

11 22 52

Division of Corporations

Florida Department of State  
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.

((H23000112891 3))



H230001128913AEC

2023 MAR 24 3:14:08

**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. Passloy

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

Email Address: \_\_\_\_\_

2023 MAR 24 PM 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

Help

**ARTICLES OF MERGER**

**BETWEEN**

**VL PARCELS, LLC,**  
a Florida limited liability company

C14000130036

**INTO**

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

112252

**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

2023 3 24 PM 3:48

**II.**

The surviving entity is:

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

**III.**

The effective date of the merger shall be 24<sup>th</sup> 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

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 24, 2023.

*[Signatures appear on the following page.]*

2023 MAR 24 PM 3:48

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

**VL PARCELS, LLC,**  
a Florida limited liability company

By: **Real Sub, LLC,**  
a Florida limited liability company,  
its 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

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

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

2023-03-24 PM 5:46

EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER  
BETWEEN  
VL PARCELS, LLC,  
a Florida limited liability company  
INTO  
PUBLIX SUPER MARKETS, INC.,  
a Florida corporation**

2023 MAR 24 PM 3:48

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.

2024  
APR 13 4:08

[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

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

2023/11/24 11:18:48

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

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

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

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