3/24/23, 3:16 PM

Division of Corporations Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H230001128913)))



H230001128913ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.

Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)617-6380

From:

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.

Account Number : 072720000036 Phone : (407)843-4600 Fax Number : (786)901-8020

Attn: Tami D. Passley

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email	Address:			

127:8 HA 3:42]

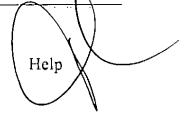
MERGER OR SHARE EXCHANGE

Publix Super Markets, Inc.

Certificate of Status	0		
Certified Copy	1		
Page Count	06		
Estimated Charge	\$68.75		

Electronic Filing Menu

Corporate Filing Menu



ARTICLES OF MERGER

BETWEEN

VL PARCELS, LLC, a Florida limited liability company

INTO

PUBLIX SUPER MARKETS, INC., a Florida corporation

U4000130036

I.

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

> VL PARCELS, LLC, a Florida limited liability company

PUBLIX SUPER MARKETS, INC.,

a Florida corporation

11.

The surviving entity is:

PUBLIX SUPER MARKETS, INC.,

a Florida corporation.

III.

The effective date of the merger shall be ^{24th} day of March, 2023.

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 Parcels, 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

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 $\frac{24}{2}$, 2023.

[Signatures appear on the following page.]

2021:12 11 11:15:18

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this day of March, 2023.

VL PARCELS, LLC,

a Florida limited liability company

By: Real Sub, LLC,

a Florida limited liability company,

its member

y: William W

William W. Raybum, I

Vice President of Real Estate Assets

PUBLIX SUPER MARKETS, INC.,

a Florida corporation

William W. Rayburn, IV.

Vice President of Real Estate Assets

REAL SUB, LLC,

a Florida limited liability company

William W. Rayburn, IV

Vice President of Real Estate Assets

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER BETWEEN

VL PARCELS, 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 24th day of March, 2023 (the "Effective Date"), by and between VL PARCELS, LLC, a Florida limited liability company ("VL Parcels"), and PUBLIX SUPER MARKETS, INC., a Florida corporation ("Publix"), with consent from REAL SUB, LLC, a Florida limited liability company ("Real Sub"):

WITNESSETH:

WHEREAS, VL Parcels 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 VL Parcels; and

WHEREAS, Real Sub, being the sole Member of VL Parcels, has elected to merge VL Parcels 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 VL Parcels be merged into Publix, the existence of which shall be continued under the same name, and thereafter the individual existence of VL Parcels shall cease. The terms and conditions of the merger (the "Plan of Merger") are as follows:

- 1. On the Effective Date, VL Parcels will merge with and into Publix (the "Merger") and the existence of VL Parcels 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 VL Parcels Operating Agreement) of Real Sub in VL Parcels 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 Parcels will be transferred to and vested in Publix and Publix will assume all of the liabilities of VL Parcels.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE.]

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

VL PARCELS, LLC,

a Florida limited liability company

By: Real Sub, LLC,

a Florida limited liability company,

its member

William W. Rayburn, IV

Vice President of Real Estate Assets

PUBLIX SUPER MARKETS, INC.,

a Florida corporation

William W. Rayburn, IV.

Vice President of Real Estate Assets

REAL SUB, LLC,

a Florida limited liability company

William W. Rayburn, IV

Vice President of Real Estate Assets