

# 534077

Deborah A. Zahar  
Requestor's Name

The Edward J. DeBartolo Corp.  
Address  
P.O. Box 9128  
7620 Market St.

Youngstown, Oh. City/State/Zip 44513-9128 Phone #

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-03/10/98--01014--006  
\*\*\*\*175.00 \*\*\*\*175.00

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NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS MAR 17 1998

*merger*

FILED  
MAR 10 AM 9:29  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PADDOCK MALL, INC., a Florida corporation, 534077

INTO

**GREAT LAKES MALL, INC..** an Ohio corporation not qualified in Florida

File date: March 10, 1998

Corporate Specialist: Velma Shepard

**DOMESTIC CORPORATION AND FOREIGN CORPORATION**

**ARTICLES OF MERGER**

**OF**

**PADDOCK MALL, INC.**  
**A Corporation of the State of Florida**

**AND**

**GREAT LAKES MALL, INC.**  
**A Corporation of the State of Ohio**

FILED  
98 MAR 10 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, including without limitation Section 607.1107, the domestic business corporation and the foreign corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Paddock Mall, Inc., a corporation organized under and existing by virtue of the laws of the State of Florida, with and into Great Lakes Mall, Inc., a corporation organized under and existing by virtue of laws of the State of Ohio, as adopted by the Board of Directors of Paddock Mall, Inc. by unanimous consent, in lieu of a meeting as permitted by Section 607.0821 of the Florida Business Corporation Act.

2. The sole shareholder of Paddock Mall, Inc. and entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted said Agreement and Plan of Merger by unanimous written consent given by it on February 24, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Paddock Mall, Inc. with and into Great Lakes Mall, Inc. is permitted by the laws of the State of Ohio and has been authorized in compliance with said laws. The adoption of the Agreement and Plan of Merger by the Board of Directors of Great Lakes Mall, Inc. occurred on February 24, 1998.

4. The effective time and date of the merger herein provided for in the State of Florida shall be on the date of filing these articles of merger with the Department of State, State of Florida.

Executed on February 27, 1998.

PADDOCK MALL, INC.

By: Lynn E. Davenport  
Lynn E. Davenport  
Vice President, Treasurer

GREAT LAKES MALL, INC.

By: A.D. Wolfcale  
A.D. Wolfcale  
Vice President, Secretary

STATE OF OHIO           )  
                                      )  
COUNTY OF MAHONING )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of February, 1998, by Lynn E. Davenport, Vice President, Treasurer of Paddock Mall, Inc., a Florida corporation, on behalf of said corporation.

My Commission Expires: \_\_\_\_\_

STATE OF OHIO           )  
                                      )  
COUNTY OF MAHONING )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of February, 1998, by A.D. Wolfcale, Vice President, Secretary of Great Lakes Mall, Inc., an Ohio corporation, on behalf of said corporation.

My Commission Expires: \_\_\_\_\_

Nancy Esparra  
Notary Public  
NANCY ESPARRA, NOTARY PUBLIC  
State of Ohio  
My Commission Expires Jan. 3, 1999

Nancy Esparra  
Notary Public  
NANCY ESPARRA, NOTARY PUBLIC  
State of Ohio  
My Commission Expires Jan. 3, 1999

**AGREEMENT AND PLAN OF MERGER**

**OF**

**PADDOCK MALL, INC.**  
**A Corporation of the State of Florida**

**AND**

**GREAT LAKES MALL, INC.**  
**A Corporation of the State of Ohio**

This Agreement and Plan of Merger entered into this 27<sup>th</sup> day of February, 1998 by and between Paddock Mall, Inc., a corporation organized under and existing by virtue of the laws of the State of Florida, and Great Lakes Mall, Inc., a corporation organized under and existing by virtue of the laws of the State of Ohio.

WITNESSETH that:

WHEREAS, the board of directors of each of said corporations, parties hereto, in consideration of the mutual agreements of each corporation as set forth herein, deem it advisable and generally to the welfare of said corporations and their respective shareholders, that Paddock Mall, Inc., a Florida corporation, be merged into Great Lakes Mall, Inc., an Ohio corporation, as authorized by and pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Ohio, and under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, said Paddock Mall, Inc. was incorporated by the filing of articles of incorporation in the office of the Secretary of State of Florida on the 19th day of May, 1977, assigned charter number 534077, and the maximum number of shares of which said corporation is authorized by its articles of incorporation to issue is five hundred (500) shares of common stock without par value, all of which are issued and outstanding; and

WHEREAS, said Great Lakes Mall, Inc. was incorporated by the filing of articles of incorporation in the office of the Secretary of State of Ohio on the 5th day of October, 1959, assigned charter number 284606, and pursuant to a certificate of amendment to said articles filed in the office of the Secretary of State of Ohio on the 6th day of August, 1962, the maximum number of shares said corporation is authorized to issue by its articles of incorporation, as so amended, is six hundred fifty (650), five hundred (500) of which shall be common shares without par value, and one hundred fifty (150) of which shall be shares of voting, convertible, preferred shares all without par value, four hundred seventy five (475) of said common shares being issued and outstanding; and

WHEREAS, the provisions of the Florida Business Corporation Act, including without limitation Section 607.1107, and the provisions of the General Corporation Law of the State of Ohio, including without limitation Section 1701.78, authorizes the merger set forth herein;

NOW, THEREFORE, the corporations, parties to this agreement, have agreed and do hereby agree as follows:

1. Paddock Mall, Inc., a corporation organized under and existing by virtue of the laws of the State of Florida, shall be and hereby is merged into Great Lakes Mall, Inc., a corporation organized under and existing by virtue of the laws of the State of Ohio, and said Great Lakes Mall, Inc. hereby merges into itself said Paddock Mall, Inc. Great Lakes Mall, Inc. shall be the continuing and surviving corporation (sometimes hereinafter referred to as the "surviving corporation") and shall be governed by the General Corporation Law of the State of Ohio. Upon the date of the merger contemplated by this Plan and Agreement of Merger shall become effective, the separate existence of Paddock Mall, Inc. (sometimes hereinafter referred to as the "non-surviving corporation") shall cease and said Paddock Mall, Inc. shall be merged into the surviving corporation in accordance with the provisions of the Florida Business Corporation Act and the provisions hereof.

2. The articles of incorporation of the surviving corporation filed with the Secretary of State, State of Ohio, on the 5th day of October, 1959, as amended by the certificate of amendment to said articles filed with the Secretary of State, State of Ohio, on the 6th day of August, 1962, which have remained unchanged from said latter date to the date hereof, are hereby adopted in toto and at the effective time and date of this merger, shall be the articles of incorporation of the surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed the provisions of the laws of the State of Ohio.

3. The code of regulations (bylaws) of the surviving corporation at the effective time and date of the merger in the State of Ohio will be the code of regulations of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Ohio.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization, the State of Ohio, shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom 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 code of regulations (bylaws) of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of this merger shall be surrendered at the principal offices of the surviving corporation, not converted in any manner, and shall be extinguished. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. Upon the effective date of the merger hereby contemplated, the surviving corporation shall be possessed of all assets and property of every description and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of the non-surviving corporation, including without limitation, all units of interest in that certain Delaware limited partnership, which partnership is the operating entity of a publicly-traded real estate investment trust, all of which shall be vested in the surviving corporation without further act or deed. Title to any real estate or any interest therein vested in the non-surviving corporation, specifically those certain three parcels of vacant land situated in Marion County, Florida and owned by the non-surviving corporation as tenant-in-common with the Estate of Edward J. DeBartolo, shall not revert in any way or in any way be impaired by reason of such merger.

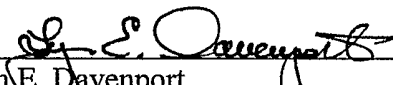
The surviving corporation shall be liable for all of the obligations of the non-surviving corporation, including without limitation, liability to dissenting shareholders, if any, and all accounts payable representing indebtedness of said Paddock Mall, Inc. to its sole shareholder. All the rights of creditors of the constituent corporations are preserved unimpaired, and all liens upon property of the constituent corporations are preserved, unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger contemplated herein.

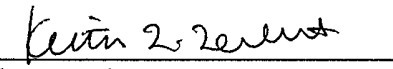
7. The Agreement and Plan of Merger herein made and approved shall be submitted to the sole shareholder of the non-surviving corporation for its approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the State of Ohio, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed the laws of the State of Florida and of the State of Ohio, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The board of directors and proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.


IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger have caused this document to be executed by appropriate officers of each of said corporations under the corporate seals of the respective corporations, by resolution and authority of the board of directors of each corporation, as the respective agreement of each of said corporations, on the day and year first above written.

PADDOCK MALL, INC.


  
Lynn E. Davenport  
Vice President, Treasurer

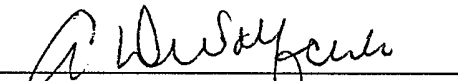
  
Keith L. Lenhart  
Vice President, Controller

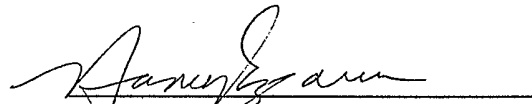
ATTEST:

  
Nancy Esparra  
Assistant Secretary

GREAT LAKES MALL, INC.

  
Larry T. Thrailkill  
Executive Vice President

  
A.D. Wolfcale  
Vice President, Secretary

  
Nancy Esparra  
Assistant Secretary