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Merger/cc

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Publix.

Michael J. Kincart, Esq.
Real Estate Attorney
Publix Super Markets, Inc.
Office of the General Counsel
Direct Dial: (863) 680-5202
Email: Michael.Kincart@Publix.com

VIA FEDERAL EXPRESS

May 17, 2019

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

Re: Articles of Merger for PSM Island Crossing, LLC into Publix Super Markets, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original Articles of Merger for merging PSM Island Crossing, 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 \$90.00 (for the filing fee of \$25.00 for the limited liability company, the filing fee of \$35.00 for the corporation and one certified copy fee of \$30.00).

Please return all correspondence to my attention at Publix Super Markets, Inc., 3300 Publix Corporate Parkway, Lakeland, Florida 33811. If you have any questions, please do not hesitate to contact me.

Sincerely,

PUBLIX SUPER MARKETS, INC.



Michael J. Kincart, Esq.

cc: Megan Durkee, Manager of Lease Administration and Compliance (via email)

Enclosure

2019:11:23 11:10:40

ARTICLES OF MERGER

BETWEEN

PSM ISLAND CROSSING, 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:

PSM ISLAND CROSSING, 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 Island Crossing, LLC, a Florida limited liability company (the "Company"), Real Sub, LLC, a Florida limited liability company ("Real Sub"), the sole Member of 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 Real Sub 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
PSM ISLAND CROSSING, LLC into Real Sub, LLC

VI.

The 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 May 17, 2019

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 17th day of May, 2019.

**PSM ISLAND CROSSING, 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: William W Rayburn, IV
William W. Rayburn, IV,
Vice President of Real Estate Assets

Articles of Merger
PSM ISLAND CROSSING, LLC into Real Sub, LLC

EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER

[ATTACHED HERETO]

**AGREEMENT AND PLAN OF MERGER
BETWEEN**

**PSM ISLAND CROSSING, 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 17th day of May, 2019 (the "Effective Date"), by and between **PSM ISLAND CROSSING, LLC**, a Florida limited liability company ("Company"), and **PUBLIX SUPER MARKETS, INC.**, a Florida corporation ("Publix"), with consent from **REAL SUB, LLC**, a Florida limited liability company ("Real Sub"):

WITNESSETH:

WHEREAS, Company 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 company duly organized and validly existing under the laws of the State of Florida and is the sole Member of Company; and

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

1. On the Effective Date, Company will merge with and into Publix (the "Merger") and the existence of Company 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 organization, bylaws, or capitalization. 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.

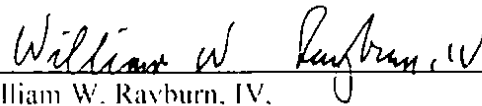
3. On the Effective Date, the Percentage Interests (as defined in the Company Operating Agreement) of Real Sub in Company shall be deemed cancelled.
4. As a result of the Merger, by operation of law and without further act or deed, on the Effective Date all of the property, rights, interests and other assets of Company will be transferred to and vested in Publix and Publix will assume all of the liabilities of Company.

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

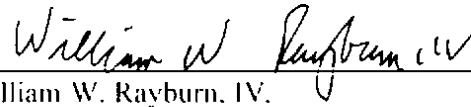
**PSM ISLAND CROSSING, LLC, a
Florida limited liability company**

By: 
Jeffrey Chamberlain, President

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

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

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

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