

LD00000014082

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

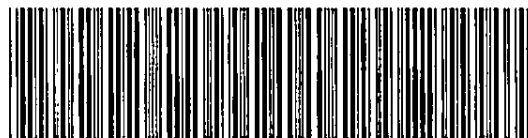
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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26 OCT -9 PM 2:26  
SEATTLE, WA  
FALL 11:46 AM '09

Menger/CC

OCT 10 2017  
1 ALBRITTON

# Publix.

**Robert E. McFadden, Esq.**  
*Senior Real Estate Attorney*  
Publix Super Markets, Inc.  
*Office of the General Counsel*  
Direct Dial: (863) 616-5666

**VIA FEDERAL EXPRESS**

October 5, 2017

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

*Re: Articles of Merger for PSM FISHHAWK RANCH, LLC into Real Sub, LLC*

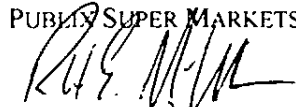
Dear Sir or Madam:

Enclosed for filing please find the original Articles of Merger for merging PSM Fishhawk Ranch, LLC, a Florida limited liability company, into Real Sub, LLC, a Florida limited liability company. Also enclosed is check #0005468571 from Publix Super Markets, Inc., to the Florida Department of State, in the amount of \$80.00 (for the filing fee of \$50.00 total for two limited liability companies and one certified copy fee of \$30.00).

I have enclosed a self-addressed stamped envelope for return of the certified copy. Please feel free to contact me at the above number if you have any questions. Thank you in advance for your assistance.

Sincerely,

PUBLIX SUPER MARKETS, INC.



Robert E. McFadden, Esq.

Enclosure

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Real Sub, LLC  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Robert E. McFadden

Contact Person

Real Sub, LLC

Firm/Company

3300 Publix Corporate Parkway

Address

Lakeland, FL 33811-3311

City, State and Zip Code

jennifer.martin@publix.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert McFadden at ( 863 ) 616-5666  
Name of Contact Person Area Code Daytime Telephone Number

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**ARTICLES OF MERGER**

**BETWEEN**

**PSM FISHHAWK RANCH, LLC,**  
a Florida limited liability company

**INTO**

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

**I.**

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

**PSM FISHHAWK RANCH, LLC,**  
a Florida limited liability company

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

**II.**

The surviving entity is:

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

**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 Fishhawk Ranch, LLC, a Florida limited liability company (the "Company"), and Real Sub, LLC, a Florida limited liability company ("Real Sub"), its sole Member. 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 Real Sub upon request and without cost, to any member of any constituent entity.

**FILED**  
OCT-9 PM 2:26  
CLERK OF DISTRICT COURT  
JANUARY 11 2010

Articles of Merger  
PSM Fishhawk Ranch, LLC into Real Sub, LLC

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**VI.**

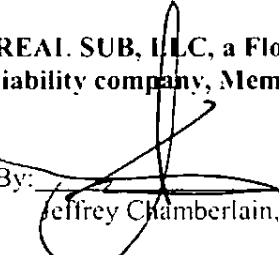
The Plan of Merger was duly authorized and approved by the Company and Real Sub in accordance with the applicable provisions of Chapter 605, Florida Statutes on September 18, 2017

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 18 day of September, 2017.

**PSM FISHHAWK RANCH, LLC,  
a Florida limited liability company,**

By:   
Jeffrey Chamberlain, President

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

By:   
Jeffrey Chamberlain, Vice President

**EXHIBIT "A" TO ARTICLES OF MERGER**

**Agreement and Plan of Merger**

**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**PSM FISHHAWK RANCH, LLC, a  
Florida limited liability company**

**INTO**

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

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this \_\_\_\_ day of \_\_\_\_\_, 2017 by and between **PSM FISHHAWK RANCH, LLC**, a Florida limited liability company ("Fishhawk"), and **REAL SUB, LLC**, a Florida limited liability company ("Real Sub");

**WITNESSETH:**

WHEREAS, Fishhawk is a limited liability company 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 owns 100% of the membership interests of Fishhawk; and

WHEREAS, Real Sub has elected to merge Fishhawk into Real Sub;

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 subject to the conditions hereinafter set forth, that Fishhawk be merged into Real Sub, the existence of which shall be continued under the same name, and thereafter the individual existence of Fishhawk shall cease. The terms and conditions of the merger are as follows:

1. At the date and time that the Articles of Merger are filed (the "Effective Date"), Fishhawk will merge with and into Real Sub (the "Merger") and the existence of Fishhawk shall cease. Real Sub will continue to exist after the Merger as a limited liability company organized under the laws of the State of Florida.

Articles of Merger

PSM Fishhawk Ranch, LLC into Real Sub, LLC

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2. Real Sub shall survive the Merger. No change is to be made by Merger in Real Sub's certificate of organization, bylaws, or capitalization. Following the Merger, the Articles of Organization of Real Sub as filed with the Department of State of the State of Florida will continue to be its Articles of Organization until changed as provided by law. The name of Real Sub shall not change.
3. On the Effective Date, the Percentage Interest (as defined in the Fishhawk Operating Agreement) of Real Sub in Fishhawk 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 Fishhawk will be transferred to and vested in Real Sub and Real Sub will assume all of the liabilities of Fishhawk.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger effective as of the date first above written.

**PSM FISHHAWK RANCH, LLC, a  
Florida limited liability company**

By: \_\_\_\_\_  
Jeffrey Chamberlain, President

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

By: \_\_\_\_\_  
Jeffrey Chamberlain, Vice President

**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**PSM FISHHAWK RANCH, LLC, a  
Florida limited liability company**

**INTO**

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

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 18 day of September 2017 by and between **PSM FISHHAWK RANCH, LLC**, a Florida limited liability company ("Fishhawk"), and **REAL SUB, LLC**, a Florida limited liability company ("Real Sub"):

**WITNESSETH:**

WHEREAS, Fishhawk is a limited liability company 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 owns 100% of the membership interests of Fishhawk; and

WHEREAS, Real Sub has elected to merge Fishhawk into Real Sub;

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 subject to the conditions hereinafter set forth, that Fishhawk be merged into Real Sub, the existence of which shall be continued under the same name, and thereafter the individual existence of Fishhawk shall cease. The terms and conditions of the merger are as follows:

1. At the date and time that the Articles of Merger are filed (the "Effective Date"), Fishhawk will merge with and into Real Sub (the "Merger") and the existence of Fishhawk shall cease. Real Sub will continue to exist after the Merger as a limited liability company organized under the laws of the State of Florida.
2. Real Sub shall survive the Merger. No change is to be made by Merger in Real Sub's certificate of organization, bylaws, or capitalization. Following the Merger, the Articles of Organization of Real Sub as filed with the Department of State of the State of Florida will continue to be its Articles of Organization until changed as provided by law. The name of Real Sub shall not change.
3. On the Effective Date, the Percentage Interest (as defined in the Fishhawk Operating Agreement) of Real Sub in Fishhawk shall be deemed cancelled.



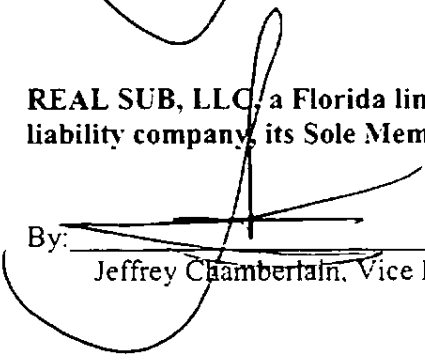
4. As a result of the Merger, by operation of law and without further act or deed, on the Effective Date all of the property, rights, interests and other assets of Fishhawk will be transferred to and vested in Real Sub and Real Sub will assume all of the liabilities of Fishhawk.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger effective as of the date first above written.

**PSM FISHHAWK RANCH, LLC, a  
Florida limited liability company**

By:   
Jeffrey Chamberlain, President

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

By:   
Jeffrey Chamberlain, Vice President