

112252

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

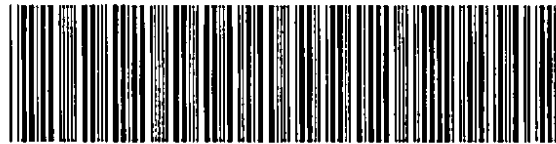
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

need plan of merger

Office Use Only



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FILED
CLERK OF STATE
CORPORATIONS
17 JUN 12 AM 10:25

Merger

JUL 14 2017

D CUSHING

Publix.

Kathy A. Cargal, CLA, ACP

Real Estate Paralegal

Phone: (863) 688-7407, Ext. 55910

June 21, 2017

Amendment Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Articles of Mergers
VL Partners, L.L.C. into Publix Super Markets, Inc.
Maitland Place, LLC into Publix Super Markets, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original Articles of Merger for each of the above mergers.

Also enclosed are our checks totaling \$180.00, for the following:

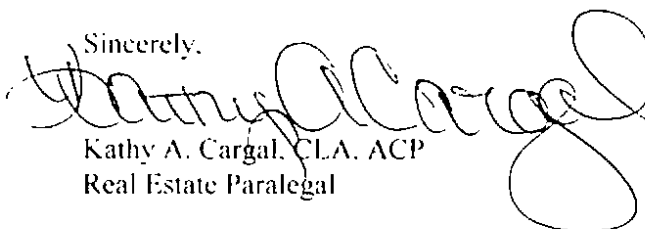
Filing fee 2 @ \$25 for LLCs

Filing fee 2 @ \$35 for the corporations

Certified copies 2 @ \$30

If you have any questions, please do not hesitate to contact me.

Sincerely,



Kathy A. Cargal, CLA, ACP
Real Estate Paralegal

Enclosures

17 JUN 23 10:29
TALLAHASSEE
DIVISION OF CORPORATIONS
RECEIVED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 30, 2017

KATHY A. CARGAL, CLA, ACP
PUBLIX SUPER MARKETS, INC.
P.O. BOX 407
LAKELAND, FL 33802-0407

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

We have received your document for PUBLIX SUPER MARKETS, INC. and your check(s) totaling \$90.00. However, the document has not been filed and is being retained in this office for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 217A00013317

ARTICLES OF MERGER

BETWEEN

MAITLAND PLACE, 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:

MAITLAND PLACE, 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 Maitland Place, LLC, a Florida limited liability company (the "Company"), and Publix Super Markets, Inc., a Florida corporation ("Publix"). The executed 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 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 Plan of Merger was approved by the Corporation in accordance with the applicable provisions of Chapter 607, Florida Statutes, and was approved by the LLC in accordance with the applicable provisions of Chapter 605, Florida Statutes.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 18 day of MAY, 2017.

**MAITLAND PLACE, LLC, a
Florida limited liability company
By: Real Sub, LLC, a Florida limited liability
company, as sole member**

By: 

Jeffrey Chamberlain, Vice President

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

By: 

Jeffrey Chamberlain, Senior Vice President

AGREEMENT AND PLAN OF MERGER

BETWEEN

**MAITLAND PLACE, LLC, a
Florida 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 18 day of MAY, 2017 (the "Effective Date"), by and between **MAITLAND PLACE, LLC**, a Florida limited liability company ("Maitland Place") and **PUBLIX SUPER MARKETS, INC.**, a Florida corporation (the "Corporation").

WITNESSETH:

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

WHEREAS, the Members of Maitland Place and the Board of Directors of the Corporation have each approved the merger of Maitland Place with and into the Corporation (the "Merger") upon the terms and conditions set for in this Agreement; and

WHEREAS, Maitland Place 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 Maitland Place be merged into the Corporation, the existence of which shall be continued under the same name, and thereafter the individual existence of Maitland Place shall cease. The terms and conditions of the merger are as follows:

1. On the Effective Date, Maitland Place will merge with and into the Corporation (the "Merger") and the existence of Maitland Place 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 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 Maitland Place 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 Maitland Place will be transferred to and vested in the Corporation and the Corporation will assume all of the liabilities of Maitland Place.

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

**MAITLAND PLACE, LLC, a
Florida limited liability company**

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

By: 

Jeffrey Chamberlain, Vice President

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

By: 

Jeffrey Chamberlain, Senior Vice President