

2/27/2020

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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(((H20000066086 3)))



H200000660863ABC

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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
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**MERGER OR SHARE EXCHANGE
RITE AID CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

FEB 28 2020

2 OF 2, PLEASE FILE SECOND WITH H20000066084 3 FIRST

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Rite Aid of Florida, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Rite Aid Corporation	Delaware	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

30 Hunter Lane, Camp Hill, PA 17011

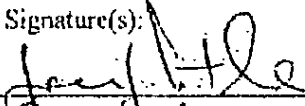
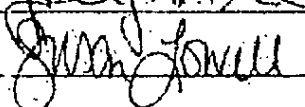
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Rite Aid Corporation		James J. Conitate
Rite Aid of Florida, Inc.		Susan Lowell

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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NOTARY PUBLIC
JAMES J. CONITATE

**EXHIBIT TO FLORIDA
ARTICLES OF MERGER**

Agreement and Plan of Merger

THIRD:

This Agreement and Plan of Merger (the "Agreement"), is entered into on this 27th day of February, 2020, by and among Rite Aid Corporation, a Delaware corporation ("RAC" or the "Surviving Entity") and Rite Aid of Florida, Inc., a Florida corporation ("RAFL" or the "Merging Entity"), pursuant to the Delaware General Corporation Law ("DGCL") and the Florida Business Corporation Act (the "FBCA," and together with DGCL, "Applicable Law").

1. This Agreement and Plan of Merger and the Merger will become effective upon filing with the Secretary of State of the State of Delaware (such time of filing, the "Effective Time").

2. At the Effective Time, RAFL will be merged with and into RAC in accordance with Section 252 of the DGCL and Section 607.1105 of the FBCA. RAC will be the surviving corporation and will continue to exist as the Surviving Entity under its present name pursuant to the provisions of the DGCL and FBCA. At the Effective Time, the separate existence of Patton will cease in accordance with the provisions of the FBCA.

3. The Certificate of Incorporation of RAC on the Effective Time will continue to be the Certificate of Incorporation of the Surviving Entity and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the DGCL.

4. The bylaws of RAC on the Effective Time will continue to be the bylaws of the Surviving Entity and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the DGCL.

5. The directors and officers of RAC on the Effective Time shall be the directors and officers of the Surviving Entity, respectively, all of whom will hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Entity.

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each issued share of RAC as of the Effective Time will continue as an issued share of the Surviving Entity. Each issued share of RAFL as of the Effective Time shall, upon the Effective Time, be cancelled and cease to exist and no payment shall be made with respect thereto.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

n/a

(Attach additional sheet if necessary)

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

n/a

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

n/a

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

n/a

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

n/a

(Attach additional sheet if necessary)

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