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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	2
Page Count	01-05
Estimated Charge	\$105.00

STATE DEPT. OF STATE
TALLAHASSEE, FLORIDA

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52.50
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ARTICLES OF MERGER
Merger Sheet

MERGING:

DUNN & BRIARCLIFF, INC. a Florida corporation P98000084685

INTO

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

File date: September 13, 2000

Corporate Specialist: Lee Rivers

Fax Audit No. H00000048461

ARTICLES OF MERGER
OF
DUNN & BRIARCLIFF, INC.
WITH AND INTO
REGENCY CENTERS, L.P.

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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 Dunn & Briarcliff, Inc., a Florida corporation, shall be merged with and into its parent, 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 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 Sections 607.1104 and 607.1108 of the Florida Act, the Plan was adopted effective September 8, 2000 by unanimous written consent of the Board of Directors of Dunn & Briarcliff, Inc. and approved by unanimous written consent of 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 Dunn & Briarcliff, 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 Dunn & Briarcliff, Inc. the amount, if any, they are entitled to under Section 607.1302 of the Florida Act.

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IN WITNESS WHEREOF, these Articles of Merger have been executed by Dunn & Briarcliff, Inc., as the merging corporation, and by Regency Centers, L.P., as the surviving business entity, this 13th day of September, 2000.

WITNESSES

Miriam K. Greenhut
Karen R. Peterson

DUNN & BRIARCLIFF, INC., a Florida corporation

By: J. Christian Leavitt
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

Miriam K. Greenhut
Karen R. Peterson

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

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TALLAHASSEE

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STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 3rd day of September, 2000, by J. Christian Leavitt, Vice President of Dunn & Briarcliff, 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.

{Notary Seal must be affixed}

Jennifer M. Johns
Signature of Notary

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

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

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

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 13th day of September, 2000, 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.

{Notary Seal must be affixed}

Jennifer M. Johns
Signature of Notary

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

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

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

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PLAN OF MERGER

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

1. **Merger of Subsidiaries.** Dunn & Briarcliff, Inc. (the "Merging Corporation") is a wholly owned subsidiary of Regency Centers, L.P. (the "Surviving Limited Partnership"). The Merging Corporation shall be merged with and into the Surviving Limited Partnership, the separate corporate existence of the Merging Corporation shall cease and the Surviving Limited Partnership shall be the surviving business entity.
2. **Effective Date.** The Merger of the Merging Corporation 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 is filed with the Delaware Secretary of State (the "Effective Date").
3. **Cancellation of Merging Corporation Stock.** On the Effective Date, each share of common stock of Dunn & Briarcliff, Inc. which is issued and outstanding on the Effective Date shall be cancelled.
4. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Corporation 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 Corporation, 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 Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation 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 Corporation 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 Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, 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 Corporation 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 Surviving Limited Partnership, being the sole shareholder of the Merging Corporation, and Regency Realty Corporation, the general partner

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of the Surviving Limited Partnership, by execution of the Articles of Merger waive 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 Corporation 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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