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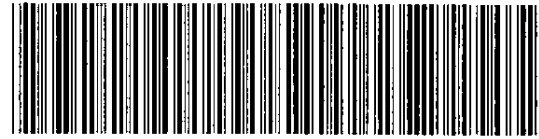
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JUN 16 2017

STATE OF TEXAS
SECRETARY OF STATE

17 JUN -7 PM 4: 12

FILED

Merger

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PUBLIX SUPPER MARKETS, INC.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Robert E. McFadden
Contact Person
Publix Super Markets, Inc.
Firm/Company
3300 Publix Corporate Parkway
Address
Lakeland, Florida 33811
City, State and Zip Code

Robert.mcfadden@publix.com /
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert E. McFadden at (863) 616-5666
Name of Contact Person Area Code Daytime Telephone Number

Certified copy (optional) \$30.00

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

Publix

Robert E. McFadden
Senior Real Estate Attorney
Publix Super Markets, Inc.
Office of the General Counsel
Direct Dial: 863.616.5666
Email: Robert.McFadden@publix.com

June 6, 2017

Via Federal Express

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Articles of Merger for PSM Lakewood Ranch, LLC into Publix Super Markets, Inc.

Dear Sir or Madam:

Enclosed for filing please find an original Articles of Merger for merging PSM Lakewood Ranch, LLC, a Florida limited liability company into Publix Super Markets, Inc., a Florida corporation. Also enclosed is Publix Super Markets, Inc.'s check no. 0005372833 in the amount of \$90.00 for the filing fee of \$25.00 for the LLC, and \$35.00 for the corporation, and one certified copy fee of \$30.00.

Thank you in advance for your assistance in this matter. If you have any questions, please contact me at the above number.

Sincerely,

PUBLIX SUPER MARKETS, INC.



Robert E. McFadden

Enclosures as indicated

REM/las

ARTICLES OF MERGER

BETWEEN

PSM LAKEWOOD RANCH, LLC,
a Florida 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:

PSM LAKEWOOD RANCH, LLC,
a Florida 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 PSM Lakewood Ranch, LLC, a Florida limited liability company (the "Company"), and Publix Super Markets, Inc., a Florida corporation ("Publix"). The executed Agreement and Plan of Merger is also on file at the principal place of business of Publix at the following address:

3300 Publix Corporate Parkway,
Lakeland, Florida 33811-3311.

V.

A copy of the Agreement and Plan of Merger will be furnished by Publix upon request and without cost, to any member of any constituent entity.

Articles of Merger

VI.

The Agreement and Plan of Merger was approved by Publix in accordance with the applicable provisions of Chapter 607, Florida Statutes, and was approved by the Company in accordance with the applicable provisions of Chapter 605, Florida Statutes.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 6th day of June, 2017.

**PSM LAKEWOOD RANCH, LLC, a
Florida limited liability company
By: Real Sub, LLC, a Florida limited liability
company, as its sole member**

By: _____

Jeffrey Chamberlain, Vice President

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

By: _____

Jeffrey Chamberlain, Senior Vice President

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

FILED

17 JUN -7 PM 4:12

STATE OF FLORIDA
CLERK OF SUPERIOR COURT

AGREEMENT AND PLAN OF MERGER

BETWEEN

**PSM LAKEWOOD RANCH, LLC, a L15000, 1796665
Florida limited liability company**

INTO

**PUBLIX SUPER MARKETS, INC., 12752
A Florida corporation**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 6th day of June, 2017 (the "Effective Date"), by and between **PSM LAKEWOOD RANCH, LLC**, a Florida limited liability company ("PSM Lakewood") and **PUBLIX SUPER MARKETS, INC.**, a Florida corporation (the "Corporation").

WITNESSETH:

WHEREAS, PSM Lakewood is a limited liability company duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, the sole Member of PSM Lakewood and the Board of Directors of the Corporation have each approved the merger of PSM Lakewood with and into the Corporation (the "Merger") upon the terms and conditions set for in this Agreement; and

WHEREAS, PSM Lakewood and the Corporation desire hereby to set forth the terms and conditions for the consummation of the Merger, following which the Corporation shall be the surviving entity (sometimes hereinafter in such capacity, the "Survivor"); and

WHEREAS, pursuant to Section 607.1103(7), Florida Statutes, the stockholders of the Corporation are not required to approve this Agreement or the consummation of the Merger;

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 Corporation, and subject to the conditions hereinafter set forth, that PSM Lakewood be merged into the Corporation, the existence of which shall be continued under the same name, and thereafter the individual existence of PSM Lakewood shall cease. The terms and conditions of the Merger are as follows:

1. On the Effective Date, PSM Lakewood will merge with and into the Corporation and the existence of PSM Lakewood shall cease. The Corporation will continue to exist after the Merger as a corporation organized under the laws of the State of Florida.
2. The Corporation shall survive the Merger. No change is to be made by the Merger in the Corporation's Articles of Incorporation, bylaws, or capitalization. Following the Merger, the Articles of Incorporation of the Corporation, 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 the Corporation shall not change.

3. On the Effective Date, all Percentage Interests (as defined in the PSM Lakewood Operating Agreement) 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 PSM Lakewood will be transferred to and vested in the Corporation and the Corporation will assume all of the liabilities of PSM Lakewood.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger effective as of the Effective Date.

**PSM LAKEWOOD RANCH, LLC, a
Florida limited liability company**

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

By: _____

Jeffrey Chamberlain, Vice President

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

By: _____

Jeffrey Chamberlain, Senior Vice President