

P99000048455

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EXAMINER



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2085



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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December 30, 2011

STEPHANIE MILNES
CSC
TALLAHASSEE, FL

SUBJECT: EQUITY ONE (FLORIDA PORTFOLIO) INC.
Ref. Number: P99000048455

RECEIVED
12 JAN -4 AM 10:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for EQUITY ONE (FLORIDA PORTFOLIO) INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

On the first lines of the first paragraph, the merging entity is identified as "EQUITY ONE (FLORIDA PORTFOLIO) LLC".

Elsewhere the merging party is called "EQUITY ONE (AVENTURA SQUARE) LLC. Please correct.

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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 611A00028936



CORPORATION SERVICE COMPANY

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11 DEC 29 AM 11:13

ACCOUNT NO. : I20000000195

REFERENCE : 041929 7375564

AUTHORIZATION

COST LIMIT

Spurlockman
\$ ~~82.75~~

ORDER DATE : December 28, 2011

ORDER TIME : 5:27 PM

ORDER NO. : 041929-005

CUSTOMER NO: 7375564

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF MERGER

EQUITY ONE (AVENTURA SQUARE)
LLC

INTO

EQUITY ONE (FLORIDA PORTFOLIO)
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ CERTIFIED COPY

CONTACT PERSON: Stephanie Milnes

2920

EXAMINER'S INITIALS: _____

RECEIVED
12 JAN -4 AM 10:51
DIVISION OF CORPORATIONS
SECRETARY OF STATE
FLORIDA

**ARTICLES OF MERGER
OF
EQUITY ONE (AVENTURA SQUARE) LLC
WITH AND INTO
EQUITY ONE (FLORIDA PORTFOLIO) INC.**

FILED
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DIVISION OF CORPORATIONS
11 DEC 29 AM 11:13

Pursuant to the provisions of the Florida Business Corporation Act, Equity One (Aventura Square) LLC a Delaware limited liability company ("Aventura") 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 Concord 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 shareholders and the members, as applicable, of each Aventura and the Survivor by unanimous written consent each dated as of December 27, 2011.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 27th day of December, 2011.

EQUITY ONE (FLORIDA PORTFOLIO) INC.

By: _____

Arthur L. Gallagher,
Vice President and Secretary

EQUITY ONE (AVENTURA SQUARE) LLC

By: _____

Arthur L. Gallagher,
Vice President and Secretary

Exhibit A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of December 27, 2011, between Equity One (Aventura Square) LLC, a Delaware limited liability company (the "Constituent Company") and Equity One (Florida Portfolio) Inc., a Florida corporation ("EOFP" or the "Surviving Corporation").

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

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

2. **Terms and Conditions of Merger.** The Constituent Company shall, pursuant to the provisions of the laws of the State of Delaware, 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 Company shall cease. On the Effective Date, EOFP shall assume the obligations of the Constituent Company.

3. **Conversion of Shares and Membership Interests.** Upon the Effective Date, the Membership Interests of the Constituent Company, 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.

8. **Amendment and Plan of Merger.** The Board of Directors and the Managers of each of the Constituent Company 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 27th day of December, 2011.

EQUITY ONE (FLORIDA PORTFOLIO) INC.,
a Florida corporation

By: 

Arthur L. Gallagher,
Vice President and Secretary

EQUITY ONE (AVENTURA SQUARE) LLC,
a Delaware limited liability company

By: 

Arthur L. Gallagher,
Vice President and Secretary