

112252

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

(Document Number)

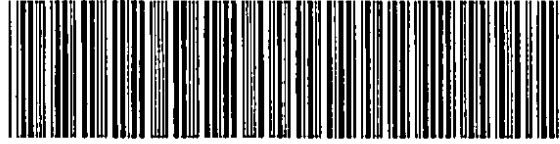
Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

merger Plan of Merger

Office Use Only



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 JUN 17 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:

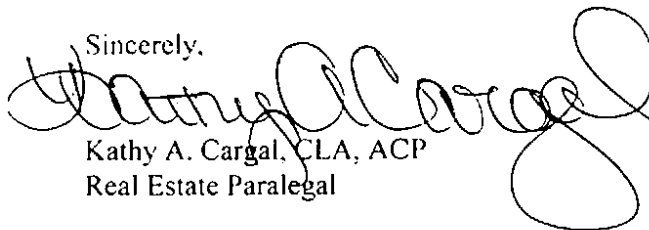
Enclosed for filing please find the original Articles of Merger for each of the above mergers.

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

FILED
STATE
17 JUN 19 AM 10:26

Enclosures



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: 617A00013317

FILED IN THE STATE OF FLORIDA
17 JUN 12 4:10:26

ARTICLES OF MERGER

BETWEEN

VL PARTNERS, L.L.C.,
a Florida limited liability company

L00000014982

INTO

PUBLIX SUPER MARKETS, INC.,
a Florida corporation

112292

I.

The name and jurisdiction of organization or formation of each of the merging entities are as follows:

VL PARTNERS, L.L.C.,
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 VL Partners, L.L.C., 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.

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.

**VL PARTNERS, L.L.C., 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

**VL PARTNERS, L.L.C., 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 **VL PARTNERS, L.L.C.**, a Florida limited liability company ("VL Partners") and **PUBLIX SUPER MARKETS, INC.**, a Florida corporation (the "Corporation").

WITNESSETH:

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

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

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

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

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

**VL PARTNERS, L.L.C., 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