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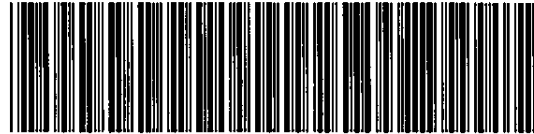
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 123703 7375564  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 146.25

ORDER DATE : May 22, 2006  
ORDER TIME : 12:15 PM  
ORDER NO. : 123703-005  
CUSTOMER NO: 7375564

ARTICLES OF MERGER

UIRT LP; UIRT GP, L.L.C.;  
UIRT, LTD.

INTO

EQY (SOUTHWEST PORTFOLIO) INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

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

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**ARTICLES OF MERGER  
OF  
UIRT LP, L.L.C., UIRT GP, L.L.C. and UIRT, LTD.  
WITH AND INTO  
EQY (SOUTHWEST PORTFOLIO) INC.**

Pursuant to the provisions of Sections 620.2108 and 608.4382 of the Florida Statutes, UIRT LP, L.L.C., a Florida limited liability company, UIRT GP, L.L.C., a Florida limited liability company and UIRT, LTD., a Florida limited partnership. (collectively, the "Constituent Companies") and EQY (SOUTHWEST PORTFOLIO) INC., a Texas corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Constituent Companies with and into the Survivor.

**FIRST:** The Plan of Merger, attached hereto as Schedule I, was approved by each of the Constituent Companies and the Survivor in accordance with its governing law.

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

Name	Jurisdiction	Entity Type
UIRT LP, L.L.C.	Florida	limited liability company
UIRT GP, L.L.C.	Florida	limited liability company
UIRT, LTD.	Florida	limited partnership

**THIRD:** The name of the surviving party is EQY (SOUTHWEST PORTFOLIO) INC., a Texas corporation.

**FOURTH:** The Survivor is a foreign corporation not qualified to do business in the State of Florida. For the purposes of Sections 48.181 and 620.2109(2) of the Florida Statutes, the Florida Department of State may use the following address: 1600 NE Miami Gardens Drive, North Miami Beach, Florida 33179.

**FIFTH:** The Survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled.

**SIXTH:** The merger is not prohibited by the Articles of Organization, Certificate of Limited Partnership, Operating Agreement or Partnership Agreement, as applicable, of any company that is a party to the merger.

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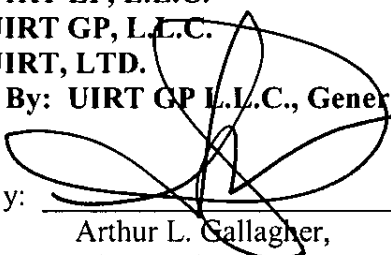
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IN WITNESS WHEREOF, theses Articles of Merger have been executed on behalf of the parties this 11 day of May, 2006.

EQY (SOUTHWEST PORTFOLIO) INC.  
UIRT LP, L.L.C.  
UIRT GP, L.L.C.  
UIRT, LTD.

By: UIRT GP L.L.C., General Partner

By:

  
\_\_\_\_\_  
Arthur L. Gallagher,  
Vice President & Secretary

## Schedule I

### AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER**, dated as of May \_\_\_\_, 2006, between the entities listed on the attached Exhibit A (collectively, the "Constituent Companies") and EQY (Southwest Portfolio) Inc., a Texas corporation ("EQY" or the "Surviving Corporation").

The Constituent Companies and EQY desire to effect the statutory merger of the Constituent Companies with and into EQY, with EQY to survive such merger.

1. **Constituent Companies.** The Constituent Companies and EQY shall be parties to the merger (the "Merger") of the Constituent Companies with and into EQY.

2. **Terms and Conditions of Merger.** The Constituent Companies shall, pursuant to the provisions of the laws of the States of Florida and Texas, be merged with and into EQY, which shall continue to exist pursuant to the laws of the State of Texas. Upon the effective date of the merger, as set forth in paragraph 7 (the "Effective Date"), the existence of the Constituent Companies shall cease. On the Effective Date, EQY shall assume the obligations of the Constituent Companies.

3. **Conversion of Partnership Units and Membership Interests.** Upon the Effective Date, the Partnership Units and the Membership Interests of the Constituent Companies, as applicable, presently issued and outstanding shall be retired. Upon the Effective Date, each share of capital stock of EQY 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 EQY 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 Texas.

5. **Bylaws.** The Bylaws of EQY 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 Texas.

6. **Directors and Officers.** The directors and officers of the EQY 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 Texas.

8. **Amendment and Plan of Merger.** The Board of Directors and the Managers of each of the Constituent Companies and EQY, 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 \_\_\_\_\_ day of May, 2006.

**EQY (SOUTHWEST PORTFOLIO) INC.  
UIRT LP, L.L.C.  
UIRT GP, L.L.C.  
UIRT, LTD.**

**By: UIRT GP L.L.C., General Partner**

By: \_\_\_\_\_  
Arthur L. Gallagher,  
Vice President & Secretary

## **EXHIBIT A**

UIRT LP, L.L.C., a Florida limited liability company

UIRT GP, L.L.C., a Florida limited liability company

UIRT, Ltd., a Florida limited partnership