-cooling and car plant pre-cooling facilities and any other similar service and buying and selling, canning and refrigerating fruits, products and dairy products. To obtain and carry out icing contracts for cooling cars, trucks, motors and other cooling devices. To furnish engineering service for ice making and for refrigeration.

To design, manufacture, construct, repair and to buy, sell and deal in and with all tools, parts, machinery, appliances, apparatuses, and other instrumentalities, goods, articles and merchandise dealt in or sold by manufacturers, wholesalers, retailers and dealers in merchandise and/or commodities therefor.

This Corporation may apply for, obtain, purchase, or otherwise acquire, registered or unregistered trademarks, improvements, proposed inventions, processes, formulae, trade secrets and apparatus of all kinds, for the purpose of appropriating the same to the use of this Corporation, or its successors, and of granting rights, privileges and franchises to others for the use thereof, or any thereof.

The above rights, grants and privileges of this Corporation shall include the right to acquire materials, commodities, plants and other necessary instrumentalities for the manufacture of ice machines, or

apparatuses; and to sell and install the same for operation, and to supervise and attend the operation thereof.

To carry on the business of leasing, renting, repairing, and otherwise operating, as lessor, any of the aforesaid devices, apparatuses or commodities manufactured for use and sale.

To purchase and sell goods, wares and merchandise.

To establish, purchase or otherwise acquire, to own, operate and maintain and to sell, mortgage, lease as lessor and otherwise dispose of retail stores or departments therein and to conduct a general merchandising business therein.

To merchandise, sell, offer for sale and distribute at wholesale and retail food and foodstuffs of all kinds and descriptions, whether in bulk, package, bottles or cans, including beverages of all kinds, and to generally deal in groceries and grocery products.

To do a general merchandise business and to buy, sell and deal in groceries and foods of all kinds; to own, operate, run and manage a store or stores, or to lease such store or stores for operation by others, and to own and/or lease real estate, buildings, structures, and all necessary machinery and appliances for running and operating a general merchandising business for the purpose of selling, manufacturing, packing and preserving foods of all kinds.

To manufacture, prepare for market, buy, sell, trade and deal in milk and milk products in any form; to produce, purchase, sell, trade and deal in fresh milk and all the products of milk; to manufacture, purchase, lease, sell and deal in machinery, tools, implements, cans, bottles, cases, apparatus and all other articles and appliances used in connection with selling and transporting the manufactures and other products of this Corporation.

To buy and sell milk, poultry and eggs; to manufacture and sell butter, ice cream, cheese and other dairy products; to condense and sell milk, and to deal in all other farm and dairy products.

To construct, purchase, own, lease, operate and/or maintain a creamery or creameries for the manufacture, purchase, and sale, either at

wholesale or retail, of milk, cream, butter, ice cream, cheese, and any and all products thereof, and to do all things necessary to the conduct of the business.

To engage in the production, manufacture, distribution, both wholesale and retail, of ice cream, ice cream novelties, ices and other dairy products.

To purchase, sell and deal in cattle and livestock of all kinds.

To operate a business of buying, selling and dealing in meats, both live and dressed, retail and wholesale, slaughtering meat and animals, processing, dressing, curing, smoking and preparing all kinds of meat for sale, and distributing and selling the same.

To breed, raise, buy, sell, and deal in all kinds of poultry, to buy, sell, and deal in eggs, for eating or hatching, to hatch eggs; and generally to maintain, conduct and operate a poultry farm.

To engage in any other manufacturing, mercantile or trading business, of any kind or character whatsoever, and to that end to acquire, hold and own any and all property, assets, stocks, bonds and rights of any and every kind, necessary or convenient to the transaction of any business that may be undertaken by this Corporation.

To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

To have one or more offices to carry on all or any of its operations and business, and without restriction or limit as to amount, to purchase or otherwise acquire, to hold, own, to mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country, subject, however, to the limitations contained in the provision of Part 4, Texas Miscellaneous Corporation Laws.

#### ARTICLE FOUR

The aggregate number of shares which this Corporation shall have authority to issue is Forty Million (40,000,000) shares of Common Stock of the par value of One Cent (\$0.01) each.

## ARTICLE FIVE

At each election for directors each stockholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or, provided he or the holder of his proxy shall have given written notice of such intention to the Secretary of the Corporation on or before the day preceding the election, shall be entitled to cumulate his votes by giving one candidate as many votes as the number of directors multiplied by the number of his shares shall equal or by distributing his votes on the same principle among any number of such candidates. This provision for cumulative voting shall not be changed by merger, consolidation or otherwise except upon affirmative vote of the holders of at least 80% of the outstanding common stock of the Corporation.

## ARTICLE SIX

No holder of any stock of the Corporation shall be entitled, as a matter of right, to subscribe for or purchase any part of any stock, or securities convertible into stock, which the Corporation is authorized to issue.

## ARTICLE SEVEN

The number of directors constituting the Board of Directors of the Corporation is eight (8). The number of directors of the Corporation may be fixed and may be changed from time to time in the manner set forth in the By-Laws of the Corporation, but such number shall not be less than eight (8) unless a lesser number shall be permitted upon affirmative vote of the holders of at least 80% of the outstanding common stock of the Corporation. All directors shall be elected annually unless a longer term shall be permitted upon affirmative vote of the holders of at least 80% of the outstanding common stock of the Corporation. Directors shall not be removed prior to the expiration of their term of office without cause unless such removal shall be permitted upon affirmative vote of the holders of at least 80% of the outstanding common stock of the Corporation. The directors shall not delegate their authority to any executive committee or other committee except during the interim between meetings of the Board of Directors and regular meetings of the Board of Directors shall be held not less often than every three months, unless a broader delegation of authority or a change in such number of meetings shall be permitted upon affirmative vote of the holders of at least

80% of the outstanding common stock of the Corporation.

#### ARTICLE EIGHT

Treasury shares, shares of its own stock owned by another corporation the majority of the voting stock of which is owned or controlled by this Corporation, and shares of its own stock held by the Corporation in a fiduciary capacity, shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares of the Corporation at any given time.

#### ARTICLE NINE

The names and post office addresses of the directors of this Corporation now serving and who shall hold office until their respective successors shall be elected and qualified and who shall have the direction of the affairs of the Corporation are:

<u>Name</u>	<u>Address</u>
Webster Atwell	3630 Overbrook, Dallas, Texas 75205
J. Y. Ballard	1215 Hillcrest Ave., Fort Worth, Texas 76107
Walton Grayson, III	10525 Strait Lane, Dallas, Texas 75229
H. E. Hartfelder	9300 Hathaway, Dallas, Texas 75220
W. W. Overton, Jr.	4830 Cedar Springs, Dallas, Texas 75219
Jere W. Thompson	4217 Armstrong Pkwy., Dallas, Texas 75205
John P. Thompson	3925 Miramar, Dallas, Texas 75205
Clifford W. Wheeler	10111 Daria Drive, Dallas, Texas 75229

#### ARTICLE TEN

This Corporation has heretofore complied with the requirements of law as to initial minimum capital without which it could not commence business under the Texas Business Corporation Act.

#### ARTICLE ELEVEN

The registered office of this Corporation is Republic National Bank Building, P. O. Box 807, Dallas, Texas 75221, and the name of its registered agent at such address is C T Corporation System, as changed from its initial registered office and agent pursuant to Article 2.10 of the Texas Business Corporation Act.



DATED this 26th DAY OF April, 1972

THE SOUTHLAND CORPORATION

By:

*W. E. Hargis*  
President

By:

*R. W. Smith*  
Secretary

STATE OF TEXAS    X

COUNTY OF DALLAS   X

I, Mary Lee Roberts, a notary public, do hereby  
certify that on this 26th day of April, 1972, personally appeared  
before me H. E. Hartfelder, who being by me first duly sworn, declared  
that he is the President of The Southland Corporation, that he signed  
the foregoing document as President of said corporation, and that the  
statements therein contained are true.

Mary Lee Roberts  
Notary Public in and for Dallas  
County Texas

(Seal of Notary)

MARY LEE ROBERTS, Notary Public  
in and for Dallas County, Texas  
My Commission Expires June 1, 1973