

**P99000048455**

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MERGER OR SHARE EXCHANGE  
EQUITY ONE (FLORIDA PORTFOLIO) INC.

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J. SAULSBERRY  
EXAMINER

MAR 09 2011

ARTICLES OF MERGER  
 OF  
 BOCA VILLAGE SQUARE, INC. P98000049396  
 BOCA VILLAGE SQUARE, LTD. A98000001424  
 EQUITY ONE FOREST VILLAGE INC. P98000080759  
 AND  
 SAWGRASS PROMENADE, INC. K72865  
 WITH AND INTO  
 EQUITY ONE (FLORIDA PORTFOLIO) INC. P99000048455 ✓


Pursuant to the provisions of the Florida Business Corporation Act, Boca Village Square Inc. a Florida corporation (Document Number P98000049396), Boca Village Square, Ltd., a Florida limited partnership (Document Number A98000001424), Equity One (Forest Village) Inc., a Florida corporation (Document Number P98000080759), Sawgrass Promenade, Inc., a Florida corporation (Document Number K72865) (collectively, the "Constituent Corporations") and Equity One (Florida Portfolio) Inc., a Florida corporation (Document Number P99000048455) (the "Survivor"), adopt the following Articles of Merger for the purpose of merging the Constituent Corporations with and into the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Exhibit A.

**SECOND:** The Plan of Merger was adopted by the Board of Directors, the General Partners and the shareholders of each of the Constituent Corporations and the Survivor by unanimous written consent each dated as of March 7, 2011.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed on behalf of the parties hereto as of the 7th day of March, 2011.

BOCA VILLAGE SQUARE, INC.  
 BOCA VILLAGE SQUARE, LTD.  
 By: Boca Village Square, Inc., General Partner  
 EQUITY ONE (FOREST VILLAGE) INC.  
 SAWGRASS PROMENADE, INC.  
 EQUITY ONE (FLORIDA PORTFOLIO) INC.

By:   
 \_\_\_\_\_  
 Arthur L. Gallagher,  
 Vice President and Secretary

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Exhibit A

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated as of March 7, 2011, between Boca Village Square Inc. a Florida corporation, Boca Village Square, Ltd., a Florida limited partnership, Equity One (Forest Village) Inc., a Florida corporation, Sawgrass Promenade, Inc., a Florida corporation (collectively, the "Constituent Corporations") and Equity One (Florida Portfolio) Inc., a Florida corporation ("EOFP" or the "Surviving Corporation").

The Constituent Corporations and EOFP desire to effect the statutory merger of the Constituent Corporations with and into EOFP, with EOFP to survive such merger.

1. **Constituent Company.** The Constituent Corporations and EOFP shall be parties to the merger (the "Merger") of the Constituent Corporations with and into EOFP.

2. **Terms and Conditions of Merger.** The Constituent Corporations shall, pursuant to the provisions of the laws of the State of Florida, be merged with and into EOFP, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the merger, as set forth in paragraph 7 (the "Effective Date"), the existence of the Constituent Corporations shall cease. On the Effective Date, EOFP shall assume the obligations of the Constituent Corporations.

3. **Conversion of Shares.** Upon the Effective Date, the Common Stock and Partnership Interests of the Constituent Corporations presently issued and outstanding shall be retired. Upon the Effective Date, each share of capital stock of EOFP that is issued and outstanding immediately prior to the Effective Date shall continue to be outstanding at and after the Effective Date as shares of the Surviving Corporation.

4. **Articles of Incorporation.** The Articles of Incorporation of EOFP as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of EOFP as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of the EOFP in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of who shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date on which the Articles of Merger have been filed with the Secretary of State of the State of Florida.

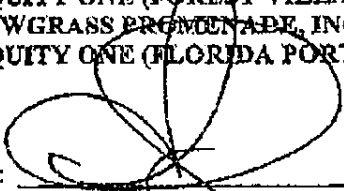
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8. Amendment and Plan of Merger. The Board of Directors, the General Partners and the Shareholders of each of the Constituent Corporations and EOFP, as applicable, are authorized to amend this Plan of Merger at any time prior to the Effective Date.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the 7<sup>th</sup> day of March, 2011.

BOCA VILLAGE SQUARE, INC.  
BOCA VILLAGE SQUARE, LTD.

By: Boca Village Square, Inc., General Partner  
EQUITY ONE (FOREST VILLAGE) INC.  
SAWGRASS PROMENADE, INC.  
EQUITY ONE (FLORIDA PORTFOLIO) INC.

By:   
Arthur L. Gallagher,  
Vice President and Secretary

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