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**MERGER OR SHARE EXCHANGE
ASSOCIATED GROCERS OF FLORIDA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

*****IF POSSIBLE, NEED ASAP FOR A CLOSING*******
Thank you so much!!!!!!!

ARTICLES OF MERGER
OF
GATOR MERGER SUB INC.,
a Florida corporation
WITH AND INTO
ASSOCIATED GROCERS OF FLORIDA, INC.,
a Florida corporation
December 8, 2017

FILED
17 DEC -8 AM 10:49
CLERK OF COURT
JULIA HOSSEY-FLORIDA

The following articles of merger (the "Articles of Merger") of Gator Merger Sub Inc., a Florida corporation (the "Merging Corporation"), and Associated Grocers of Florida, Inc., a Florida corporation (the "Surviving Corporation"), have been duly adopted and submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Section 607.1105 of the FBCA.

FIRST: THE SURVIVING CORPORATION

The exact name, jurisdiction, and entity type of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
Associated Grocers of Florida, Inc.	Florida	Corporation	144830 ✓

SECOND: THE MERGING CORPORATION

The exact name, jurisdiction, and entity type of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
Gator Merger Sub Inc.	Florida	Corporation	P17000082218 ✓

THIRD: The Plan of Merger is attached hereto (the "Plan of Merger").

FOURTH: The merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on November 2, 2017.

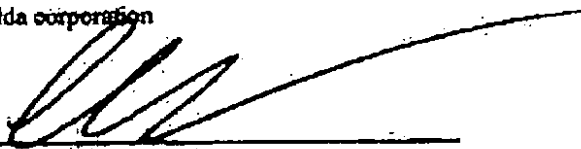
SIXTH: The Plan of Merger was adopted by the shareholders of the Merging Corporation on October 16, 2017.

[Signature page follows]

IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed and delivered these Articles of Merger as of date first written above.

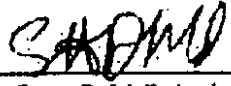
SURVIVING CORPORATION:

ASSOCIATED GROCERS OF FLORIDA, INC., a
Florida corporation

By: 
Name: Christopher Miller
Title: President

MERGING CORPORATION:

GATOR MERGER SUB INC., a Florida corporation

By: 
Name: Stuart D. McFarland
Title: Chief Executive Officer, President & Secretary

PLAN OF MERGER
OF
GATOR MERGER SUB INC.,
a Florida corporation
WITH AND INTO
ASSOCIATED GROCERS OF FLORIDA, INC.,
a Florida corporation
December 8, 2017

FIRST: The exact name and jurisdiction of the surviving corporation (the "~~Surviving Corporation~~") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Associated Grocers of Florida, Inc.	Florida

SECOND: The exact name and jurisdiction of the merging corporation (the "~~Merging Corporation~~") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Gator Merger Sub Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

1. Merger. The merger of the Merging Corporation with and into the Surviving Corporation (the "Merger") shall become effective at the date and time that the Articles of Merger are filed with the Florida Department of State (the "Effective Time"). At the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue as the surviving corporation under the laws of the State of Florida. The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act, as amended (the "FBCA").

2. Articles of Incorporation. At the Effective Time and without any further action on the part of the Surviving Corporation or the Merging Corporation, the amended and restated articles of incorporation, set forth on Exhibit A attached hereto, shall be the articles of incorporation of the Surviving Corporation.

3. Bylaws. At the Effective Time and without any further action on the part of the Surviving Corporation or the Merging Corporation, the bylaws of the Merging Corporation, as in effect immediately prior to the Effective Time, but reflecting any necessary amendments to change the name of the corporation to the Surviving Corporation's name, shall be the bylaws of the Surviving Corporation.

4. Directors and Officers. At the Effective Time, the directors and officers of the Merging Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, and each of such directors and officers shall hold office subject to the applicable provisions of the articles of incorporation and bylaws of the Surviving Corporation.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or, in whole or in part, into cash or other property, is as follows:

(i) each share of Class A stock ("~~Class A Stock~~"), Class B stock ("~~Class B Stock~~"), Class C stock ("~~Class C Stock~~") and Class D stock ("~~Class D Stock~~" and together with Class A Stock, Class B Stock and Class C Stock, the "~~Common Shares~~") of the Surviving Corporation held by any wholly-owned subsidiary of the Surviving Corporation or in the treasury of the Surviving Corporation or held by the Merging Corporation or its sole shareholder immediately prior to the Effective Time, shall cease to be outstanding and be canceled without payment of any consideration with respect thereto;

(ii) each share of Class A Stock issued and outstanding immediately prior to the Effective Time (other than any shares of Class A Stock cancelled pursuant to paragraph (i) above) and all rights in respect thereof shall forthwith cease to exist and be converted into and represent the right to receive \$100.00 per share of Class A Stock in cash, without interest, in accordance with the terms of that certain Agreement and Plan of Merger, dated October 17, 2017 (the "~~Merger Agreement~~"), by and among the Surviving Corporation, the Merging Corporation and SUPERVALU INC., a Delaware corporation;

(iii) each share of Class B Stock, Class C Stock and Class D Stock issued and outstanding immediately prior to the Effective Time (other than any shares of Class B Stock, Class C Stock and Class D Stock cancelled pursuant to paragraph (i) above) and all rights in respect thereof shall forthwith cease to exist and be converted into and represent the right to receive \$60.93 per each share of Class B Stock, Class C Stock and Class D Stock in cash, without interest, in accordance with the terms of the Merger Agreement;

(iv) notwithstanding clauses (ii) and (iii) above, each Common Share that is issued and outstanding immediately prior to the Effective Time and held by a shareholder of the Surviving Corporation who (1) has not voted in favor of the Merger or consented thereto in writing, and (2) has perfected such shareholder's appraisal rights under the FBCA shall forthwith cease to exist and be converted into and represent the right to receive only the fair value of such Common Share in accordance with the provisions of the FBCA, except that each such Common Share held by a shareholder who effectively shall have withdrawn or lost such shareholder's rights to appraisal of such Common Share pursuant to relevant provisions of the FBCA shall thereupon be deemed to have been converted into and represent the right to receive the consideration set forth in clauses (ii) and (iii) above, as applicable, in cash, without interest, in accordance with the terms of the Merger Agreement; and

(v) each share of common stock, par value \$0.01 per share, of the Merging Corporation issued and outstanding immediately prior to the Effective Time and all rights in respect thereof shall forthwith cease to exist and be converted into one fully paid and

nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation.

Exhibit A.

Amended and Restated Articles of Incorporation

(see attached)

Exhibit A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASSOCIATED GROCERS OF FLORIDA, INC.**

**ARTICLE I
NAME**

The name of the corporation is Associated Grocers of Florida, Inc. (the "*Corporation*").

**ARTICLE II
PRINCIPAL OFFICE**

The street and mailing address of the Corporation is 11840 Valley View Road, Eden Prairie, MN 55344.

**ARTICLE III
CAPITAL STOCK**

The total number of shares of capital stock that the Corporation will have authority to issue is 10,000 shares, all of which shall be common stock having a par value of \$0.01 per share.

**ARTICLE IV
BOARD OF DIRECTORS**

The business and affairs of the Corporation will be managed by or under the direction of a board of directors. The directors of the Corporation will serve until the annual meeting of the shareholders of the Corporation or until their successor is elected and qualified. The number of directors of the Corporation will be such number as from time to time is fixed by, or in the manner provided in, the bylaws of the Corporation. Unless and except to the extent that the bylaws of the Corporation shall otherwise require, the election of directors of the Corporation need not be by written ballot. Except as otherwise provided in these Articles of Incorporation, each director of the Corporation will be entitled to one vote per director on all matters voted or acted upon by the board of directors.

**ARTICLE V
REGISTERED OFFICE; REGISTERED AGENT**

The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, FL 33324. The name of the registered agent of the Corporation for service of process in the State of Florida is C T Corporation System.

ARTICLE VI LIMITATION OF LIABILITY; INDEMNIFICATION

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Florida Business Corporation Act and other applicable law as it presently exists or may hereafter be amended, any person (a "*Covered Person*") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VII BYLAWS

In furtherance and not in limitation of the powers conferred by the Florida Business Corporation Act, the board of directors of the Corporation is expressly authorized and empowered to adopt, amend and repeal the bylaws of the Corporation.

ARTICLE VIII RESERVATION OF RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, and other provisions authorized by the laws of the State of Florida in force at the time may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of any nature conferred upon shareholders, directors, or any other persons by and pursuant to these Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article VIII.

**ACCEPTANCE BY REGISTERED AGENT
FOR
ASSOCIATED GROCERS OF FLORIDA, INC.**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: December 5, 2017

C T CORPORATION SYSTEM

By: Stephanie Henz
Printed Name: Stephanie Henz
Title: Assistant Secretary