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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Publix Super Markets, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Kelly L. Worman

Contact Person

Nelson Mullins Riley & Scarborough LLP

Firm/Company

150 Fourth Avenue North, Ste. 1100

Address

Nashville, TN 37214

City, State and Zip Code

kelly.worman@nelsonmullins.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kelly Worman

Name of Contact Person

at ( 615 ) 371-5305

Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**CERTIFICATE OF MERGER  
OF  
PT – FRANKLIN CSTORE, LLC  
WITH AND INTO  
PUBLIX SUPER MARKETS, INC.**

14 JUN 29 11:52 AM  
SUNSHINE STATE  
CORPORATION

The following Certificate of Merger is being submitted in accordance with Sections 607.1109, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PT – Franklin Cstore, LLC 3300 Publix Corporate Parkway Lakeland, Florida 33811-3311	Tennessee	Limited Liability Company

Tennessee Control No.: 000669326

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Publix Super Markets, Inc. 3300 Publix Corporate Parkway Lakeland, Florida 33811-3311	Florida	Corporation

Florida Document/  
Registration Number: 112252

FEI/EIN Number: 590324412

**THIRD:** The attached Plan of Merger meets the requirements of Section 607.1109 of the Florida Statutes, and was approved by the corporation that is a party to the merger in accordance with the provisions of Chapter 607 of the Florida Statutes. The Plan of Merger was adopted by the directors of the merging corporation on June 18, 2014.

**FOURTH:** The attached Plan of Merger approved by the sole member of PT – Franklin Cstore, LLC, a Tennessee limited liability company, on June 18, 2014, in accordance with the applicable laws of Tennessee.

**FIFTH:** The merger is permitted under the laws of Florida and is not prohibited by the articles of incorporation or the bylaws of the corporation or by the operating agreement and articles of organization of the limited liability company that are parties to the merger.

**SIXTH:** The merger shall become effective as of the 18<sup>th</sup> day of June, 2014.

**SEVENTH:** The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

Merged Entity:

**PT – FRANKLIN CSTORE, LLC**, a  
Tennessee limited liability company

By: 

Name: Jeffrey Chamberlain  
Its: President

Surviving Entity:

**PUBLIX SUPER MARKETS, INC.**, a  
Florida corporation

By: 

Name: Jeffrey Chamberlain  
Its: Vice President – Real Estate

**PLAN OF MERGER  
BETWEEN  
PUBLIX SUPER MARKETS, INC.  
(a Florida corporation)  
AND  
PT – FRANKLIN CSTORE, LLC  
(a Tennessee limited liability company)**

This Plan of Merger was executed and entered into as of the 18<sup>th</sup> day of June, 2014, by **PUBLIX SUPER MARKETS, INC.**, a Florida corporation (“PSMI”) and **PT – FRANKLIN CSTORE, LLC**, a Tennessee limited liability company (“CStore”), collectively referred to herein as the “Constituent Organizations”, setting forth the terms of a merger between the Constituent Organizations.

WITNESSETH:

**WHEREAS**, PSMI is a corporation incorporated and existing under the laws of the State of Florida; and

**WHEREAS**, CStore is a limited liability company organized and existing under the laws of the State of Tennessee; and

**WHEREAS**, the Board of Directors of PSMI and the Sole Member of CStore, pursuant to Section 48-249-702 of the Tennessee Revised Limited Liability Company Act and other applicable statutes of the State of Tennessee, deem it advisable that CStore be merged with and into PSMI (the “Merger”) on the terms and conditions hereinafter set forth in accordance with the applicable provisions of the statutes of the State of Tennessee permitting such Merger.

**NOW, THEREFORE**, PSMI and CStore hereby set forth the following Plan of Merger:

**ARTICLE 1.**

1.1 Surviving Organization. PSMI and CStore shall be merged into a single entity, pursuant to which Merger CStore shall merge with and into PSMI, which shall be referred to herein as the “Surviving Organization.”

1.2 Approval. The Sole Member of CStore and the Board of Directors of PSMI have unanimously approved the Merger.

**ARTICLE 2.**

2.1 Merger. Upon the Effective Date of the Merger, as defined in Article 4, below, and upon the Merger becoming effective as provided under the applicable laws of the State of Tennessee, the Surviving Organization shall be **Publix Super Markets, Inc., a Florida corporation**, and the separate existence of CStore shall cease.

2.2 Ownership Interests. Upon the Effective Date of the Merger, all stock in **Publix Super Markets, Inc.**, a Florida corporation, outstanding on the Effective Date of the Merger shall, by virtue of the Merger and without further action on the part of the holder, remain outstanding and unchanged. Any and all membership interest in PT – Franklin Cstore, LLC, a Tennessee limited liability company, by virtue of the Merger and without further action on the part of the holders, shall upon the Effective Date of the Merger, be cancelled and extinguished and shall cease to exist, and shall not be converted into stock in the Surviving Organization.

### ARTICLE 3.

3.1 Articles of Incorporation of Surviving Organization. The Articles of Incorporation of PSMI shall not be amended in any respect by reason of this Plan of Merger. On the Effective Date of the Merger, the Articles of Incorporation of PSMI shall be the Articles of Incorporation of the Surviving Organization without amendment.

3.2 Bylaws of Surviving Organization. On the Effective Date of the Merger, the Bylaws of PSMI shall be the Bylaws of the Surviving Organization.

### ARTICLE 4.

4.1 Effective Date of Merger. For accounting purposes, and for all other purposes, to the extent allowed by law, the Effective Date of the Merger shall be deemed to be June 16, 2014 (the “Effective Date of the Merger”). On the Effective Date of the Merger, CStore shall cease to exist and shall be merged with and into PSMI in accordance with the provisions of this Plan of Merger.

4.2 Rights and Obligations Upon Merger. As provided herein, on the Effective Date of the Merger, the Surviving Organization shall possess all rights, privileges, powers, franchises, and trust and fiduciary duties and obligations, and shall be subject to all restrictions, disabilities, and duties of each of the Constituent Organizations, and all property, whether real, personal or mixed, and all that is due to either of the Constituent Organizations on whatever account, as well as all other things in action or belonging to each of the Constituent Organizations, shall be vested in the Surviving Organization; and all property, rights, privileges, powers and franchises, and all and every other interest whatsoever shall be thereafter as effectually the property of the Surviving Organization as they were of the respective Constituent Organizations; and the title to any real estate, whether vested by deed or otherwise in either of the Constituent Organizations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Organizations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Organizations shall thenceforth attach to the Surviving Organization and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Organization.

4.3 Right of Amendment. The Surviving Organization hereby reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation and/or Bylaws, as from time to time amended, in the manner now or hereafter prescribed by law; and all rights and powers of whatsoever nature conferred in such Articles of Incorporation, as from time

to time amended, or provided for herein, upon any member, director, officer, or any other person are subject to this reservation.

IN WITNESS WHEREOF, PT – Franklin Cstore, LLC, a Tennessee limited liability company, and Publix Super Markets, Inc., a Florida corporation, pursuant to the approval and authority duly given by resolutions adopted by the Sole Member and Board of Directors, respectively, of each of the Constituent Organizations have caused this Plan of Merger to be executed on the date and year first above written.

**CSTORE:**

**PT – FRANKLIN CSTORE, LLC, a**  
Tennessee limited liability company

By: 

Name: Jeffrey Chamberlain  
Its: President

**PSMI:**

**PUBLIX SUPER MARKETS, INC., a**  
Florida corporation

By: 

Name: Jeffrey Chamberlain  
Its: Vice President – Real Estate