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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

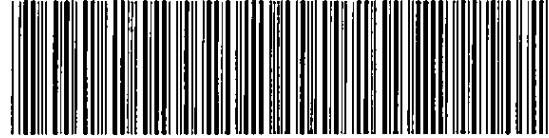
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2023 OCT 32 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ACCOUNT NO. : I20000000195

REFERENCE : 100258 7143029

AUTHORIZATION :

COST LIMIT : \$ 77.50

ORDER DATE : October 31, 2023

ORDER TIME : 4:13 PM

ORDER NO. : 100258-050

CUSTOMER NO: 7143029

ARTICLES OF MERGER

DUKE-SP, LLC

INTO

DUKE REALTY LIMITED
PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Eyllena Baker

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DUKE REALTY LIMITED PARTNERSHIP

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Marilyn Cartwright

Contact Person

Prologis, Inc.

Firm/Company

1800 Wazee St., Suite 500

Address

Denver, CO 80202

City, State and Zip Code

mcartwright@prologis.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marilyn Cartwright at (303) 567-5484

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CR2E080 (2/20)

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**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Duke-SP, LLC	Florida	Limited Liability Company
<u>LCY-22852</u>		

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Duke Realty Limited Partnership	Indiana	Limited Partnership

BSN-219

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable) N/A

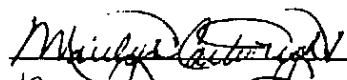
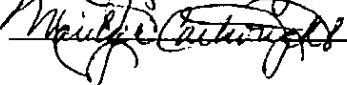
- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Duke-SP, LLC (See Ex. A att.)		Marilyn Cartwright
Duke Realty Limited Partnership (See Ex. A att.)		Marilyn Cartwright
_____	_____	_____
_____	_____	_____


Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

Fees:	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

EXHIBIT A
TO
STATE OF FLORIDA
ARTICLES OF MERGER
OF
DUKE-SP, LLC AND DUKE REALTY LIMITED PARTNERSHIP

SEVENTH: Signature for Each Party

DUKE-SP, LLC
a Florida limited liability company


By: 
Name: Marilyn Cartwright
Title: Authorized Person

DUKE REALTY LIMITED PARTNERSHIP
an Indiana limited partnership

By: Duke Realty LLC
a Delaware limited liability company
its general partner

By: Prologis, L.P.
a Delaware limited partnership
its sole member

By: Prologis, Inc.
a Maryland corporation
its general partner

By: 
Name: Marilyn Cartwright
Title: Assistant Secretary

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Merger Agreement"), dated as of November 1, 2023, sets forth the terms of the merger (the "Merger") of Duke-SP, LLC, a Florida limited liability company (the "Company"), with and into Duke Realty Limited Partnership, an Indiana limited partnership (the "Sole Member"), pursuant to the provisions of the Florida Limited Liability Company Act (the "Act") and the Indiana Revised Uniform Limited Partnership Act ("IRULPA").

1. Wholly Owned. The Sole Member currently is, and immediately prior to the Effective Time (as defined below) will be, the sole member of the Company.

2. Effective Time. As used in this Merger Agreement, the term "Effective Time" shall mean the date on which the certificate of merger is filed with the Secretary of State of the State of Delaware.

3. The Merger. At the Effective Time, the Company shall merge with and into the Sole Member, and the separate existence of the Company shall thereupon cease pursuant to the laws of the State of Florida. The Sole Member shall be the surviving entity in the Merger (the "Surviving Entity") and shall continue to be governed by the laws of the State of Indiana, and the separate existence of the Sole Member with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in the Act and IRULPA.

4. Terms of the Merger. At the Effective Time, automatically by virtue of the Merger and without any action on the part of any party or other person:

(a) Each partnership interest in the Sole Member issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding as a partnership interest in the Surviving Entity without change.

(b) Each membership interest of the Company issued and outstanding immediately prior to the Effective Time shall be cancelled, retired and extinguished, and shall cease to exist, and shall not be converted into cash, property, rights or securities of, or interests in, the Surviving Entity or any other entity.

5. Amended Certificate of Limited Partnership and the Seventh Amended and Restated Limited Partnership Agreement of the Sole Member. The Amended Certificate of Limited Partnership and Seventh Amended and Restated Limited Partnership Agreement (the "Agreement") of the Sole Member, as in full force and effect at the Effective Time shall not be amended and shall continue to be the Amended Certificate of Limited Partnership and the Agreement of the Surviving Entity until amended as therein provided and in the manner prescribed by the relevant provisions of the IRULPA.

6. Miscellaneous. The general partner of the Sole Member (or to the extent necessary, proper or convenient, the Company) is 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

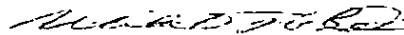
instruments, papers and documents that it deems necessary, proper, or convenient to carry out or put into effect any of the provisions of this Merger Agreement or to effect the transactions contemplated herein.

IN WITNESS WHEREOF, the undersigned have executed and acknowledged this Merger Agreement as of the date first above written.

DUKE REALTY LIMITED PARTNERSHIP
an Indian limited partnership

By: Duke Realty LLC
a Delaware limited liability company
its general partner

By: Authorized Person



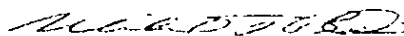
By: _____
Michael T. Blair, Managing Director and Assistant
Secretary of Prologis, Inc., a
Maryland corporation

DUKE-SP, LLC
a Florida limited liability company

By: Duke Realty Limited Partnership
an Indiana limited partnership
its sole member

By: Duke Realty LLC
a Delaware limited liability company
its general partner

By: Authorized Person



By: _____
Michael T. Blair, Managing Director and Assistant
Secretary of Prologis, Inc., a
Maryland corporation

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