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*Merger*

AUG 28 2017

R. V. V.

FILED  
17 AUG 22 PM 12:08  
MICHIGAN

**Publix.**

**Kathy A. Cargal, CLA, ACP**

Real Estate Paralegal

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

**VIA FEDERAL EXPRESS**

August 21 2017

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

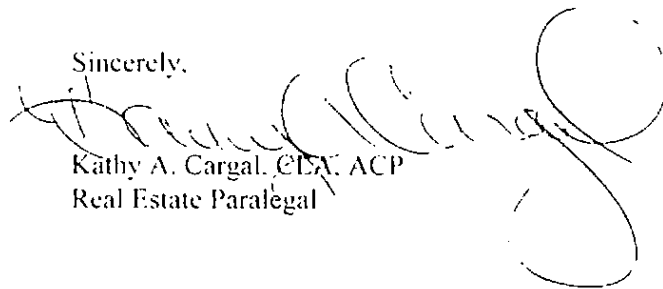
RE: Articles of Merger for Ocala Retail Partners, LLC, a Delaware limited liability company  
into Publix Super Markets, Inc., Inc., a Florida corporation

Dear Sir or Madam:

Enclosed for filing please find Articles of Merger for merging Ocala Retail Partners, LLC into Publix Super Markets, Inc. Also enclosed is a check 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. I have also enclosed a self-addressed stamped envelope for return of the certified copy.

Please feel free to contact me at the above number if you have any questions. Thank you in advance for your assistance.

Sincerely,



Kathy A. Cargal, CLA, ACP  
Real Estate Paralegal

Enclosures

FILED

ARTICLES OF MERGER 17 AUG 22 PM 12:07

BETWEEN

OCALA RETAIL PARTNERS, LLC,  
a Delaware 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:

OCALA RETAIL PARTNERS, LLC,  
a Delaware 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 Ocala Retail Partners, LLC, a Delaware 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

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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 Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

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

**Ocala Retail Partners, LLC, a  
Delaware 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**

**OCALA RETAIL PARTNERS, LLC, a  
Delaware 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 **OCALA RETAIL PARTNERS, LLC**, a Delaware limited liability company ("Ocala Retail") and **PUBLIX SUPER MARKETS, INC.**, a Florida corporation (the "Corporation").

WITNESSETH:

**WHEREAS**, Ocala Retail is a limited liability company duly organized and validly existing under the laws of the State of Delaware; and

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

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

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

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

**OCALA RETAIL PARTNERS, LLC, a  
Delaware 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