

112252

Florida Department of State
Division of Corporations
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Phone : (407) 843-4600
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Tami Passley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Publix Super Markets, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$68.75

\$78.75 ^{ex. gov}

Merger

★ Please see fax confirmation from 3-27-18 - Please obtain original

3-27-18 filing date.

Passley, Tami

From: Omtool Server <omtool@lowndes-law.com>
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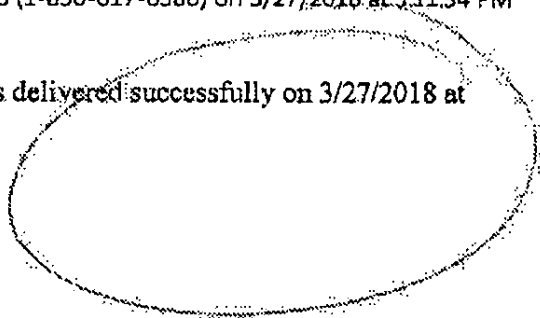
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ARTICLES OF MERGER

BETWEEN

PSM HARBOUR PLACE, LLC,
a Florida limited liability company

INTO

PUBLIX SUPER MARKETS, INC.,
a Florida corporation

FILED
18 MAR 27 AM 9:05

I.

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

PSM HARBOUR PLACE, LLC, L16000051968
a Florida limited liability company

PUBLIX SUPER MARKETS, INC., 112252
a Florida corporation

II.

The surviving entity is:

PUBLIX SUPER MARKETS, INC.,
a Florida corporation.

III.

The effective date of the merger shall be 27th day of March, 2018.

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 Harbour Place, 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"). 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

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V.

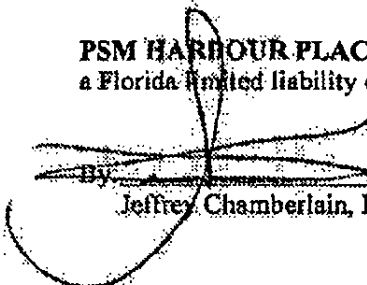
A copy of the Agreement and Plan of Merger will be furnished by Publix upon request, and without cost, to any member of any constituent entity.

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 Chapters 605 and 607, Florida Statutes, on March 27, 2018.

27th IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this day of March, 2018.

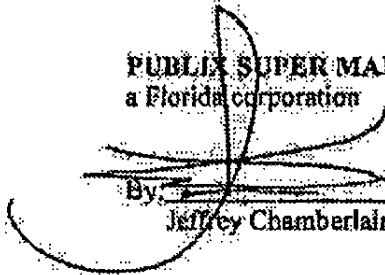
PSM HARBOUR PLACE, LLC,
a Florida limited liability company

By: 
Jeffrey Chamberlain, President

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

By: William W. Rayburn, IV
William W. Rayburn, IV, Vice President of
Real Estate Assets

PUBLIX SUPER MARKETS, INC.,
a Florida corporation

By: 
Jeffrey Chamberlain, Senior Vice President

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

BETWEEN

**PSM HARBOUR PLACE, 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 21st day of March, 2018 (the "Effective Date"), by and between PSM HARBOUR PLACE, LLC, a Florida limited liability company ("PSM Harbour"), 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 Harbour 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

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 Harbour; and

WHEREAS, Real Sub, being the sole Member of PSM Harbour; has elected to merge PSM Harbour 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 Harbour be merged into Publix, the existence of which shall be continued under the same name, and thereafter the individual existence of PSM Harbour shall cease. The terms and conditions of the merger are as follows:

1. On the Effective Date, PSM Harbour will merge with and into Publix (the "Merger") and the existence of PSM Harbour 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.

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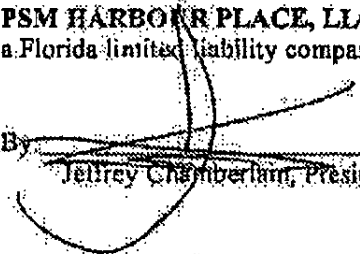
2. Publix shall survive the Merger. No change is to be made by merger in Publix's certificate of incorporation, bylaws, or capitalization. It will continue to exist, after Merger, as a corporation incorporated under the laws of the State of Florida. Following the Merger, the Articles of Incorporation 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 Harbour Operating Agreement) of Real Sub in PSM Harbour 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 Harbour will be transferred to and vested in Publix and Publix will assume all of the liabilities of PSM Harbour.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE,]

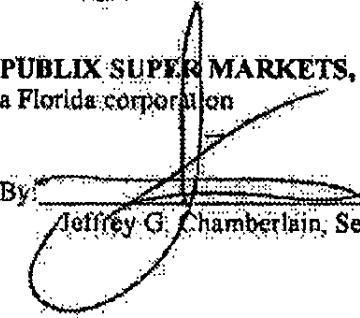
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IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger effective as of the Effective Date.

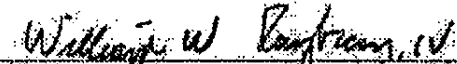
PSM HARBOR PLACE, LLC,
a Florida limited liability company

By: 
Jeffrey Chamberlain, President

PUBLIX SUPER MARKETS, INC.,
a Florida corporation

By: 
Jeffrey G. Chamberlain, Senior Vice President

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

By: 
William W. Rayburn, IV, Vice President of
Real Estate Assets