

FILED

JAN. 9 1987

CERTIFICATE OF ADOPTION OF
RESTATED CERTIFICATE OF INCORPORATION OF
OF VILLAGE SUPER MARKET, INC.

JANE BURGIO
Secretary of State

The undersigned, being of the age of eighteen years or older, having been duly elected as the President of Village Super Market, Inc. and acting pursuant to N.J.S.A. 14A:9-5(5), hereby certifies:

FIRST: The name of the Corporation filing this Certificate is:

VILLAGE SUPER MARKET, INC.

SECOND: The attached Restated Certificate of Incorporation of Village Super Market, Inc. was adopted by action of the shareholders on December 11, 1986.

THIRD: On December 11, 1986, there were outstanding shares of only one class of capital stock, the Corporation's Common Stock, \$.50 par value. The number of shares of this class outstanding and entitled to vote thereon was 585,844 shares. The vote on the resolution was follows:

<u>Number of shares voted FOR</u>	<u>Number of shares voted AGAINST</u>	<u>Number of shares voted ABSTAIN</u>
<u>480,086</u>	<u>0</u>	<u>0</u>

FOURTH: An amendment to the Certificate of Incorporation made by such Restated Certificate of Incorporation is intended to provide for an exchange and reclassification of

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issued shares. This shall take place as set forth in Article 3(d), Exchange of Shares. All of the Corporation's existing outstanding shares shall be redesignated as Class A Common Stock, no par value and the holder of each share shall be entitled to exchange for a 45-day period commencing with the filing of this Certificate one (1) share of Class A Common Stock or one (1) share of Class B Common Stock. At the end of the 45-day period, there will be a four (4) for one (1) stock split of all shares of Class A Common Stock and all shares of Class B Common Stock.

FIFTH: This Restated Certificate of Incorporation shall be effective upon the filing of this Certificate or January 14, 1987, whichever is later.

IN WITNESS WHEREOF, the undersigned has caused its authorized corporate officer to give this Certification as of this 11th day of December, 1986.

VILLAGE SUPER MARKET, INC.

By: Perry Sumas
Perry Sumas, President

Exhibit A

RESTATED CERTIFICATE OF INCORPORATION
OF VILLAGE SUPER MARKET, INC.

The undersigned, acting to restate the Certificate of Incorporation as amended by a vote of the shareholders on December 4, 1986, does hereby certify:

FIRST: Name. The name of the Corporation is:

VILLAGE SUPER MARKET, INC.

SECOND: Purpose. The Corporation may engage in any of the activities within the purposes for which a corporation may be organized under the New Jersey Business Corporation Act.

THIRD: Capitalization. The Corporation shall be authorized to issue up to thirty million (30,000,000) shares of capital stock, all of which shall have no par value and which shall be divided into three classes as follows:

A. *Class A, Common Stock.* Ten million (10,000,000) shares shall be designated as Class A, Common Stock, No Par Value. The holders of Class A, Common Stock shall be entitled to one vote per share on all matters as to which holders of common stock shall be entitled to vote. Except for rights which are granted to holders of other classes, holders of Class A Common Stock shall be entitled to receive dividends, when and as declared by the Board of Directors out of assets lawfully available therefore, and in the event of liquidation or dissolution of the Corporation, shall have the right to receive ratably all of the assets and funds of the Corporation.

B. *Class B, Common Stock.* Ten million (10,000,000) shares shall be designated as Class B, Common Stock, No Par Value. The holders of Class B, Common Stock shall have all of the rights and privileges of the holders of Class A, Common Stock except as follows:

1. *Voting Rights.* Holders shall have the right to ten (10) votes per share.
2. *Dividends.* Holders shall be entitled to receive per share sixty-five percent (65%) of the dividends paid in cash or property to holders of Class A, Common Stock.
3. *Liquidation.* In the event of any distributions in liquidation or upon dissolution, holders of Class B, Common Stock shall receive per share one hundred percent (100%) of the cash or property received by the holders of Class A, Common Stock.
4. *Conversion.* On or after January-1, 1992, holders of Class B, Common Stock shall have the right to convert each share, on a share-for-share basis, into Class A, Common Stock. Prior to such date, only the executor or administrator of the estate of a deceased holder of Class B, Common Stock shall be entitled to convert. Holders may convert by delivering to the Corporation a notice of conversion specifying the number of shares to be converted, together with certificates in appropriate form for transfer representing at least the number of shares to be converted.

5. *Anti-Dilution.* There shall not be a stock dividend or stock split in Class B, Common Stock unless there is an identical stock dividend or stock split in the Class A, Common Stock. In the event of any stock dividend upon the Class A, Common Stock, an equal per share stock dividend shall be declared on the Class B, Common Stock. In the event of a stock split of the Class A, Common Stock, an equal per share stock split shall be declared upon the Class B, Common Stock. In the event of any other capital transaction, readjustment or reorganization, the Board of Directors shall take such action so that, on a per share basis, the relative voting, dividend and liquidation rights of the Class A, Common Stock and the Class B, Common Stock shall remain the same; however, any such action of the Board of Directors made in good faith shall be final.

6. *Transfer.* Class B, Common Stock shall not be transferable except to another holder of Class B, Common Stock except by will or other testamentary disposition, under the laws of intestacy or pursuant to a resolution of the Board of Directors of the Corporation approving the transfer.

C. *Preferred Stock.* Ten million (10,000,000) shares shall be designated as Preferred Stock, No Par Value. The Preferred Stock may be divided into such classes and such series as shall be established from time to time by resolutions of the Board of Directors and filed as an amendment to the Certificate of Incorporation, without any requirement of vote or class vote of shareholders. The Board of Directors shall have the right and power to establish and designate in any such Class or Series Resolution, such priorities, powers, preferences and relative, participating, optional or other special rights and qualifications, limitations and restrictions as it shall determine.

D. *Exchange of Shares.* Prior to the filing date of this Restated Certificate of Incorporation, 1,000,000 shares of Common Stock, \$.50 Par Value and 350,000 shares of Class A, Common Stock, \$.50 Par Value were authorized for issuance. Upon filing of this Restated Certificate of Incorporation, each share of either class shall be redesignated Class A Common Stock, No Par Value. Thereafter, the holders of or persons entitled to receive Class A, Common Stock shall have the one-time right to convert shares of Class A, Common Stock within a forty-five (45) day period commencing on the filing of this Restated Certificate of Incorporation into Class B, Common Stock so long as the exercise of any such right of conversion will not violate applicable state securities laws. Upon the expiration of forty-five days from the filing date of the Restated Certificate of Incorporation, the holders of each share of Class A Common Stock shall become entitled to a total of four (4) shares of Class A, Common Stock and the holders of Class B, Common Stock shall become entitled to a total of four (4) shares of Class B Common Stock.

FIFTH: Indemnification. The Corporation shall indemnify each director and officer to the full extent permitted by the New Jersey Business Corporation Act, and the full extent otherwise permitted by law.

SIXTH: Liability of Directors to the Corporation and its Shareholders. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,

(c) for intentionally or knowingly authorizing any unlawful dividend or distribution, or (d) for any transaction from which the director derived an improper personal benefit.

SEVENTH: Assistance to Certain Directors. Upon a determination made by a majority of the entire Board of Directors that such assistance may reasonably be expected to be of benefit to the Corporation, the Corporation may lend money to, guarantee the obligation of or otherwise assist any officer or employee of the Corporation who is also a director. This provision shall not limit the authority of the Board of Directors to so assist officers or employees who are not directors.

EIGHTH: Removal of Directors. Any director or all directors may be removed with or without cause at a special meeting of shareholders called for that purpose.

NINTH: Board of Directors. The number of members of the Board of Directors shall be as set forth in the By-Laws or, if not so specified, in any resolution adopted by the Board of Directors. The present number of members is eight (8) and the present directors are:

Name and Address

Nicholas Sumas
11 Spring Hill Drive
West Orange, NJ 07052

Perry Sumas
281 Long Hill Drive
Short Hills, NJ 07940

James Sumas
Shalebrook Drive
Harding Township, NJ 07940

Robert Sumas
4 East Greenbrook Road
No. Caldwell, NJ 07006

William P. Sumas
281 Woodland Road
Madison, NJ 07940

John Sumas
983 Chimney Ridge Drive
Springfield, NJ 07081

George J. Andresakes
353 Bay Lane
Mantoloking Shores, NJ 08738

John J. McDermott
142 Riveredge Road
Tinton Falls, NJ 07724

In the event of any increase in the size of the Board of Directors, however caused, or in the event of any vacancy, the Board itself is authorized to fill such position by a majority vote of the entire remaining Board, even if less than a quorum of the Board shall remain.

TENTH: Term. The Corporation shall have perpetual existence.

ELEVENTH: Preemptive Rights. Holders of the Capital Stock shall not have preemptive rights.

TWELFTH: Cumulative Voting. Holders of the Capital Stock shall not have the right to cumulate their votes upon the election of directors or for any other purpose.

THIRTEENTH: Amendment. This Restated Certificate of Incorporation may be amended by a resolution adopted by a shareholder vote of a majority of all votes cast thereon, except the rights of any class shall not adversely affect without approval by a majority of all votes of that class cast thereon.

FOURTEENTH: Registered Agent and Registered Office. The address of the Registered Office of the Corporation is:

733 Mountain Avenue
Springfield, NJ 07081

and the name of the Corporation's Registered Agent at such address is:

Adam T. Adams

IN WITNESS WHEREOF, the undersigned has caused its authorized corporate officer to give this certification as of this 11th day of December, 1986.

VILLAGE SUPER MARKET, INC.

By: 

Perry Sumas, President