

L00000014082

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

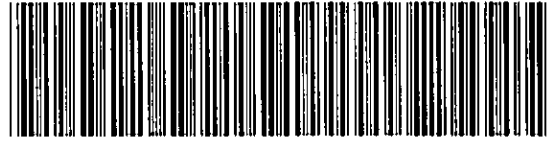
(Business Entity Name)

(Document Number)

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

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RECEIVED  
FEB 1 7 16 39  
TALLAHASSEE, FLORIDA

FILED

FEB 14 2018  
T. LEMIEUX

*Me*

# Publix.

**Kathy A. Cargal, CLA, ACP**

Real Estate Paralegal

Phone: (863) 688-7407, Ext. 55910

**VIA FEDERAL EXPRESS**

January 19, 2018

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

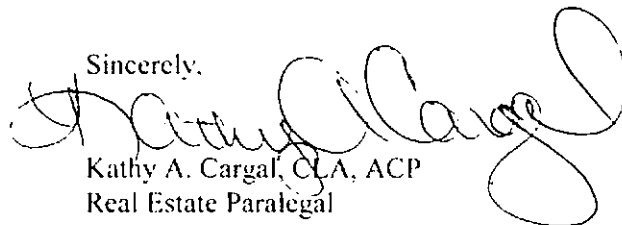
RE: Articles of Merger for PSM Sebastian, LLC, a Florida limited liability company  
into Real Sub, LLC, a Florida limited liability company

Dear Sir or Madam:

Enclosed for filing please find Articles of Merger for merging PSM Sebastian, LLC into Real Sub, LLC. Also enclosed is a check in the amount of \$80.00, for the filing fee of \$25.00 for each LLC and one certified copy fee of \$30.00. I have also enclosed a Federal Express 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,



Kathy A. Cargal, CLA, ACP  
Real Estate Paralegal

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 25, 2018

KATHY A CARGAL  
P.O. BOX 407  
LAKE LAND, FL 33802-0407

SUBJECT: REAL SUB, LLC  
Ref. Number: L00000014082

We have received your document for REAL SUB, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 118A00001685

RECEIVED  
18 FEB -7 PM 2:15  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**BETWEEN**

**PSM SEBASTIAN, 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 SEBASTIAN, 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 Sebastian, LLC, a Florida limited liability company (the "Company"), Real Sub, LLC, a Florida limited liability company ("Real Sub"), Member, and Publix Super Markets, Inc., a Florida corporation ("Publix"), Member. The executed 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 Plan of Merger will be furnished by Real Sub upon request and without cost, to any member of any constituent entity.

FILED  
2018 FEB - 7 P 12 39  
TALLAHASSEE, FLORIDA

Articles of Merger  
PSM Sebastian, LLC into Real Sub, LLC

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VI.

The Plan of Merger was duly authorized and approved by the Company and the Members in accordance with the applicable provisions of Chapter 605, Florida Statutes on December 11, 2017.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 11 day of December, 2017.

**PSM SEBASTIAN, LLC, a  
Florida limited liability company,**

By: \_\_\_\_\_

Jeffrey Chamberlain, President

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

By: \_\_\_\_\_

Jeffrey Chamberlain, Senior Vice President

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

By: \_\_\_\_\_

Jeffrey Chamberlain, Senior Vice President

**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**PSM SEBASTIAN, 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 11<sup>th</sup> day of December, 2017 (the "Effective Date"), by and between **PSM SEBASTIAN, LLC**, a Florida limited liability company ("PSM") and **PUBLIX SUPER MARKETS, INC.**, a Florida corporation ("Publix") and **REAL SUB, LLC**, a Florida limited liability company ("Real Sub");

**WITNESSETH:**

WHEREAS, PSM 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 a Member of PSM; and

WHEREAS, Real Sub is a company duly organized and validly existing under the laws of the State of Florida and a Member of PSM; and

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

1. On the Effective Date, PSM will merge with and into Real Sub (the "Merger") and the existence of PSM 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 articles of organization, operating agreement, 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 Interests (as defined in the PSM Operating Agreement) of Real Sub and Publix in PSM 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 PSM will be transferred to and vested in Real Sub and Real Sub will assume all of the liabilities of PSM.

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

**PSM SEBASTIAN, LLC, a  
Florida limited liability company**

By: \_\_\_\_\_

Jeffrey Chamberlain, President

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

By: \_\_\_\_\_

Jeffrey Chamberlain, Vice President

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

By: \_\_\_\_\_

Jeffrey Chamberlain,  
Senior Vice President