

Division of Corporations

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**B97000000103**

Florida Department of State

Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**Regency Centers, LP**

Certificate of Status	0
Certified Copy	1
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*W/om  
201009006051  
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**Certificate of Merger  
for  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with Section 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type and jurisdiction for each merging party are as follows:

<b>Name</b>	<b>Jurisdiction</b>	<b>Form/Entity Type</b>
RRG Holdings, LLC	Florida	Limited Liability Company

**SECOND:** The exact name, form/entity type and jurisdiction of the surviving party are as follows:

<b>Name</b>	<b>Jurisdiction</b>	<b>Form/Entity Type</b>
Regency Centers, L.P.	Delaware	Limited Partnership

**THIRD:** The attached plan of merger was approved by the merging limited liability company in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by the surviving limited partnership in accordance with the applicable provisions of the Delaware Limited Partnership Act.

**FIFTH:** The effective date of the merger shall be October 31, 2013.

**SIXTH:** The principal office address of the surviving limited partnership in Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

**SEVENTH:** The surviving limited partnership, as the sole member of the merging limited liability company, has waived any appraisal rights to which it is entitled under Sections 608.4351-608.43595, Florida Statutes.

**EIGHTH:** (a) The street and mailing address of the surviving limited partnership which the Florida Department of State may use for the purposes of Section 48.181, Florida Statutes, is: Regency Centers, L.P., One Independent Drive, Suite 114, Jacksonville, Florida 32202; and (b) The surviving limited partnership appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the merging limited liability company.

*[SIGNATURES APPEAR ON FOLLOWING PAGE]*

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**Merging Limited Liability Company:**

RRG HOLDINGS, LLC, a Florida limited liability company

By: Regency Centers, L.P., its sole member

By: Regency Centers Corporation, its general partner

By: \_\_\_\_\_

Kathy D. Miller

Senior Vice President

**Surviving Limited Partnership:**

REGENCY CENTERS, L.P., a Delaware limited partnership

By: Regency Centers Corporation, its general partner

By: \_\_\_\_\_

Kathy D. Miller

Senior Vice President

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### AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") dated as of October 29, 2013 provides for the merger of **RRG HOLDINGS, LLC**, a Florida limited liability company ("Holdings"), with and into **REGENCY CENTERS, L.P.**, a Delaware limited partnership (the "Surviving Limited Partnership"), as follows:

**Merger.** Upon effectiveness of the merger, Holdings shall be merged with and into the Surviving Limited Partnership, the separate existence of Holdings shall cease and the Surviving Limited Partnership shall be the surviving business entity.

**Effective Date.** The Merger of Holdings shall become effective at 11:59 p.m. on October 31, 2013 (the "Effective Date").

**Conversion.** On the Effective Date, each membership interest in Holdings which is issued and outstanding on the Effective Date shall be retired and cancelled, automatically, without any further action on the part of Holdings or the Surviving Limited Partnership, or otherwise.

**Effect of Merger.** On the Effective Date, the separate existence of Holdings shall cease, and the Surviving Limited Partnership shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of Holdings, without the necessity for any separate transfer. The Surviving Limited Partnership shall thereafter be responsible and liable for all liabilities and obligations of Holdings, and neither the rights of creditors nor any liens on the property of Holdings shall be impaired by the Merger. If at any time after the Effective Date the Surviving Limited Partnership 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 Limited Partnership, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of Holdings acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Limited Partnership and its general partner and officers and directors of the general partner or their designees shall be authorized to execute and deliver, in the name and on behalf of Holdings, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of Holdings, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Limited Partnership's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of Holdings acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

**General Partner.** Regency Centers Corporation is the sole general partner of the Surviving Limited Partnership and its business address is One Independent Drive, Suite 114, Jacksonville, Florida 32202.

**Abandonment.** This Plan may be abandoned at any time prior to the Effective Date by either of Holdings or the Surviving Limited Partnership, without further action by the sole member of Holdings or the partners of the Surviving Limited Partnership and, if Articles of

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Merger have been filed with the Florida Secretary of State and/or a Certificate of Merger has been filed with the Delaware Secretary of State, by filing a Notice of Abandonment with such Office.

RRG HOLDINGS, LLC, a Florida limited liability company

By: Regency Centers, L.P., Sole Member

By: Regency Centers Corporation, General Partner

By: 

Kathy Miller

Senior Vice President

***Surviving Limited Partnership***

REGENCY CENTERS, L.P., a Delaware limited partnership

By: Regency Centers Corporation, General Partner

By: 

Kathy Miller

Senior Vice President