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Merger

JUN 08 2017

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JUN 11 2017

Publix.

Michael J. Kincart, Esq.
Real Estate Attorney
Publix Super Markets, Inc.
Office of the General Counsel
Direct Dial: (863) 680-5202
E-mail: Michael.Kincart@publix.com

June 2, 2017

VIA FEDERAL EXPRESS

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

Re: Articles of Merger for Terrace Ridge Acquisition Company, LLC into Real Sub, LLC

Dear Sir or Madam:

Enclosed for filing please find the original Articles of Merger for merging Terrace Ridge Acquisition Company, LLC, a Florida limited liability company, into Real Sub, LLC, a Florida limited liability company. Also enclosed is Publix Super Markets, Inc.'s check numbers 0005372832 and 0005368289 in the amount of \$25.00 and \$55.00, respectively, totaling \$80.00 for the filing fee of \$25.00 for each party and one certified copy fee of \$30.00.

Please feel free to contact me at the above number if you have any questions.

Thank you in advance for your assistance.

Sincerely,



Michael J. Kincart

Enclosures as indicated.

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:

Michael J. Kincart

Contact Person

Real Sub, LLC

Firm/Company

3300 Publix Corporate Parkway

Address

Lakeland, Florida 33811

City, State and Zip Code

Michael.Kincart@publix.com

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

For further information concerning this matter, please call:

Michael J. Kincart

at (863)

680-5202

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

TERRACE RIDGE ACQUISITION COMPANY, 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:

TERRACE RIDGE ACQUISITION COMPANY, 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 Terrace Ridge Acquisition Company, 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 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.

Articles of Merger

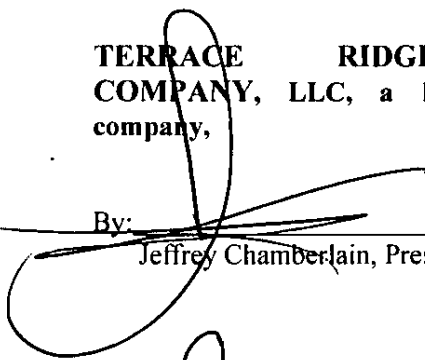
Terrace Ridge Acquisition Company, LLC into Real Sub, LLC

VI.

The Plan of Merger was duly authorized and approved by the Company and the Members in accordance with the applicable provisions of Chapter 607, Florida Statutes on MAY 16, 2017

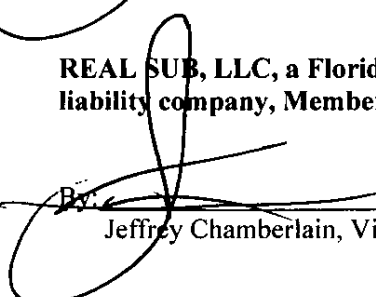
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 2nd day of JUNE, 2017.

**TERRACE RIDGE ACQUISITION
COMPANY, LLC, a Florida limited liability
company,**

By: 

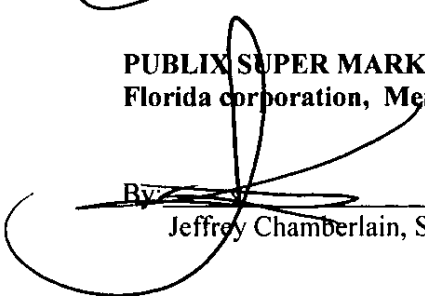
Jeffrey Chamberlain, President

**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

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
BETWEEN
TERRACE RIDGE ACQUISITION COMPANY, 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 2nd day of JUNE, 2017 (the "Effective Date"), by and between **TERRACE RIDGE ACQUISITION COMPANY, LLC**, a Florida limited liability company ("Terrace Ridge") and **REAL SUB, LLC**, a Florida limited liability company ("Real Sub"), and **PUBLIX SUPER MARKETS, INC.**, a Florida corporation ("Publix"):

WITNESSETH:

WHEREAS, Terrace Ridge is a limited liability company duly organized and validly existing under the laws of the State of Florida; and

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

WHEREAS, Publix is a corporation duly organized and validly existing under the laws of the State of Florida and a Member of Terrace Ridge; and

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

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

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

**TERRACE RIDGE ACQUISITION
COMPANY, 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 G. Chamberlain,
Senior Vice President