

03/05/98 THU 10:30 TEL 904 359 8700 FOLEY & LARDNER

001

L 86928

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: FOLEY & LARDNER ACCT#: 072720000061
CONTACT: ~~KAREN~~ PETERSON Carolyn Swider FAX #: (904)359-8700
PHONE: (904)359-2000

NAME: REGENCY REALTY GROUP II, INC.
AUDIT NUMBER.....H98000004287
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES..... 6
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Merger
w/ NAME
Change

3-5-98

DC

10

ARTICLES OF MERGER
Merger Sheet

MERGING:

REGENCY REALTY GROUP GA, INC., a Florida corporation, S32798

REGENCY REALTY GROUP, INC., a Florida corporation, 695658

INTO

REGENCY REALTY GROUP II, INC. which changed its name to

REGENCY REALTY GROUP, INC., a Florida corporation, L86928

File date: March 5, 1998

Corporate Specialist: Darlene Connell

F2/04/98

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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS

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FROM: FOLEY & LARDNER
CONTACT: KAREN PETERSON
PHONE: (904)359-2000

ACCT#: 072720000061

FAX #: (904)359-8700

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DIVISION OF CORPORATIONS

03/05/98 THU 10:30 TEL 904 359 8700
(904)922-3708

FOLEY & LARDNER

002

03/05/98 08:38 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1998

REGENCY REALTY GROUP II, INC.
121 W. FORSYTH STREET
SUITE 200
JACKSONVILLE, FL 32202

SUBJECT: REGENCY REALTY GROUP II, INC.
REF: L86928

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct lines four and five of the first paragraph as follows: be merged with and into Regency Realty Group II, Inc., a Florida corporation, and Regency Group II, Inc. shall be the surviving corporation....*****It now reads as above, it should read as follows: be merged with and into Regency Realty Group II, Inc., a Florida corporation, and Regency Realty Group II, Inc. shall be the surviving corporation.....

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000004287
Letter Number: 698A00012076

Fax Audit No. H98000004287

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
REGENCY REALTY GROUP, INC.
AND REGENCY REALTY GROUP GA, INC.
WITH AND INTO
REGENCY REALTY GROUP II, INC.**

Reserved for Clerk

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations enter into these Articles of Merger by which Regency Realty Group, Inc., a Florida corporation and Regency Realty Group GA, Inc., a Florida corporation, shall be merged with and into Regency Realty Group II, Inc., a Florida corporation, and Regency Realty Group II, Inc. shall be the surviving corporation, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the Act, and the undersigned corporations 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.

THIRD, pursuant to Sections 607.1101 and 607.1103 of the Act, the Plan was adopted by the board of directors of Regency Realty Group, Inc. on February 3, 1998, and by unanimous written consent of the shareholders of Regency Realty Group, Inc. dated February 23, 1998. The only voting groups of Regency Realty Group, Inc. entitled to vote on the adoption of the Plan consist of holders of the corporation's common stock and preferred stock, each voting separately as a class. The number of votes cast by each such voting group was sufficient for approval by that group. Pursuant to Sections 607.1101 and 607.1103 of the Act, the Plan was adopted by the board of directors of Regency Realty Group GA, Inc. on February 3, 1998, and by written consent of the sole shareholder of Regency Realty Group GA, Inc. dated February 23, 1998. The only voting group of Regency Realty Group GA, Inc. entitled to vote on the adoption of the Plan consists of the holder of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that group. Pursuant to Sections 607.1101 and 607.1103 of the Act, the Plan was adopted by the board of directors of Regency Realty Group II, Inc. on February 3, 1998, and by unanimous written consent of the shareholders of Regency Realty Group II, Inc. dated February 23, 1998. The only voting groups of Regency Realty Group II, Inc. entitled to vote on the adoption of the Plan consist of holders of the corporation's common stock and preferred stock, each voting separately as a class. The number of votes cast by each such voting group was sufficient for approval by that group.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000
Fax Audit Number: H98000004287

Fax Audit No. H98000004287

IN WITNESS WHEREOF, these Articles of Merger have been executed by Regency Realty Group, Inc. and Regency Realty Group GA, Inc., as the merging corporations, and by Regency Realty Group II, Inc., as surviving corporation, this 27th day of February, 1998.

WITNESSES:

Mary T. Makorsky
MARY T. MAKORSKY

Celia R. Pauk
CELIA R. PAUK

Rebecca M. Luke
REBECCA M. LUKE

Heather Rainey
HEATHER RAINEY

Lisa C. Blaylock
LISA C. BLAYLOCK

Linda Schotter
LINDA SCHOTTER

REGENCY REALTY GROUP, INC., a Florida corporation

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

REGENCY REALTY GROUP GA, INC., a Florida corporation

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

(the Merging Corporations)

REGENCY REALTY GROUP II, INC., a Florida corporation

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

(the Surviving Corporation)

Fax Audit No. H98000004287

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of February, 1998, by J. Christian Leavitt, Vice President of Regency Realty Group, 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}



LESLEY STOCKER
My Comm Exp. 4/28/2001
Bonded By Service Ins
No. CC642776
P1 Personally Known F1 Other I.D.

Lesley Stocker

Signature of Notary

Lesley Stocker

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): CC642776

My Commission Expires (if not legible on seal): 4/28/2001

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of February, 1998, by J. Christian Leavitt, Vice President of Regency Realty Group GA, 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}



LESLEY STOCKER
My Comm Exp. 4/28/2001
Bonded By Service Ins
No. CC642776
P1 Personally Known F1 Other I.D.

Lesley Stocker

Signature of Notary

Lesley Stocker

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): CC642776

My Commission Expires (if not legible on seal): 4/28/2001

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000
Fax Audit Number: H98000004287

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STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of February, 1998, by J. Christian Leavitt, Vice President of Regency Realty Group II, 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}

Lesley Stocker

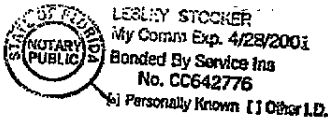
Signature of Notary

Lesley Stocker

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): CC642776

My Commission Expires (if not legible on seal): 4/28/2001



Fax Audit No. H98000004287

PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the merger of **REGENCY REALTY GROUP, INC.**, a Florida corporation ("RRG"), and **REGENCY REALTY GROUP GA, INC.**, a Florida corporation ("RRG-GA" and together with RRG, the "Merging Corporations"), with and into **REGENCY REALTY GROUP II, INC.**, a Florida corporation (the "Surviving Corporation"), as follows:

1. **Merger.** The Merging Corporations shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporations shall cease and the Surviving Corporation shall be the surviving corporation.

2. **Effective Date.** The Merger shall become effective at the close of business on the date on which Articles of Merger are filed with the Florida Department of State ("Effective Date").

3. **Cancellation of RRG-GA Stock; Conversion of RRG Stock.** Each share of common stock of RRG-GA which is issued and outstanding on the Effective Date shall be deemed retired and canceled by virtue of the Merger, automatically, without any action on the part of RRG-GA or otherwise. Each share of preferred stock of RRG which is issued and outstanding on the Effective Date shall be converted into .7021 shares of preferred stock of the Surviving Corporation by virtue of the Merger, automatically, without any action on the part of RRG, the Surviving Corporation, or otherwise. Each share of common stock of RRG which is issued and outstanding on the Effective Date shall be converted into .4212 shares of common stock of the Surviving Corporation by virtue of the Merger, automatically, without any action on the part of RRG, the Surviving Corporation, or otherwise.

4. **Amendment to Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Surviving Corporation shall continue to be the articles of incorporation of the Surviving Corporation on and after the Effective Date, except that Sections 1.1 and 4.1 thereof shall be deemed to be amended by virtue of the Merger by deleting Sections 1.1 and 4.1 in their entirety and substituting therefor the following:

"Section 1.1 **Name.** The name of the corporation is Regency Realty Group, Inc."

"Section 4.1 **Authorized Shares.** The aggregate number of shares which the corporation shall have authority to issue shall be 2,000 shares divided into classes as follows:

(i) one thousand (1,000) shares of preferred stock having a par value of \$1.00 per share (the "Preferred Stock"); and

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200 Laura Street, Jacksonville, FL 32202
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(ii) one thousand (1,000) shares of common stock having a par value of \$1.00 per share (the "Common Stock").

All such shares shall be issued fully paid and non assessable.

5. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Corporations shall cease, and the Surviving Corporation 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 Corporation 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 Corporation 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 Corporation, 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 Corporation and its officers and directors 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 Corporation's 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 and otherwise to carry out the purposes of this Plan.

6. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Date by either of the Merging Corporations or the Surviving Corporation, without further shareholder action and, if Articles of Merger have been filed with the Department of State of Florida.

C:\WP51\REIT\97\RBORG\MERGER.RRG\3/4/98\JAXC14\KRP:lep

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