

P99000048455

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 24, 2016

CSC / MELISSA ZENDER

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

We have received your document for EQUITY ONE (FLORIDA PORTFOLIO) INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 316A00003783

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 030355 7859950

AUTHORIZATION :



COST LIMIT : \$ 60.00

ORDER DATE : February 23, 2016

ORDER TIME : 12:46 PM

ORDER NO. : 030355-005

CUSTOMER NO: 7859950

ARTICLES OF MERGER

EQUITY ONE (BIRD 107) LLC

INTO

EQUITY ONE (FLORIDA PORTFOLIO)  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender - EXT. 62956

EXAMINER'S INITIALS: \_\_\_\_\_

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DIVISION OF CORPORATIONS

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**ARTICLES OF MERGER  
OF  
EQUITY ONE (BIRD 107) LLC  
WITH AND INTO  
EQUITY ONE (FLORIDA PORTFOLIO) INC.**

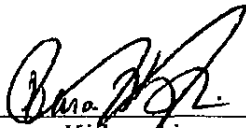
Pursuant to the provisions of the Florida Business Corporation Act, Equity One (Bird 107) LLC, a Delaware limited liability company (Document Number M15000008205) (the "Constituent Company") and Equity One (Florida Portfolio) Inc., a Florida corporation (Document Number P99000048455) (the "Survivor"), adopt the following Articles of Merger for the purpose of merging the Constituent Company with and into the Survivor.

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

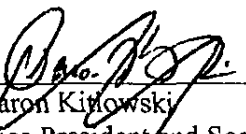
**SECOND:** The Plan of Merger was adopted by the Board of Directors, the shareholders, the managers and the members of each the Constituent Company and the Survivor by unanimous written consent each dated as of February 23, 2016.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 23<sup>rd</sup> day of February, 2016.

**EQUITY ONE (FLORIDA PORTFOLIO) INC.**

By:   
Aaron Kitlowksi  
Vice President and Secretary

**EQUITY ONE (BIRD 107) LLC**

By:   
Aaron Kitlowksi  
Vice President and Secretary

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**Exhibit A**

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## AGREEMENT AND PLAN OF MERGER

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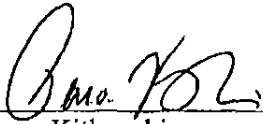
**AGREEMENT AND PLAN OF MERGER**, dated as of February 23, 2016, between Equity One (Bird 107) LLC, a Delaware limited liability company (the "Constituent Company") and Equity One (Florida Portfolio) Inc., a Florida corporation ("EOFP" or the "Surviving Corporation").

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 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 Company shall cease. On the Effective Date, EOFP shall assume the obligations of the Constituent Company.
3. **Conversion of 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 Shareholders 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 23<sup>rd</sup> day of February, 2016.

**EQUITY ONE (FLORIDA PORTFOLIO) INC.**

By:   
Aaron Kitlowski  
Vice President and Secretary

**EQUITY ONE (BIRD 107) LLC**

By:   
Aaron Kitlowski  
Vice President and Secretary

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