

112252

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

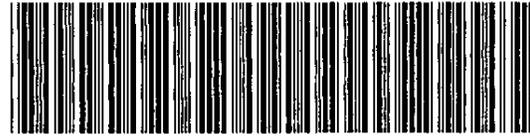
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Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

McCLURE & KORNHEISER LLC
ATTORNEYS AT LAW

JAY Y. McCLURE
MICHAEL P. KORNHEISER
RON BEN-MOSHE
LISA G. ROWLING
TRACEY HARTON POOLE
EMILY NOVAK TANENBAUM
CHRIS R. McCLURE

OF COUNSEL
KATHIE G. McCLURE

July 12, 2012

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Merger between Rice Hope Partners, LLC into Publix Super Markets, Inc.

Our File No. 5384

Gentlemen:

Enclosed please find two (2) Certified Copies of the Articles of Merger for the above referenced merger. I have also enclosed this firm's check in the amount of \$35.00 for filing. Please proceed with the filing of the Articles of Merger and return a filed copy to me upon completion.

Should you have any questions regarding this matter, please do not hesitate to contact me at your convenience.

Very truly yours,



Lisa G. Rowling

LGR/lc
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 20, 2012

LISA G. ROWLING
STE. 150, 6400 POWERS FERRY RD NW
ATLANTA, GA 30339

SUBJECT: PUBLIX SUPER MARKETS, INC.
Ref. Number: 112252

We have received your document for PUBLIX SUPER MARKETS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed Articles of Merger and Plan of Merger must be filed in this office.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Leslie Sellers
Regulatory Specialist II

Letter Number: 112A00019322

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
BETWEEN
RICE HOPE PARTNERS, LLC, a Georgia limited liability company
INTO
PUBLIX SUPER MARKETS, INC., a Florida corporation**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 12th day of JUNE, 2012, by and between RICE HOPE PARTNERS, LLC, a Georgia limited liability company ("Rice Hope") and PUBLIX SUPER MARKETS, INC., a Florida corporation ("Publix"):

WITNESSETH:

WHEREAS, Rice Hope is a limited liability company duly organized and validly existing under the laws of the State of Georgia; and

WHEREAS, Publix is a corporation duly organized and validly existing under the laws of the State of Florida and has a certificate of authority to transact business in the State of Georgia as a foreign corporation.

WHEREAS, Real Sub, LLC, a Florida limited liability company ("Real Sub") is the sole member of Rice Hope.

WHEREAS, the sole member of Rice Hope and the Board of Directors of Publix have elected to merge Rice Hope into Publix.

NOW THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between the parties hereto subject to the approval and adoption of this Agreement by the sole member of Rice Hope and by the Board of Directors of Publix, and subject to the conditions hereinafter set forth, that Rice Hope be merged into Publix, the corporate existence of which shall be continued under the same name, and thereafter the individual existence of Rice Hope shall cease. The terms and conditions of the merger hereby agree are as follows:

1. On the Effective Date (hereinafter defined), Rice Hope will merge with and into Publix (the "Merger") and the existence of Rice Hope shall cease. Publix will continue its existence under Florida law as a corporation.
2. Publix shall survive the Merger. No change is to be made by merger in its certificate of incorporation, bylaws, or capitalization. It will continue to exist, after Merger, as a corporation incorporated under the laws of the State of Florida. Following the merger, the Articles of Incorporation of Publix as filed with the Department of State of the State of Florida will continue to be its Articles of Incorporation until changed as provided by law. The name of Publix shall be unchanged.

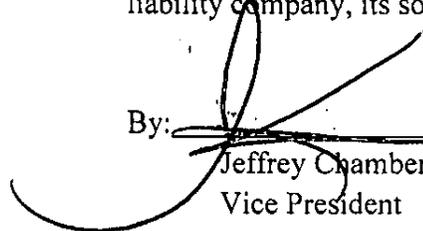
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TALLAHASSEE, FLORIDA

3. On the Effective Date, the Percentage Interests (as defined in the Rice Hope Operating Agreement) of Real Sub in Rice Hope shall be deemed cancelled.
4. As a result of the Merger, by operation of law and without further act or deed, on the Effective Date, all of the property, rights, interests and other assets of Rice Hope will be transferred to and vested in Publix and Publix will assume all of the liabilities of Rice Hope.

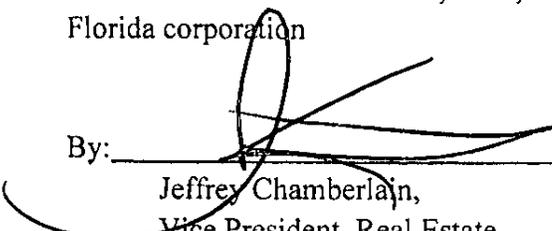
IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger this 12th day of JUNE, 2012.

RICE HOPE PARTNERS, LLC, a
Georgia limited liability company

By: Real Sub, LLC, a Florida limited
liability company, its sole member

By: 
Jeffrey Chamberlain,
Vice President

PUBLIX SUPER MARKETS, INC., a
Florida corporation

By: 
Jeffrey Chamberlain,
Vice President, Real Estate

SECRETARY OF STATE
CORPORATIONS DIVISION

2012 JUN 27 PM 3:47

STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530

Certified Copy

I, Brian P. Kemp, Secretary of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

PUBLIX SUPER MARKETS, INC.

Foreign Profit Corporation

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the 26th day of November, 1990 its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia. This Certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 11th day of July, 2012

Brian P. Kemp
Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 AUG - 8 PM 4: 44

FILED

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Drive

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 06/27/2012. Attached is a true and correct copy of the said filing.

Surviving Entity:

PUBLIX SUPER MARKETS, INC., a Florida Profit Corporation

Nonsurviving Entity/Entities:

RICE HOPE PARTNERS, LLC, a Georgia Limited Liability Company

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on June 27, 2012



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

**ARTICLES OF MERGER
BETWEEN
RICE HOPE PARTNERS, LLC, a Georgia limited liability company
INTO
PUBLIX SUPER MARKETS, INC., a Florida corporation**

I.

The name and jurisdiction of organization or formation of each of the merging entities are as follows:

RICE HOPE PARTNERS, LLC, a Georgia limited liability company

PUBLIX SUPER MARKETS, INC., a Florida corporation.

II.

The surviving entity is Publix Super Markets, Inc., a Florida corporation.

III.

The effective date of the merger shall be the date and time the Articles of Merger are filed.

IV.

Attached hereto as Exhibit "A" and by reference made a part hereof is the Agreement and Plan of Merger duly approved and adopted by Rice Hope Partners, LLC, a Georgia limited liability company and Publix Super Markets, Inc., a Florida corporation. The executed plan of merger is also on file at the principal place of business of the surviving corporation at the following address: 3300 Publix Corporate Parkway, Lakeland, Florida 33811-3002.

V.

A copy of the plan of merger will be furnished by Publix Super Markets, Inc., a Florida corporation, on request and without cost, to any member of any constituent entity.

VI.

The plan of merger was duly authorized and approved by Publix Super Markets, Inc., a Florida corporation in accordance with the applicable provisions of Chapter 607 of Title XXXVI of the Florida Statutes on May 15, 2012.

VII.

Shareholder approval was not required for the adoption of the plan of merger by Publix Super Markets, Inc., a Florida corporation.

State of Georgia
Merger 5 Page(s)



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VIII.

The plan of merger was duly authorized and approved by Rice Hope Partners, LLC, a Georgia limited liability company in accordance with O.C.G.A. Section 14-11-903 on June 12th, 2012.

IX.

The plan of merger was duly authorized and approved by each of the merging entities in accordance with O.C.G.A. Section 14-11-903.

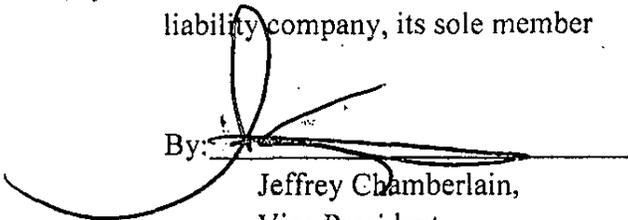
X.

Publix Super Markets, Inc., a Florida corporation has a certificate of authority to transact business in the State of Georgia as a foreign corporation.

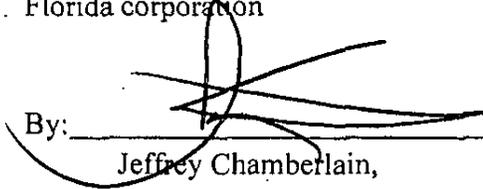
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 12th day of June, 2012.

RICE HOPE PARTNERS, LLC, a
Georgia limited liability company

By: Real Sub, LLC, a Florida limited
liability company, its sole member

By: 
Jeffrey Chamberlain,
Vice President

PUBLIX SUPER MARKETS, INC., a
Florida corporation

By: 
Jeffrey Chamberlain,
Vice President, Real Estate

2012 JUN 27 PM 3:47
SECRETARY OF STATE
CORPORATIONS DIVISION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

EXHIBIT A

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RICE HOPE PARTNERS, LLC, a Georgia limited liability company
INTO
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WITNESSETH:

WHEREAS, Rice Hope is a limited liability company duly organized and validly existing under the laws of the State of Georgia; and

WHEREAS, Publix is a corporation duly organized and validly existing under the laws of the State of Florida and has a certificate of authority to transact business in the State of Georgia as a foreign corporation.

WHEREAS, Real Sub, LLC, a Florida limited liability company ("Real Sub") is the sole member of Rice Hope.

WHEREAS, the sole member of Rice Hope and the Board of Directors of Publix have elected to merge Rice Hope into Publix.

NOW THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between the parties hereto subject to the approval and adoption of this Agreement by the sole member of Rice Hope and by the Board of Directors of Publix, and subject to the conditions hereinafter set forth, that Rice Hope be merged into Publix, the corporate existence of which shall be continued under the same name, and thereafter the individual existence of Rice Hope shall cease. The terms and conditions of the merger hereby agree are as follows:

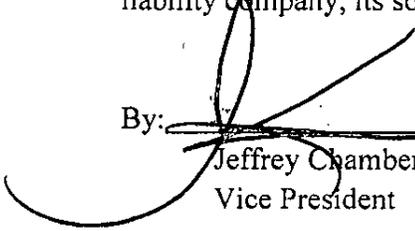
1. On the Effective Date (hereinafter defined), Rice Hope will merge with and into Publix (the "Merger) and the existence of Rice Hope shall cease. Publix will continue its existence under Florida law as a corporation.
2. Publix shall survive the Merger. No change is to be made by merger in its certificate of incorporation, bylaws, or capitalization. It will continue to exist, after Merger, as a corporation incorporated under the laws of the State of Florida. Following the merger, the Articles of Incorporation of Publix as filed with the Department of State of the State of Florida will continue to be its Articles of Incorporation until changed as provided by law. The name of Publix shall be unchanged.

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4. As a result of the Merger, by operation of law and without further act or deed, on the Effective Date, all of the property, rights, interests and other assets of Rice Hope will be transferred to and vested in Publix and Publix will assume all of the liabilities of Rice Hope.

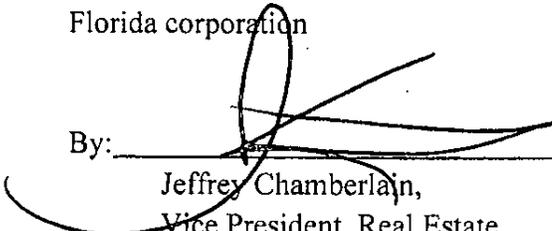
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Georgia limited liability company

By: Real Sub, LLC, a Florida limited
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By: 
Jeffrey Chamberlain,
Vice President

PUBLIX SUPER MARKETS, INC., a
Florida corporation

By: 
Jeffrey Chamberlain,
Vice President, Real Estate

CORPORATIONS DIVISION
SECRETARY OF STATE

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STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530

Certified Copy

I, Brian P. Kemp, Secretary of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

PUBLIX SUPER MARKETS, INC.

Foreign Profit Corporation

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Brian P. Kemp
Secretary of State

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
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Nonsurviving Entity/Entities:
RICE HOPE PARTNERS, LLC, a Georgia Limited Liability Company

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and the State of Georgia on June 27, 2012



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Brian P. Kemp
Secretary of State

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VI.

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VII.

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State of Georgia
Merger 5 Page(s)



T1218103202

VIII.

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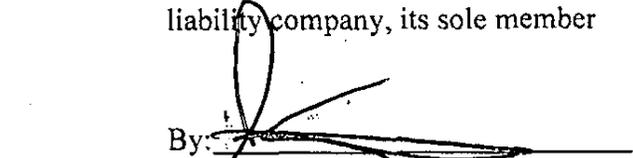
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RICE HOPE PARTNERS, LLC, a Georgia limited liability company

By: Real Sub, LLC, a Florida limited liability company, its sole member

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Jeffrey Chamberlain,
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Vice President, Real Estate

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