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Division of Corporations
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MERGER OR SHARE EXCHANGE

REGENCY CENTERS, L. P.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$131.25

ARTICLES OF MERGER
Merger Sheet

MERGING:

RRC FL FIVE, INC., AND RRC ACQUISITIONS, INC.

INTO

REGENCY CENTERS, L. P., a Delaware entity, B97000000103

File date: April 30, 1999

Corporate Specialist: Cathy A Mitchell

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**ARTICLES OF MERGER
OF
RRC FL FIVE, INC. AND RRC ACQUISITIONS, INC.
WITH AND INTO
REGENCY CENTERS, L.P.**

Pursuant to the provisions of Sections 607.1104, 607.1108 and 607.1109 of the Florida Business Corporation Act (the "Florida Act") and Title 6, Section 17-211 of the Delaware Code, the undersigned enter into these Articles of Merger by which RRC FL Five, Inc., a Florida corporation, and RRC Acquisitions, Inc., a Florida corporation, shall be merged with and into Regency Centers, L.P., a Delaware limited partnership, and Regency Centers, L.P. shall be the surviving business entity, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Sections 607.1104 and 607.1108 of the Florida Act and Section 17-211 of the Delaware Code. The undersigned hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective at 11:59 p.m. on April 30, 1999, or, if later, at the close of business on the date on which these Articles of Merger are filed with the Department of State of Florida and a Certificate of Merger is filed with the Secretary of State of Delaware.

THIRD, pursuant to Section 607.1108 of the Florida Act, the Plan was adopted on December 15, 1998 by the Board of Directors of Regency Realty Corporation, the sole shareholder of RRC FL Five, Inc. and RRC Acquisitions, Inc. The Plan was approved by the Board of Directors of Regency Realty Corporation, the sole general partner of Regency Centers, L.P., in accordance with the provisions of the partnership's Agreement of Limited Partnership and applicable laws of Delaware.

FOURTH, the address of the principal office of Regency Centers, L.P. in Delaware is c/o Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19801.

FIFTH, pursuant to Section 607.1109 of the Florida Act, Regency Centers, L.P. hereby appoints the Secretary of State of Florida as its agent for service of process in any proceeding to enforce any obligation or rights of dissenting shareholders of RRC FL Five, Inc. and RRC Acquisitions, Inc.

SIXTH, pursuant to Section 607.1109 of the Florida Act, Regency Centers, L.P. hereby agrees to promptly pay to any dissenting shareholders of RRC FL Five, Inc. and RRC Acquisitions, Inc. the amount, if any, they are entitled to under Section 607.1302 of the Florida Act.

Prepared by: Linda Y. Kelso (FL Bar No. 298662)
Foley & Lardner
P.O. Box 240
Jacksonville, FL 32202
Telephone No. (904)359-2000
Fax Audit No. H99000010367

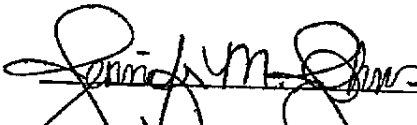
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IN WITNESS WHEREOF, these Articles of Merger have been executed by RRC FL Five, Inc. and RRC Acquisitions, Inc., as the merging corporations, and by Regency Centers, L.P., as the surviving business entity, this 30th day of April, 1999.

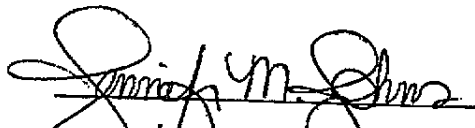
WITNESSES



Karen R. Peterson

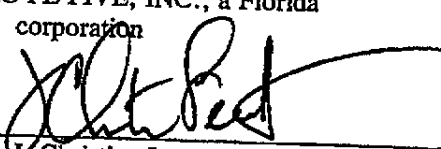


Karen R. Peterson



Karen R. Peterson

RRC FL FIVE, INC., a Florida
corporation

By: 

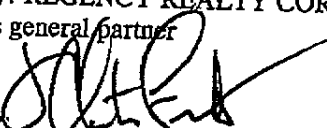
J. Christian Leavitt, Vice President
121 West Forsyth Street, Suite 200
Jacksonville, Florida 32202

RRC ACQUISITIONS, INC., a Florida
corporation

By: 

J. Christian Leavitt, Vice President
121 West Forsyth Street, Suite 200
Jacksonville, Florida 32202

REGENCY CENTERS, L.P., a Delaware
limited partnership
By: REGENCY REALTY CORPORATION,
its general partner

By: 

J. Christian Leavitt, Vice President
121 West Forsyth Street, Suite 200
Jacksonville, Florida 32202

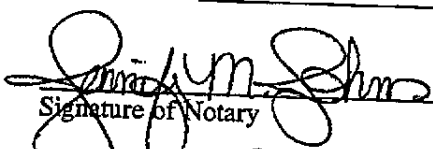
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STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of April, 1999, by J. Christian Leavitt, Vice President of RRC FL Five, Inc. Such person did take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.


 Signature of Notary

Jennifer M. Johns
 Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

{Notary Seal must be affixed}

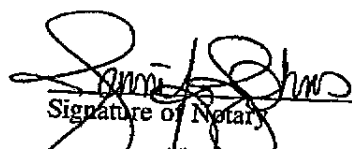
JENNIFER M. JOHNS
 Notary Public, State of Florida
 My Comm. expires Aug. 24, 2002
 Comm. No. CC 770017

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STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of April, 1999, by J. Christian Leavitt, Vice President of RRC Acquisitions, Inc. Such person did take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.


 Signature of Notary

Jennifer Johns
 Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

{Notary Seal must be affixed}

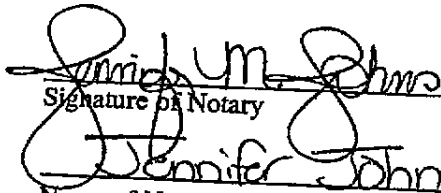
JENNIFER M. JOHNS
 Notary Public, State of Florida
 My Comm. expires Aug. 24, 2002
 Comm. No. CC 770017

Fax Audit No. H99000010367

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of April, 1999, by J. Christian Leavitt, Senior Vice President of Regency Realty Corporation, the general partner of Regency Centers, L.P.. Such person did take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced _____ as identification.



Signature of Notary

{Notary Seal must be affixed}

JENNIFER M. JOHNS
Notary Public, State of Florida
My Comm. expires Aug. 24, 2002
Comm. No. CC 770017

Name of Notary (Typed, Printed or Stamped)
Commission Number (if not legible on seal): _____
My Commission Expires (if not legible on seal): _____

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PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the merger of **RRC FL FIVE, INC.**, a Florida corporation, and **RRC ACQUISITIONS, INC.**, a Florida corporation, with and into **REGENCY CENTERS, L.P.**, a Delaware limited partnership, as follows:

1. **Merger of Subsidiaries.** RRC FL Five, Inc. and RRC Acquisitions, Inc. (the "Merging Corporations") are all wholly owned subsidiaries of Regency Realty Corporation (the "Parent"). The Parent is the sole general partner of Regency Centers, L.P. (the "Surviving Limited Partnership"). The Merging Corporations shall be merged with and into the Surviving Limited Partnership, the separate corporate existence of the Merging Corporations shall cease and the Surviving Limited Partnership shall be the surviving business entity.
2. **Effective Date.** The Merger of both Merging Corporations shall become effective at the close of business on the date on which Articles of Merger are filed with the Florida Department of State and a Certificate of Merger as filed with the Delaware Secretary of State (the "Effective Date").
3. **Conversion of Merging Corporation Stock.** On the Effective Date, each share of common stock of RRC FL Five, Inc. which is issued and outstanding on the Effective Date shall be converted into 12.1792 units of limited partnership interest in the Surviving Limited Partnership and each share of common stock of RRC Acquisitions, Inc. which is outstanding on the Effective Date shall be converted into 92.9667 units of limited partnership interest in Regency Centers, L.P.
4. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Corporations shall cease, and the Surviving Limited Partnership shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporations, without the necessity for any separate transfer. The Surviving Limited Partnership shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporations, and neither the rights of creditors nor any liens on the property of the Merging Corporations shall be impaired by the Merger. If at any time after the Effective Date the Surviving Limited Partnership shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Limited Partnership, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporations acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Limited Partnership and its general partner and officers and directors of the general partner or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporations, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporations, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Limited Partnership's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging

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Corporations acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

5. **Waiver of Notice.** The Parent, being the sole shareholder of both of the Merging Corporations and the general partner of the Surviving Limited Partnership, by execution of the Articles of Merger waives the notice requirements of Section 607.1104 of the Florida Business Corporation Act.

6. **General Partner.** Regency Realty Corporation is the sole general partner of the Surviving Limited Partnership and its business address is 121 West Forsyth Street, Suite 200, Jacksonville, Florida 32202.

7. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Date by either of the Merging Corporations or the Surviving Limited Partnership, without further shareholder action and, if Articles of Merger have been filed with the Department of State of Florida and a Certificate of Merger has been filed with the Delaware Secretary of State, by filing a Notice of Abandonment with such authorities.

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