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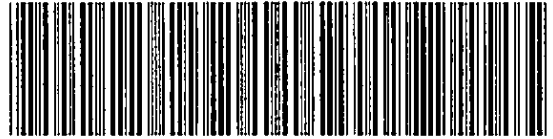
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JUL 24 A 10: 21

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*Merfuz*



# Publix.

**Anthony M. Rodriguez, Esq.**  
Senior Real Estate Attorney  
Publix Super Markets, Inc.  
Office of the General Counsel  
Direct Dial: (863) 616-5719

**VIA FEDERAL EXPRESS**

July 21, 2017

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

*Re: Articles of Merger for PSM Carillon Town Center, LLC into Publix Super Markets, Inc.*

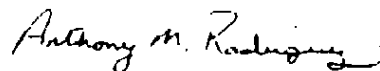
Dear Sir or Madam:

Enclosed for filing please find the original Articles of Merger for merging PSM Carillon Town Center, LLC, a Florida limited liability company, into Publix Super Markets, Inc., a Florida corporation. Also enclosed is a check from Publix Super Markets, Inc., to the Florida Department of State, in the amount of \$115.00 (for the filing fee of \$50.00 total for two limited liability companies, the filing fee of \$35.00 for the corporation, and one certified copy fee of \$30.00).

Please return all correspondence to my attention pursuant to the address noted in the footer of this letter. Please feel free to contact me at the above number if you have any questions. Thank you in advance for your assistance.

Sincerely,

PUBLIX SUPER MARKETS, INC.



Anthony M. Rodriguez, Esq.

cc: Megan Durkee, Manager of Lease Administration and Compliance (via email)  
Liz Whatley, Senior Real Estate Paralegal (via email)

Enclosure

**ARTICLES OF MERGER**

**BETWEEN**

**PSM CARILLON TOWN CENTER, LLC,**  
a Florida limited liability company

**INTO**

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

**FILED**  
**JUL 24 A 10:21**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**I.**

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

**PSM CARILLON TOWN CENTER, 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 Carillon Town Center, LLC, a Florida limited liability company (the "Company"), Real Sub, LLC, a Florida limited liability company ("Real Sub") and a Member of the Company, and Publix Super Markets, Inc., a Florida corporation ("Publix") and a Member of the Company. 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  
PSM Carillon Town Center, LLC into Publix Super Markets, Inc.

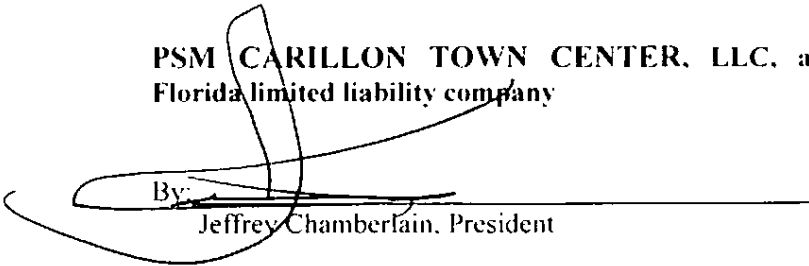
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VI.

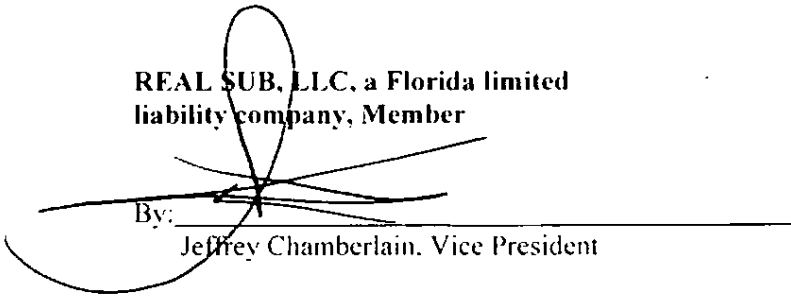
The Agreement and Plan of Merger was duly authorized and approved by the Company and the Members in accordance with the applicable provisions of Chapter 607, Florida Statutes, on July 7, 2017

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 7<sup>th</sup> day of July, 2017.

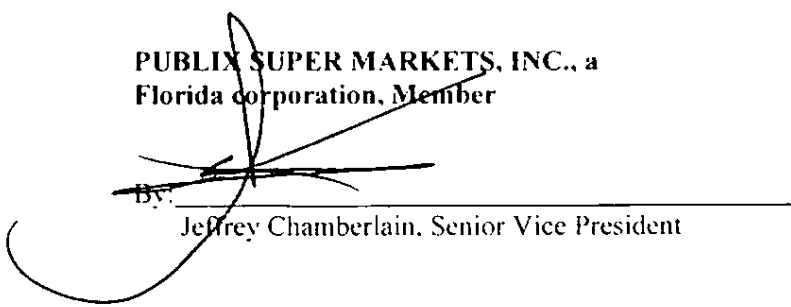
**PSM CARILLON TOWN CENTER, LLC, a  
Florida limited liability company**

By:   
Jeffrey Chamberlain, President

**REAL SUB, LLC, a Florida limited  
liability company, Member**

By:   
Jeffrey Chamberlain, Vice President

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

By:   
Jeffrey Chamberlain, Senior Vice President

Articles of Merger  
PSM Carillon Town Center, LLC into Publix Super Markets, Inc.

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**Exhibit "A"**

**Agreement and Plan of Merger**

[attached]

**AGREEMENT AND PLAN OF MERGER**  
**BETWEEN**  
**PSM CARILLON TOWN CENTER, LLC, a**  
**Florida limited liability company**  
**INTO**  
**PUBLIX SUPER MARKETS, INC., a**  
**Florida corporation**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into this 7<sup>th</sup> day of July, 2017 (the "Effective Date"), by and between **PSM CARILLON TOWN CENTER, LLC**, a Florida limited liability company ("PSM Carillon"), and **PUBLIX SUPER MARKETS, INC.**, a Florida corporation ("Publix"), with consent from **REAL SUB, LLC**, a Florida limited liability company ("Real Sub"):

WITNESSETH:

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

WHEREAS, Publix is a corporation duly organized and validly existing under the laws of the State of Florida and a Member of PSM Carillon; and

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

WHEREAS, Real Sub and Publix, being the sole Members of PSM Carillon, have elected to merge PSM Carillon into Publix.

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

1. On the Effective Date, PSM Carillon will merge with and into Publix (the "Merger") and the existence of PSM Carillon shall cease. Publix will continue to exist after the Merger as a corporation organized under the laws of the State of Florida. Real Sub will continue to exist after the Merger as a limited liability company organized under the laws of the State of Florida
2. Publix shall survive the Merger. No change is to be made by merger in Publix's certificate of incorporation, bylaws, or capitalization. It will continue to exist, after

Merger, as a corporation incorporated under the laws of the State of Florida. Following the Merger, the Articles of Incorporation of Publix 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 Publix shall not change.

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

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

**PSM CARILLON TOWN CENTER, LLC, a  
Florida limited liability company**

By: \_\_\_\_\_

Jeffrey Chamberlain, President

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

By: \_\_\_\_\_

Jeffrey G. Chamberlain,  
Senior Vice President

**REAL SUB, LLC, a Florida limited  
liability company, Member**

By: \_\_\_\_\_

Jeffrey Chamberlain, Vice President