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369058

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MERGER OR SHARE EXCHANGE

Regency Property Venture

Certificate of Status	0
Certified Copy	1
Page Count	06

\$112.50
CC \$52.50?

ARTICLES OF MERGER
Merger Sheet

MERGING:

EQUITY PARTICIPATIONS, INC., A Florida Corporation, 369058

INTO

REGENCY PROPERTY VENTURE. entity not qualified in Florida

File date: December 20, 2001

Corporate Specialist: Michelle Hodges

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

Merging

EQUITY PARTICIPATIONS, INC.
a Florida corporation

with and into

REGENCY PROPERTY VENTURE
a Florida general partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER, dated and executed this 19th day of December, 2001, by and between EQUITY PARTICIPATIONS, INC., a Florida corporation and REGENCY PROPERTY VENTURE, a Florida general partnership.

1. The names of the entities which are parties to the merger are EQUITY PARTICIPATIONS, INC., a Florida corporation (the "Company"), and REGENCY PROPERTY VENTURE, a Florida general partnership (the "Joint Venture"). The Company is the merging entity, whose separate business existence shall cease, and the Joint Venture is the surviving business entity in the merger.
2. A copy of the Plan of Merger (the "Plan") is attached hereto and made a part hereof.
3. The merger shall become effective at the close of business on the date on which these Articles of Merger are filed with the Florida Department of State.
4. The Plan was approved by Board of Directors and shareholders of the Company, all in accordance with the provisions of the Company's Articles of Incorporation and Bylaws and the applicable laws of the State of Florida, by written consent. The Plan was adopted by the members of the Joint Venture pursuant to the applicable provisions of the Joint Venture's joint venture agreement and Chapter 620, Florida Statutes. The only voting group of the Company entitled to vote on adoption of the Plan were the shareholders of the Company's common stock. The number of votes cast by such voting group was sufficient for approval by that group.

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IN WITNESS WHEREOF, these Articles of Merger have been executed by Equity Participations, Inc., as the merging company and by Regency Property Venture, as the surviving business entity, as of the day and year first written above.

REGENCY PROPERTY VENTURE,
a Florida general partnership

By: The Regency Group, Inc., as
general partner and attorney-in-fact for all
partners

By: [Signature]
George Brookshire, President

EQUITY PARTICIPATIONS, INC.
a Florida corporation

By: [Signature]
Name: WILLIAM E. SCHEU
Title: President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 9th day of November, 2001, by William E. Scheu, in his capacity as President of Equity Participations, Inc. Such person did not 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}

[Signature]
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): _____



Deborah L. Spada
MY COMMISSION # CC898386 EXPIRES
December 30, 2003
BONDED THRU TROY FAY INSURANCE, INC.

Fax Audit No. H01000122960

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19th day of December, 2001, by George Brookshire in his capacity as President of The Regency Group, Inc., as a general partner and attorney-in-fact for all partners of REGENCY PROPERTY VENTURE, a Florida general partnership. Such person did not 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}

Matthew S. McAfee
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): _____



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PLAN OF MERGER

369058

This Plan of Merger (the "Plan") provides for the merger of EQUITY PARTICIPATIONS, INC. a Florida corporation (the "Merging Corporation") with and into REGENCY PROPERTY VENTURE, a Florida general partnership (the "Surviving Entity") as follows:

Section 1

Terms

1.1 On the effective date of the merger (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Entity, with the Surviving Entity as the surviving business entity.

1.2 Upon the effective date of the merger, all of the outstanding shares of common stock of the Merging Corporation shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled for no consideration.

1.3 The joint venture agreement of the Surviving Entity prior to the effective date of the merger shall continue as the joint venture agreement of the Surviving Entity on and after the effective date of the merger. The directors and officers of the Surviving Entity holding office immediately prior to the effective date of the merger shall be the directors and officers, respectively, of the Surviving Entity immediately upon and after the effective date of the merger, to hold office in accordance with the joint venture agreement of the Surviving Entity until their respective successors are duly elected and qualified or until their earlier resignation or removal.

Section 2

Effective Date

2.1 The merger shall become effective on the time and date specified in the certificate of merger filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the merger."

Section 3

Effect of Merger

3.1 On the effective date of the merger, the effect of the merger shall be as provided in the applicable provisions of the Florida Business Corporation Act (the "Act") and the Florida Revised Uniform Partnership Act (the "Partnership Act"). Without limiting the generality of such provisions, on the effective date of the merger, all the property, interests, assets, rights, privileges, immunities, powers, licensing plans and franchises of the Merging Corporation shall vest in the Surviving Entity, and all debts, liabilities, duties and obligations

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of the Merging Corporation shall become the debts, liabilities, duties and obligations of the Surviving Entity.

Section 4

Amendment and Termination

4.1 At any time prior to the filing of the certificate of merger with the Secretary of State of the State of Florida, this Plan may be amended by the Merging Corporation and the Surviving Entity to the extent permitted by Florida law.

4.2 At any time prior to the filing of the certificate of merger with the Secretary of State of the State of Florida, this Plan may be terminated and abandoned by the Merging Corporation and the Surviving Entity.

Section 5

Covenants and Plans

5.1 The parties hereto shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the merger under the Act and the Partnership Act. If at any time after the effective date of the merger the Surviving Entity 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 Entity, its right, title or interest in, to or under any of the rights, privileges, powers, licensing plans, 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 Entity and its general partners, officers and directors 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 Entity's right, title or interest in, to or under any of the rights, privileges, powers, licensing plans, 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.

Section 6

Action on Plan of Merger

6.1 This Plan and the terms thereof have been approved by the Board of Directors and shareholders of the Merging Corporation, and the members of the Surviving Entity, all pursuant to Chapter 607 and Chapter 620 of the Florida Statutes. All advance notice provisions relative to the merger contemplated hereby, including, but not limited to, those contained in Fla. Stat. §607.1103 are waived.

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Section 7

Partners of Surviving Entity

The name and address of the members of the Surviving Entity are:

The Regency Group, Inc.
121 West Forsyth Street, Suite 810
Jacksonville, Florida 32202

Walter A. McRae, Jr.
1516 Memorial Park Dr.
Jacksonville, FL 32204

James H. Carpenter
5342 Selton Ave.
Jacksonville, FL 32277

Gideon C. Carpenter
5748 Tanglewood Lane
Jacksonville, FL 32211

Estate of Hugh F. Culverhouse
Thomas K. Purcell
Personal Representative
McCann Investment Properties, Ltd.
3225 South Macdill Avenue, # 129
Tampa, FL 33629

Estate of Jack L. Scott
Jane Scott
C/o Mike Shad
4250 Lakeside Dr. Suite 205
Jacksonville, FL 32210-3369