

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

Kwik Chek Supermarkets, Inc.

a corporation duly organized and existing under the laws of Florida has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 1st day of December 1953, a properly authenticated copy of its articles of incorporation, and on the 1st day of December 1953, a designation of J. L. Eberle in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 1st day of December, A.D. 1953.

# State of Florida



## Office of Secretary of State

*J. R. A. Gray, Secretary of State of the State of Florida,*  
do hereby certify *that the above and foregoing is a true and correct* <sup>photographic</sup> *copy of*

Certificate of Incorporation of WINN-DIXIE STORES, INC., filed on the 27th day of September, A. D., 1955 and Certificate of Amendment changing its corporate name to KWIK CHEK SUPERMARKETS, INC., a corporation organized and existing under the Laws of the State of Florida, filed on the 15th day of November, A.D., 1955, as shown by the records of this office.

*Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital,*  
*this the* 28th *day of* October  
*A. D. 19* 58.



*J. R. A. Gray*  
Secretary of State

CERTIFICATE OF INCORPORATION

OF

WINN-DIXIE STORES, INC.

WE, THE UNDERSIGNED, do hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida and do hereby certify as follows:

APPROVED AND FILED

ARTICLE I

The name of this corporation shall be WINN-DIXIE STORES, INC., and its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be the following, to-wit:

A. To establish, own, operate, maintain, conduct and carry on a general grocery business, at retail and/or wholesale, and to do and transact any and all acts, business and things incidental to, relating to, or which may be conveniently done in carrying on a retail and/or wholesale grocery business.

B. To buy, sell, trade in, transport, manufacture, produce, process, preserve, pack distribute and otherwise deal in, at wholesale and retail, any and all foods, food products, goods, wares, merchandise and beverages of every kind and description, and all other articles and things ordinarily dealt in by persons engaged in the wholesale or retail grocery business. To own or lease lands for the growing of foods, or raising of livestock and to operate farms and groves; and to breed, raise, buy, pasture, prepare for market, exhibit, sell and deal in livestock of all kinds.

C. To purchase, design, build, construct, erect, acquire, lease, own, hold, maintain, operate, sell, utilize, dispose of and

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otherwise deal in stores, storage plants, warehouses, dwellings, offices, agencies, buildings, factories and manufacturing and processing plants of every kind, nature and description whatsoever for the conduct of its own business or any other business.

D. To conduct any and all kinds of manufacturing and mercantile businesses; to enter into, make and perform contracts of every kind with any person, firm or corporation; to act as agent or representative of corporations, firms or individuals; and to enter into a partnership or into any arrangement for sharing profits or union of interest, or cooperate with any person or company carrying on or about to carry on any business which this company is authorized to carry on, or any business or transaction capable of being conducted so as, directly or indirectly, to benefit this company

E. To manufacture, produce, buy, sell, hold, own, use, mortgage, pledge, encumber and otherwise deal in machinery, goods, wares, merchandise and personal property of every class and description; and to purchase, hold, manage, sell, improve, use, operate, lease, dispose of and otherwise deal in real estate or any interest therein, and to mortgage or otherwise encumber the same.

F. To acquire and undertake all or any part of the business assets and liabilities of any person, firm or corporation, and to pay for the same in cash, stock of the corporation, bonds, or otherwise.

G. To acquire, hold, utilize, improve, develop, enjoy, lease, encumber, sell, assign and convey or otherwise deal in and use inventions, patents, patent rights, trade marks, copyrights and any licenses or other right or interests therein and thereunder.

H. To guarantee, endorse, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or other evidences of

indebtedness created by, and other corporation organized under the laws of this state or any other state or government, and while owner thereof to exercise all the rights, powers and privileges of ownership.

I. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not purchase any of its own capital stock except out of the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly or counted as outstanding for the purpose of any stockholders' quorum or vote.

J. To borrow money and contract debts whenever necessary for the transaction of its business or for the exercise of its corporate rights, powers, privileges or franchises or for any lawful purpose of its incorporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, warrants, bonds, debentures and other like instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise; and to subscribe for, purchase, receive, hold, own and deal in stocks, bonds, mortgages, securities and other obligations of other persons or corporations; and to exercise all the privileges connected therewith which could be exercised by a natural person.

K. To conduct the business, have one or more offices and places of business, and purchase, hold, mortgage, sell, convey, lease or otherwise dispose of its real estate and personal property, in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

L. Generally to have, enjoy and exercise all such powers as may be necessary or convenient to the several businesses of this corporation, the grant and powers herein contained being

separate and several, without limitation one by another; to do any and all other things and exercise any and all other powers which a natural person could do and exercise; and to have, enjoy and exercise all the rights, powers and privileges conferred by the laws of the State of Florida upon corporations for profit organized under its state law.

#### ARTICLE III

The total authorized capital stock of the corporation shall be the sum of Ten Thousand (\$10,000.00) Dollars, divided into One Thousand (1,000) shares of common stock having a par value of Ten (\$10.00) Dollars per share, to be issued for cash, or for property, labor or services or other lawful considerations having a value in the judgement of the Board of Directors of this corporation at least equivalent to the full value of the stock so to be issued; and such stock may be issued at such times and in such manner as may be directed by the Board of Directors of this corporation.

#### ARTICLE IV

This corporation shall begin business with a capital of One Thousand (\$1,000.00) Dollars.

#### ARTICLE V

The existence of this corporation shall be perpetual.

#### ARTICLE VI

The post office address of the principal office of this corporation in the State of Florida shall be 6050 Edgewood Court, in the City of Jacksonville, County of Duval.

#### ARTICLE VII

The Board of Directors shall be not less than three (3) and not more than fifteen (15) as the by-laws from time to time shall provide. The Directors shall be chosen at the annual meeting of the stockholders of this

corporation. Vacancies in the Board of Directors shall be filled by the Directors remaining in office until the next election.

#### ARTICLE VIII

The names and post office addresses of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the by-laws, and the laws of Florida, shall hold office for the first year of existence of this corporation or until their successors are duly elected and have qualified, are as follows:

<u>Name</u>	<u>Post Office Address</u>
James E. Davis	5050 Edgewood Court Jacksonville, Florida
A. D. Davis	5050 Edgewood Court Jacksonville, Florida ✓
E. W. Kavanaugh	5050 Edgewood Court Jacksonville, Florida

#### ARTICLE IX

The names and post office addresses of the officers of the corporation, who shall serve for the first year of its existence or until their successors have been duly elected and qualified, are as follows:

<u>Name</u>	<u>Post Office Address</u>
J. E. Davis, President	5050 Edgewood Court Jacksonville, Florida
A. D. Davis, Vice President	5050 Edgewood Court Jacksonville, Florida ✓
M. A. Davis, Vice President	1051 S. E. 8th Street Hialeah, Florida
T. W. Davis, Vice President	1550 Jackson Ferry Road Montgomery, Alabama
E. W. Kavanaugh, Secretary and Treasurer	5050 Edgewood Court Jacksonville, Florida
P. F. Arnall, Assistant Secretary and Treasurer	5050 Edgewood Court Jacksonville, Florida

#### ARTICLE X

The name and post office address of each of the subscribers to this Certificate of Incorporation and the number

of shares of stock, and the value of the consideration therefor, which he agrees to take are as follows.

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>	<u>Value of Consideration</u>
J. E. Davis	5050 Edgewood Court Jacksonville, Florida	98	\$980.00
E. W. Kavanaugh	5050 Edgewood Court Jacksonville, Florida	1	\$ 10.00
P. F. Arnall	5050 Edgewood Court Jacksonville, Florida	1	\$ 10.00
Total Consideration			\$1,000.00

#### ARTICLE XI

The annual meeting of the stockholders of this corporation shall be held on such date of each year as may be provided for in the by-laws hereinafter to be adopted.

#### ARTICLE XII

The officers of this corporation shall be a President, who shall be a director, one or more Vice Presidents, a Secretary and a Treasurer; and one or more Assistant Secretaries and Assistant Treasurers, all of which shall be elected by the Board of Directors at the time and in the manner provided in the by-laws. Any person may hold two or more offices, except that the President shall not also be the Secretary or Assistant Secretary of the corporation.

#### ARTICLE XIII

The Board of Directors shall have the right from time to time to make any or all rules or regulations and amendments and changes thereto not inconsistent herewith and shall have also the following powers:

A. To make and alter the by-laws of this corporation; to fix the amount to be reserved as working capital over and above the capital stock paid in; and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

B. From time to time to determine whether and to what



extent, and at what time and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock ledger) or any of them, shall be open to inspection by stockholders, and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by resolution of the stockholders or directors.

C. If the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution, or in the by-laws of this corporation, have and exercise any and all powers of the Board of Directors in the management of the business and affairs of this corporation; and to have power to authorize the seal of this corporation to be affixed to all papers which may require it.

D. Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

#### ARTICLE XIV

This corporation may, in its by-laws, confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statutes.

#### ARTICLE XV

Both stockholders and directors shall have the power, if the by-laws so provide, to hold their meetings and to have

one or more offices within or without the State of Florida, and to keep the books of the corporation (subject to the provisions of the statutes) outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

IN WITNESS WHEREOF, the subscribers and incorporators have hereunto set their hands and seals and have made, subscribed and acknowledged this Certificate of Incorporation at Jacksonville, Florida, this 26<sup>th</sup> day of September, A.D. 1955.

J. E. Davis (SEAL)  
J. E. Davis

E. W. Kavanaugh (SEAL)  
E. W. Kavanaugh

P. F. Arnall (SEAL)  
P. F. Arnall

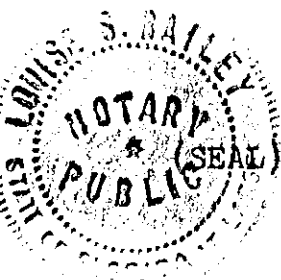
STATE OF FLORIDA )  
                              : SS  
COUNTY OF DUVAL )

Before me, the undersigned authority, personally appeared J. E. DAVIS, E. W. KAVANAUGH and P. F. ARNALL, to me well known and known to me to be the persons described in and who executed the foregoing Certificate of Incorporation and each of them acknowledged to and before me that he executed said instrument for the uses and purposes therein expressed.

WITNESSED my hand and official seal at Jacksonville, Florida, this 26<sup>th</sup> day of September, A.D. 1955.

/s/ Louise S. Bailey  
Notary Public

My commission expires: August 21, 1957



CERTIFICATE OF AMENDMENT

of

CERTIFICATE OF INCORPORATION

of

WINN-DIXIE STORES, INC.,  
a Florida corporation

THIS IS TO CERTIFY that at a meeting of the Board of

Directors of WINN-DIXIE STORES, INC., a Florida corporation, duly called and held on Friday, November 4, 1955, at 5050 Edgewood Court, in Jacksonville, Florida, pursuant to written acknowledgment and waiver of notice, a quorum being present, said Board of Directors duly adopted a resolution setting forth the proposed Amendment to the Certificate of Incorporation of said Corporation which is hereinafter set forth, and further declaring such Amendment to be advisable and calling a meeting of the stockholders of record entitled to vote for the consideration thereof, to be held pursuant to notice or waiver of notice on Friday, November 4, 1955, at 2:00 o'clock in the afternoon, at the office of the Corporation at 5050 Edgewood Court, in Jacksonville, Florida; and

Thereafter, pursuant to the aforesaid resolution of the Board of Directors, and written waiver of notice, a special meeting of stockholders was duly held on Friday, November 4, 1955, at 2:00 o'clock in the afternoon, at the office of the Company at 5050 Edgewood Court, in Jacksonville, Florida, at which meeting there were present all of the stockholders of record of all the outstanding stock of said corporation, and at such meeting of stockholders the following resolution was unanimously approved and adopted, to-wit:

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

"NOW THEREFORE, BE IT RESOLVED: That the Certificate of Incorporation of WINN-DIXIE STORES, INC. be amended by

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TOTAL	15.00
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*D. A. Gray*

striking out Article I thereof and substituting in lieu of the matter so stricken the following:

Article I

'The name of this Corporation shall be KWIK CHEK SUPERMARKETS, INC., and its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient.'

AND FURTHER RESOLVED: That the President and Secretary of this Corporation shall forthwith take such steps as may be necessary to give effect to said Amendment, including the preparation and filing with the Secretary of State in Tallahassee, Florida, of the necessary Certificate of Amendment.

IN WITNESS WHEREOF, this Certificate of Amendment is made and executed under the corporate seal of said Corporation and the hand of its President and its Secretary, this 4th day of November, 1955.

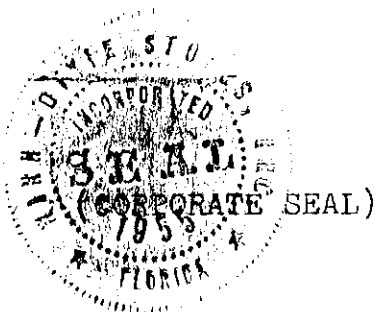
WINN-DIXIE STORES, INC.

James E. Davis

By: James E. Davis  
As its President

E. W. Kavanaugh

Attest: E. W. Kavanaugh  
As its Secretary



STATE OF FLORIDA     )  
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COUNTY OF DUVAL     )

I, Louise S. Bailey, an officer duly authorized to administer oaths and take acknowledgments in and for said State and County, do hereby certify that James E. Davis and E. W. Kavanaugh, to me well known and known to me to be President and Secretary, respectively, of the above named corporation, Winn-Dixie Stores, Inc., and known to me to be the individuals described in and who executed the foregoing Certificate of Amendment as such President and Secretary of said corporation, respectively, personally appeared before me this day and severally acknowledged to and before me that they executed said instrument as such officers of said corporation and for the purpose of thereby binding said corporation; that they were duly authorized by the Board of Directors of said corporation to so execute the same for the uses and purposes therein expressed; that the seal affixed to said instrument is the official seal of said corporation and that said instrument is the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, this 4th day of November, A. D. 1955.

Louise S. Bailey  
Notary Public, State of Florida at  
Large

My commission expires August 21, 1957

