

Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**EQV (Southwest Portfolio) Inc., a Texas corporation**

Certificate of Status	0
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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(ies) in accordance with s. 608.4382, 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>
Texas Equity Holdings LLC	Florida	limited liability company
EQY (Southwest Portfolio) Inc.	Texas	corporation

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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>
EQY (Southwest Portfolio) Inc.	Texas	corporation

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THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the 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:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

1600 NE Miami Gardens Drive

North Miami Beach, FL 33179

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss. 608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 1600 NE Miami Gardens Drive

North Miami Beach, FL 33179

Mailing address: 1600 NE Miami Gardens Drive

North Miami Beach, FL 33179

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed
Name of Individual:

Texas Equity Holdings LLC

Arthur L. Gallagher

EQY (Southwest Portfolio) Inc.

Arthur L. Gallagher

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 a member or authorized representative

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

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of May 26, 2006, between Equity Texas Holdings LLC, a Florida limited liability company ("Florida") and EQY (Southwest Portfolio) Inc., a Texas corporation ("EQY" or the "Surviving Corporation").

Florida and EQY desire to effect the statutory merger of the Florida with and into EQY, with EQY to survive such merger.

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

2. **Terms and Conditions of Merger.** Florida 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 Florida shall cease. On the Effective Date, EQY shall assume the obligations of Florida.

3. **Conversion of Membership Interests.** Upon the Effective Date, the Membership Interests of Florida, 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.

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8. Amendment and Plan of Merger. The Board of Directors and the Managers of each Florida 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 26 day of May, 2006.

EQY (Southwest Portfolio) Inc.
Texas Equity Holdings, LLC

By: 

Arthur L. Gallagher,
Vice President and Secretary

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