DOC ID ----> 201812002184

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
05/02/2018	201812002184	Merger (MER)	99.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

FROST BROWN TODD LLC
301 E. 4TH ST., STE. 3300
CINCINNATI, OH 45202

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted
1124019

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

KROGER TEXAS L.P.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
Merger	**201812002184**

Effective Date: 04/30/2018

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 2nd day of May, A.D. 2018.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201812002184

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
05/02/2018	201812002184	MERGED OUT OF EXISTENCE (MEX)	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

FROST BROWN TODD LLC
301 E. 4TH ST., STE. 3300
CINCINNATI, OH 45202

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

2030923

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

KROGER 017 OPERATOR, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
MERGED OUT OF EXISTENCE	**201812002184**

Effective Date: 04/30/2018

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 2nd day of May, A.D. 2018.

Jon Husted

Ohio Secretary of State

Form 551 Prescribed by:

JON HUSTED
Ohio Secretary of State

Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov | *busserv@OhioSecretaryofState.gov*
File online or for more information: *www.OHBusinessCentral.com*

For screen readers, follow instructions located at this path.

Certificate of Merger

Filing Fee: $99

(154-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity
A. Name of Entity Surviving the Merger: KROGER TEXAS L.P.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a **(Please check the appropriate box and fill in the appropriate blanks)**

1. ☒ **Domestic (Ohio entity)** ☐ **Foreign (Non-Ohio Entity)**

Jurisdiction of formation

2. **Charter/Registration/License Number** 1124019
(If licensed in Ohio as domestic or foreign)

3. ☐ For-Profit Corporation
☐ Nonprofit Corporation
☐ For-Profit Limited Liability Company
☐ Nonprofit Limited Liability Company
☐ Partnership
☒ Limited Partnership
☐ Limited Liability Partnership
☐ Unincorporated Nonprofit Association

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging **out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).**

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
KROGER 017 OPERATOR, INC.	2030923	OHIO	Corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

KROGER TEXAS L.P.
Name

1014 VINE STREET
Mailing Address

CINCINNATI	Ohio	45202
City	State	Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on _____ (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER
Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.
If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City | OH State | ZIP Code

VIII. AMENDMENTS
If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☐ Amendments are attached ☒ No Amendments

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE
If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY
A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing
Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552
Foreign Qualifying Limited Liability Company - Form 533B
Foreign Qualifying Limited Partnership - Form 531B
Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

KROGER TEXAS L.P.
Name of entity

By: DOROTHY D. ROBERTS
Signature

Its: ASSISTANT SECRETARY, KRGP, INC.
Title

KROGER 017 OPERATOR, INC.
Name of entity

By: DOROTHY D. ROBERTS
Signature

Its: ASSISTANT SECRETARY
Title

Name of entity

By:
Signature

Its:
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

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Ohio | Department of Taxation

PO Box 182382
Columbus, OH 43218-2382
tax.ohio.gov

VANESSA DENLINGER
C/O FROST BROW TODD LLC
301 EAST FOURTH STREET STE 330
CINCINNATI, OH 45202
USA

April 25, 2018
Contact ID: 1298633172

RE: Certificate of Tax Clearance
Entity Name: Kroger 017 Operator Inc
Ohio Charter # 2030923
Certificate Issue Date: 04/25/2018

This certificate confirms the above-referenced entity filed all tax returns and paid in full all taxes and fees administered by the Tax Commissioner through the certificate issue date referred to above.

This certificate does not preclude the Department from issuing a bill and/or assessment against the entity for any tax returns and/or tax liabilities and fees that become due after the certificate issue date. Also, this certificate does not preclude the Department from conducting an examination or audit for any period ending prior to the date this certificate is filed with the Ohio Secretary of State.

This Certificate of Tax Clearance is valid for thirty (30) days from the certificate issue date and must be filed along with all forms prescribed by the Ohio Secretary of State.

Joseph W. Testa
Tax Commissioner

If you have any questions, please contact us.

Tax Release Unit
Phone: 1-855-995-4422
Fax: 1-206-984-0378
TTY/TDD: 1-800-750-0750

TRAT0001

PAGE 1/1 * RCVD AT 4/25/2018 3:46:59 PM [Eastern Daylight Time] * SVR:PRFAX01/7 * DNIS:1726981 * CSID: * DURATION (mm-ss):01-20

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Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

KROGER 017 OPERATOR, INC.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	**Date Notified**	**Agency**	**Date Notified**
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215 *Only required for domestic for-profit corporations	1/24/2018	Ohio Job & Family Services Status and Liability Section Data Correspondence Control **Fax:** 614-752-4811 **Phone:** 614-466-2319 **Overnight:** P.O. Box 182413 Columbus, OH 43218-2413 **Regular:** P.O. Box 182413 Columbus, OH 43218-2413	1/24/2018
Agency	**Date Notified**		
Ohio Department of Taxation Taxpayer Services Division/Tax Release Unit PO Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us *Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. [see* note below]	N/A	☒ The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	

*Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature Dorothy D. Roberts Title ASSISTANT SECRETARY

DOROTHY D. ROBERTS
Name

1014 VINE STREET
Mailing Address

CINCINNATI City | OHIO State | 45202 Zip Code

Sworn to and subscribed in my presence on 4-30-2018
Date

Seal

Kimberly J. Rasnake
Notary Public, State of Ohio
My Commission Expires 09-13-2019

Kimberly J Rasnake
Notary Public

Commission Expires 9-13-19
Date

DOC ID ----> 201812002184

AFFIDAVIT OF PERSONAL PROPERTY

State of OHIO

County of HAMILTON

DOROTHY D. ROBERTS
Name of Officer

ASSISTANT SECRETARY
Title of Officer

of KROGER 017 OPERATOR, INC.
Name of Corporation

and that this affidavit is made in compliance with Section 1701.86(H)(1) of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- ☒ Has no personal property in any county in Ohio
- ☐ Is the type required to pay personal property taxes to state authorities only
- ☐ Has personal property in the following county (ies)

Signature: Dorothy D. Roberts Title: ASSISTANT SECRETARY

Sworn to and subscribed in my presence on Date 4-30-2018

NOTARIAL SEAL STATE OF OHIO Seal

Kimberly J. Rasnake
Notary Public, State of Ohio
My Commission Expires 09-13-2019

Kimberly J Rasnake
Notary Public

Expiration date of Notary Public's Commission Date 9-13-19