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Gray Robinson

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MERGER OR SHARE EXCHANGE
Publix Super Markets, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 07 |
| Estimated Charge | \$68.75 |

cc merger @ 4/30.15

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SECRETARY OF CORPORATIONS
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ARTICLES OF MERGER
Merging
PSM SC ACQUISITION COMPANY, LLC
With And Into
PUBLIX SUPER MARKETS, INC.

FILED STATE
SECRETARY OF CORPORATION
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2015 APR 29 PM 12:30

These Articles of Merger ("Articles of Merger") are submitted in order to merge PSM SC Acquisition Company, LLC, Florida limited liability company, with and into Publix Super Markets, Inc., Florida corporation (the "Merger"), in accordance with Chapter 605, Florida Statutes (the Florida Revised Limited Liability Company Act), and Chapter 607, Florida Statutes (the Florida Business Corporation Act) (with such Chapters of the Florida Statutes referred to herein collectively as the "Acts"):

ARTICLE I
Merging LLC

The exact name, type of entity, and jurisdiction for the merging party (the "Merging LLC") are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---------------------------------|---------------------|---|
| PSM SC Acquisition Company, LLC | Florida | Limited Liability Company (member managed) |

ARTICLE II
Surviving Entity

The exact name, type of entity and jurisdiction for the surviving party (the "Survivor Corporation") are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|----------------------------|---------------------|-------------------------|
| Publix Super Markets, Inc. | Florida | Corporation |

ARTICLE III
Approval and Plan of Merger

The Plan of Merger pursuant to which the Merging LLC shall be merged with and into the Survivor Corporation (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by this reference. The Merger and the Plan of Merger was approved by the Merging LLC (and its sole member) and by the Survivor Corporation in accordance with the applicable provisions of the Acts.

H15000104963 3

H15000104963 3

ARTICLE IV

No Changes to Survivor Corporation's Existing Articles of Incorporation

The Survivor Corporation exists before the Merger and is a domestic filing entity. In accordance with the Plan of Merger, the Articles of Incorporation of the Survivor Corporation in effect immediately prior to the Effective Time (defined below) shall remain in effect immediately following the Merger.

ARTICLE V

Appraisal Rights

Under the Acts, the Survivor Corporation is required to, and has agreed to, pay any member of the Merging LLC with appraisal rights the amount to which such member is entitled under the Acts, if any. The only member of the Merging LLC immediately prior to the Merger is a limited liability company that is wholly-owned by the Survivor Corporation, and such member has neither demanded nor asserted appraisal rights in connection with this Merger.

ARTICLE VI

Effective Time

The Merger and these Articles of Merger shall be effective as of the date and time of the filing of these Articles of Merger with the Florida Department of State, as evidenced by the Department's endorsement of such date and time hereon.

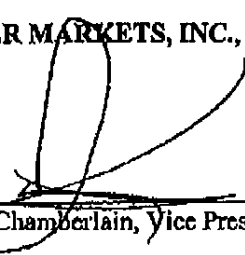
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H15000104963 3

IN WITNESS WHEREOF, these Articles of Merger are dated the 28 day of April, 2015.

SURVIVOR CORPORATION:

PUBLIX SUPER MARKETS, INC., a Florida corporation

By: 
Jeffrey G. Chamberlain, Vice President, Real Estate

MERGING LLC:

PSM SC ACQUISITION COMPANY, a Florida limited liability company

By: **REAL SUB, LLC**, a Florida limited liability company, its sole Member

By: 
Jeffrey G. Chamberlain, Vice President

H15000104963 3

EXHIBIT A
PLAN OF MERGER
Merging
PSM SC ACQUISITION COMPANY, LLC
With And Into
PUBLIX SUPER MARKETS, INC.

This Plan of Merger (the "Plan of Merger") was adopted and approved by all of the members of each limited liability company party to the merger and by the Board of Directors of each corporation that is a party to the merger, in accordance with Chapter 605, Florida Statutes (the Florida Revised Limited Liability Company Act), and Chapter 607, Florida Statutes (the Florida Business Corporation Act) (with such Chapters of the Florida Statutes referred to herein collectively as the "Acts"):

ARTICLE 1

The exact name, type of entity and jurisdiction of the merging party is as follows (the "Merging LLC"):

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---------------------------------|---------------------|--|
| PSM SC Acquisition Company, LLC | Florida | Limited Liability Company (member-managed) |

ARTICLE 2

The exact name, type of entity and jurisdiction of the surviving entity is as follows (the "Survivor Corporation"):

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|----------------------------|---------------------|-------------------------|
| Publix Super Markets, Inc. | Florida | Corporation |

ARTICLE 3

3.1 **The Merger.** The Merging LLC shall merge with and into Survivor Corporation (with such merger referred to herein as the "Merger") at the Effective Time (as defined below). From and after the Effective Time, the separate existence of the Merging LLC shall cease, and the Survivor Corporation shall continue as the surviving entity in the Merger and shall further continue its legal existence under the laws of the State of Florida.

3.2 **Effective Time.** The Merging LLC and the Survivor Corporation will cause Articles of Merger to be filed with the Florida Department of State in such form as required by, and executed in accordance with, the relevant provisions of the Acts. The Merger shall become effective as of the date and time of such filing, as evidenced by the Florida Department of State's endorsement of such date and time on the Articles of Merger (the "Effective Time").

H15000104963 3

H15000104963 3

3.3 **Additional Action.** The Survivor Corporation shall, at any time after the Effective Time, take any necessary or desirable action, including executing and delivering any document, in the name and on behalf of the Merging LLC or the Survivor Corporation, in order to vest or to perfect or confirm of record in the Survivor Corporation the title to any property, rights (including contract rights), privileges, powers, licenses, and franchises of the Merging LLC or the Survivor Corporation.

ARTICLE 4

4.1 **Relationship of Merging Parties.** The Merging LLC is a wholly-owned subsidiary of Real Sub, LLC, a Florida limited liability company ("Real Sub"). Real Sub is a wholly-owned subsidiary of Survivor Corporation. As such, the Survivor Corporation is the beneficial owner of the Merging LLC.

4.2 **Manner and Basis of Converting Interests Generally.** Since the Merger is between the Merging LLC and its beneficial owner, no membership interests of the Merging LLC issued and outstanding immediately prior to the consummation of the Merger (the "Merging LLC Interests") need be converted in connection with the Merger, and at the Effective Time, all of Merging LLC Interests shall, by virtue of the Merger and without any action on the part of any holder thereof, be surrendered and canceled.

4.3 **No Conversion of Rights to Acquire.** Since there were no rights to acquire any interests of the Merging LLC or the Survivor Corporation outstanding prior to the Effective Time, no conversion of such rights is necessary.

4.4 **Miscellaneous.**

(a) Except as otherwise explicitly set forth in this Article, no interest, dividends, or other distributions shall be payable with respect to any Merging LLC Interests in connection with the Merger.

(b) From and after the Effective Time, no Merging LLC Interest shall be deemed issued or outstanding, and the holders thereof shall cease to have any rights with respect thereto, except as provided herein or by the Acts. At the Effective Time, no actual surrender of any certificates or other indicia of ownership of a Merging LLC Interest will be required; instead, from and after the Effective Time, all Merging LLC Interests shall be deemed for all purposes surrendered and canceled.

(c) At the Effective Time, the transfer books for the Merging LLC shall be closed and no transfer of Merging LLC Interests shall thereafter be made.

ARTICLE 5

5.1 **Rights and Obligations of the Merging LLC.** By virtue of the Merger, and in accordance with and insofar as permitted by the applicable provisions of the Acts, from and after the Effective Time: (i) the Survivor Corporation shall possess all rights, privileges and powers of the Merging LLC, (ii) all property and assets of the Merging LLC, including all contract rights,

H15000104963 3

shall vest in the Survivor Corporation without any further act or deed, and (iii) the Survivor Corporation shall assume and be liable for all liabilities and obligations of the Merging LLC.

5.2 **Survivor Corporation Articles of Incorporation.** The Articles of Incorporation of the Survivor Corporation in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Survivor Corporation immediately following the Merger.

5.3 **Survivor Corporation Bylaws.** The Bylaws of the Survivor Corporation in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Survivor Corporation immediately following the Merger.

5.4 **Merging LLC's Organizational Documents.** The Articles of Organization, Operating Agreement and all other organizational documents, agreements and instruments relating to the Merging LLC shall be deemed terminated as of the Effective Time.

ARTICLE 6

6.1 **Amendment.** The Merging LLC and the Survivor Corporation may, by mutual consent, amend this Plan of Merger prior to the Effective Time; provided, however, that an amendment made subsequent to obtaining the requisite approval of this Plan of Merger by the members of the Merging LLC and the Board of Directors of Survivor Corporation shall be subject to any restrictions contained in the Acts. No amendment of any provision of this Plan of Merger shall be valid unless the same shall be in writing and approved by the requisite members of the Merging LLC and the Board of Directors of Survivor Corporation.

6.2 **Termination.** This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the Effective Time (whether before or after requisite approval of the Plan of Merger has been obtained from the Merging LLC and the Survivor Corporation) upon mutual written consent of the Merging LLC and the Survivor Corporation.

6.3 **Member Approval.** The respective obligations of the Merging LLC and the Survivor Corporation to effect the Merger shall be subject to the Merging LLC and the Survivor Corporation obtaining the requisite approval of the members of the Merging LLC and the Board of Directors of the Survivor Corporation, all as required by the Acts, prior to the Effective Time.

6.4 **Filing of the Merger Documents.** After obtaining the requisite approvals required by the Acts, the directors and officers of the Survivor Corporation and the members of the Merging LLC are hereby authorized and directed to cause Articles of Merger and all other required documents, if any, to be executed, filed and recorded and all other required action to be taken in order to consummate the Merger as of the Effective Time.

[End of Plan of Merger]