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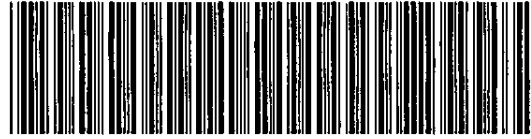
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
HALLMARK CENTER

FILED

FEB 26 2013  
T. ROBERTS

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OF COUNSEL  
KATHIE G. McCLURE

February 21, 2013

**VIA FEDERAL EXPRESS**

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

RE: Articles of Merger between Laurel Canyon Village, LLC into Publix Super Markets, Inc.

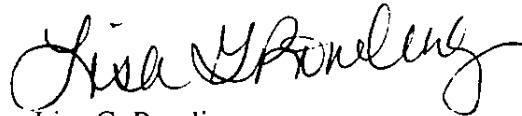
Our File No. 5380.2

Gentlemen:

Enclosed please find an original Articles of Merger for the above referenced merger. I have also enclosed this firm's check in the amount of \$70.00 for filing.

Please proceed with the filing of the Articles of Merger. 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

**ARTICLES OF MERGER  
BETWEEN  
LAUREL CANYON VILLAGE, 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:

LAUREL CANYON VILLAGE, 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 Laurel Canyon Village, 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 November 19, 2012.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VII.

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

VIII.

The plan of merger was duly authorized and approved by Laurel Canyon Village, LLC, a Georgia limited liability company in accordance with O.C.G.A. Section 14-11-903 on November 19, 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 1<sup>st</sup> day of January, 2013.

LAUREL CANYON VILLAGE, 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

# EXHIBIT A

**AGREEMENT AND PLAN OF MERGER  
BETWEEN  
LAUREL CANYON VILLAGE, 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 19<sup>th</sup> day of November, 2012, by and between LAUREL CANYON VILLAGE, LLC, a Georgia limited liability company ("Laurel Canyon") and PUBLIX SUPER MARKETS, INC., a Florida corporation ("Publix"):

WITNESSETH:

WHEREAS, Laurel Canyon 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 Laurel Canyon.

WHEREAS, the sole member of Laurel Canyon and the Board of Directors of Publix have elected to merge Laurel Canyon 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 Laurel Canyon and by the Board of Directors of Publix, and subject to the conditions hereinafter set forth, that Laurel Canyon be merged into Publix, the corporate existence of which shall be continued under the same name, and thereafter the individual existence of Laurel Canyon shall cease. The terms and conditions of the merger hereby agree are as follows:

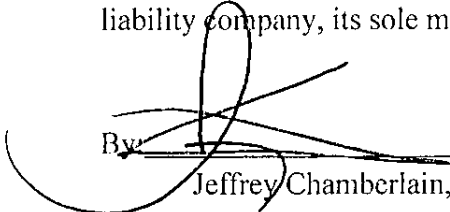
1. On the Effective Date (hereinafter defined), Laurel Canyon will merge with and into Publix (the "Merger") and the existence of Laurel Canyon shall cease. Publix will continue its existence under Florida law as a corporation.
2. Publix shall survive the Merger. No change is to be made by merger in 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.

3. On the Effective Date, the Percentage Interests (as defined in the Laurel Canyon Operating Agreement) of Real Sub in Laurel Canyon 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 Laurel Canyon will be transferred to and vested in Publix and Publix will assume all of the liabilities of Laurel Canyon.

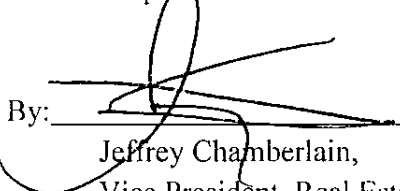
IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger this 19<sup>th</sup> day of November, 2012.

LAUREL CANYON VILLAGE, 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