

L05000090657

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13 DEC 13 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KRG Pembroke Pines, LLC

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Darlene Rowland - Paralegal

Contact Person

Kite Realty Group

Firm/Company

30 South Meridian Street, Suite 1100

Address

Indianapolis, Indiana 46204

City, State and Zip Code

drowland@kiterealty.com

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

For further information concerning this matter, please call:

Darlene Rowland

Name of Contact Person

at (317) 713-2753

Area Code and 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

FILED
18 DEC 13 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 25, 2013

DARLENE ROWLAND - PARALEGAL
KITE REALTY GROUP
30 SOUTH MERIDIAN STREET, SUITE 1100
INDIANAPOLIS, IN 46204

SUBJECT: KRG CREC/KS PEMBROKE PINES, LLC
Ref. Number: L05000090657

RECEIVED
13 DEC 13 PM 12:19
FILE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for KRG CREC/KS PEMBROKE PINES, LLC and your check(s) totaling \$30.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file the articles of merger are as follows:
For each Limited Partnership: \$52.50
For each Limited Liability Company: 25.00
For each Corporation: 35.00
For each General Partnership: 25.00
All Others: 25.00

There is a balance due of \$50.00. You paid \$30.00 for a certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 413A00025004

enclosed

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

FILED
13 DEC 13 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
KRG CREC/KS Pembroke Pines, LLC	Florida	LLC LOS - 90657
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
KRG Pembroke Pines, LLC	Indiana	LLC

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.

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:

Date of Filing _____

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:

30 South Meridian Street, Suite 1100

Indianapolis, Indiana 46204

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 entitles 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: n/a

Mailing address: n/a

- 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:
KRG CREC/KS Pembroke Pines, LLC	<i>See last page</i>	Daniel R. Sink
KRG Pembroke Pines, LLC	<i>See last page</i>	Daniel R. Sink

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
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FILED
13 DEC 13 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

FILED
13 DEC 13 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
KRG CREC/KS Pembroke Pines, LLC	Florida	LLC

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>
KRG Pembroke Pines, LLC	Indiana	LLC

THIRD: The terms and conditions of the merger are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

**AGREEMENT AND PLAN OF MERGER
FOR
KRG PEMBROKE PINES, LLC
AND
KRG CREC/KS PEMBROKE PINES, LLC**

FILED
13 DEC 13 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER, dated September 30, 2013 (the "Agreement") is made by and between **KRG Pembroke Pines, LLC**, an Indiana limited liability company ("Indiana LLC"), and **KRG CREC/KS Pembroke Pines, LLC**, a Florida limited liability company ("Florida LLC").

WITNESSETH:

WHEREAS, Indiana LLC is a limited liability company duly formed and validly existing under the laws of the State of Indiana;

WHEREAS, Florida LLC is a limited liability company duly formed and validly existing under the laws of the State of Florida;

WHEREAS, Kite Realty Group, L.P., a Delaware limited partnership ("KRG") is the sole member of the Indiana LLC;

WHEREAS, Indiana LLC is the sole member of the Florida LLC;

WHEREAS, KRG has deemed it desirable, advisable and in the best interests of Indiana LLC and Florida LLC that Florida LLC be merged with and into Indiana LLC (the "Merger") and that Indiana LLC be the surviving entity in the merger; and

WHEREAS, following the merger, KRG will be the sole member of Florida LLC.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements herein contained, the parties hereto have agreed as follows:

TERMS AND CONDITIONS

Article I.

The Merger

Section 1.01 Effective Time. The Merger shall become effective as of the date hereof, such date and time shall be the "Effective Time" of the Merger referred to in this Agreement.

Section 1.02 Articles of Merger and Certificate of Merger. As soon as practicable after the execution hereof, Articles of Merger shall be executed by Indiana LLC and Florida LLC and filed with the Secretary of State of Indiana as provided in the Indiana Business

Flexibility Act, and a Certificate of Merger shall be executed by Florida LLC and filed with the Secretary of State of Florida as provided in the Florida Limited Liability Company Act.

Section 1.03 Other Actions. Indiana LLC and Florida LLC shall take all such actions as may be reasonably necessary or appropriate in order to fully effectuate the Merger. In case at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Agreement, the managers, officers and directors of the Indiana LLC shall take all such action.

Section 1.04 Effect of the Merger. As of the Effective Time, Florida LLC shall be merged with and into Indiana LLC and the separate organizational existence of Florida LLC shall cease. Indiana LLC shall be the surviving entity of the Merger, and shall be governed by the laws of the state of Indiana. Indiana LLC shall possess all of the assets, rights, privileges, immunities and powers and title to all assets and other property owned by Florida LLC shall vest in Indiana LLC without reversion or impairment, and Indiana LLC shall be subject to and assume all of the debts, duties, liabilities and obligations of Florida LLC, by virtue of the Merger and in accordance with both the Indiana Business Flexibility Act and the Florida Limited Liability Company Act.

Section 1.05 Limited Liability Company Agreement. The Limited Liability Company Agreement of Indiana LLC in effect immediately prior to the Effective Time shall constitute and become the Limited Liability Company Agreement of Indiana LLC after the Merger.

Section 1.06 Name of Surviving Entity. The name of the surviving entity shall be KRG Pembroke Pines, LLC.

Section 1.07 Capital Structure. The amount of authorized membership interests of Indiana LLC shall be unaffected by the Merger.

Article II.

Membership Interest Following Merger

Section 2.01 Florida LLC Membership Interest. Prior to the Merger, KRG was the sole member of Indiana LLC and Indiana LLC was the sole member of Florida LLC, and KRG shall be the sole member of Indiana LLC, as the surviving entity, following the Merger.

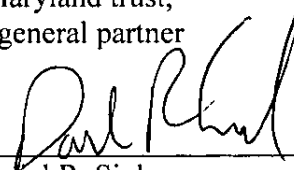
IN WITNESS WHEREOF, this Agreement is approved and executed by the sole member of Indiana LLC and the sole member of Florida LLC, as of the date first written above.

"INDIANA LLC"

KRG PEMBROKE PINES, LLC,
an Indiana limited liability company

BY: KITE REALTY GROUP, L.P.,
a Delaware limited partnership,
its sole member

BY: KITE REALTY GROUP TRUST,
a Maryland trust,
its general partner

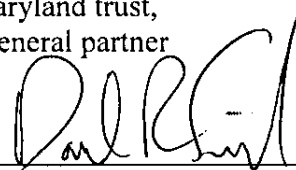
BY: 
Daniel R. Sink,
Executive Vice President and CFO

"FLORIDA LLC"

KRG CREC/KS PEMBROKE PINES, LLC,
a Florida limited liability company

BY: KITE REALTY GROUP, L.P.,
a Delaware limited partnership,
its sole member

BY: KITE REALTY GROUP TRUST,
a Maryland trust,
its general partner

BY: 
Daniel R. Sink,
Executive Vice President and CFO

FILED
13 DEC 13 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA