

L98000003174

W/1

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE: 2013841-S
(Sub Account)

DATE: 1-4-99

REQUESTOR NAME: LEXIS
Long Michael WAVE

ADDRESS: AUTHORIZATION BY PHONE TO
CORRECT 1/7/99

TELEPHONE: () ACC. EXAM ext ()

CONTACT NAME: _____

CORPORATION NAME: EOP- Sun Center Delaware Merger, L.L.C.

DOCUMENT NUMBER: _____
(if applicable)

FF #52.50

AUTHORIZATION: C. Woodyard

- ☐ CERTIFIED COPY (1-9)
☒ CERTIFICATE OF STATUS (1-9)
☒ PLAIN STAMPED COPY

☒ Call When Ready

☒ Walk-In

☒ Mail Out

() Call if Problem
() Will Wait

() After 4:30
() Pick Up

Name	Availability
Examiner	
Underwriter	
Verifier	
Acknowledgement	
W. P. Ventner	

NO LENDING TO NON-RESIDENTS

15:11 1-4-99

DELETED

Merger (no amendments)

100002729271--2

EFFECTIVE DATE
1/6/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN -6 PM 3:01

FILED

File 2nd

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EOP-SUN CENTER MINNESOTA MERGER, LLP
(GP9900000016)

(LLP980000315)

INTO

EOP-SUN CENTER DELAWARE MERGER, L.L.C., a Florida entity,
L98000003174.

File date: January 6, 1999 , effective January 6, 1999

Corporate Specialist: Brenda Tadlock

Account number: FCA000000005

Account charged: 77.50

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FILED
99 JAN - 6 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
1/6/99

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. EOF-Sun Center Minnesota Merger, LLP
2 N. Riverside Plaza
Chicago, IL 60606

Florida

LLP

Florida Document/Registration Number: LLP980000315 / ✓ GP9900000016 FEI Number: applied for

2. EOP-Sun Center Delaware Merger, L.L.C.
2 N. Riverside Plaza
Chicago, IL 60606

Florida

LLC

Florida Document/Registration Number: L98000003174 ✓ FEI Number: applied for

3. _____

Florida Document/Registration Number: _____ FEI Number: _____

4. _____

Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EOP-Sun Center Delaware Merger, L.L.C.	Florida	LLC
2 N. Riverside Plaza		
Chicago, IL 60606		

Florida Document/Registration Number: L98000003174 FEI Number: applied for

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

January 6, 1999

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
EOP-Sun Center Minnesota Merger, LLP	X Stanley M. Stevens	Stanley M. Stevens, Exec. VP of Equity Office Properties Trust, managing GP of EOP Operating Limited Partnership managing GP of LLP
	X Stanley M. Stevens	Stanley M. Stevens, Exec. VP of Equity Office Properties Trust, managing GP of EOP Operating Limited Partnership, sole member of ZML/Non-Manager IV, L.L.C., non-managing GP of LLP
EOP-Sun Center Delaware Merger, L.L.C.	X Stanley M. Stevens	Stanley M. Stevens, Exec. VP of Equity Office Properties Trust, managing GP of EOP Operating Limited Partnership, managing member of LLC
	X Stanley M. Stevens	Stanley M. Stevens, Exec. VP of Equity Office Properties Trust, managing GP of EOP Operating Limited Partnership, sole member of ZML/Non-Manager IV, L.L.C., non-managing member of LLC

(Attach additional sheet(s) if necessary)

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
EOP-Sun Center Minnesota Merger, LLP	Florida
EOP-Sun Center Delaware Merger, L.L.C.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
EOP-Sun Center Delaware Merger, L.L.C.	Florida

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

See attached Agreement of Merger

(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

- 1) all partnership interests in EOP-Sun Center Minnesota Merger, LLP shall be cancelled and shall cease to exist and no payment or distribution shall be made with respect thereto;
- 2) the managing general partnership interest in EOP-Sun Center Minnesota Merger, LLP shall be converted into an identical managing membership interest in the surviving party;
- 3) the non-managing general partnership interest in EOP-Sun Center Minnesota Merger, LLP shall be converted into an identical non-managing membership interest in the surviving party.

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

The merged party will not have any rights to acquire any additional interest of any kind in the surviving party other than noted in Paragraph Fourth A above.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

EOF Operating Limited Partnership - managing member
2 N. Riverside Plaza
Chicago, IL 60606

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

None

(Attach additional sheet(s) if necessary)

AGREEMENT OF MERGER
EOP-SUN CENTER MINNESOTA MERGER, LLP
INTO
EOP-SUN CENTER DELAWARE MERGER, L.L.C.

AGREEMENT OF MERGER (this "Agreement") dated January 4, 1999, by and between EOP-Sun Center Minnesota Merger, LLP, a Florida limited liability partnership (the "LLP"), and EOP-Sun Center Delaware Merger, L.L.C., a Florida limited liability company (the "LLC").

WHEREAS, the managing general partner and the nonmanaging general partner of the LLP, constituting all of the partners of the LLP, have approved the merger of the LLP into the LLC upon the terms set forth in this Agreement and have approved this Agreement;

WHEREAS, the managing member and the nonmanaging member of the LLC, constituting all of the members of the LLC, have approved the merger of the LLP into the LLC upon the terms set forth in this Agreement and have approved this Agreement;

NOW, THEREFORE, in consideration of the agreements contained in this Agreement, the parties agree as follows:

1. The Merger. Upon the terms set forth in this Agreement, and in accordance with Section(s) 607.1109, 608.4382 and 620.203 of the Florida Statutes (the "Florida Act"), the LLP shall be merged into the LLC (the "Merger") at the Effective Date (as hereinafter defined). Following the Effective Date, the separate existence of the LLP shall cease and the LLC shall continue as the surviving business entity in the Merger (the "Surviving LLC") and shall succeed to and assume all the rights, properties, liabilities and obligations of the LLP in accordance with the Florida Act. For purposes of this Agreement, "Effective Date" shall mean the date specified for the Merger to become effective, as set forth in the Articles of Merger to be filed with the Secretary of State of the State of Florida in accordance with the Florida Act.

2. Effects of the Merger. The Merger shall have the effects set forth in Section(s) 607.1109, 608.4382 and 620.203 of the Florida Statutes.

3. Articles of Organization and Limited Liability Company Agreement. The Articles of Organization of the LLC, as in effect immediately prior to the Effective Date (the "Statement of Registration"), shall be the Articles of Organization of the Surviving LLC and shall continue in full force and effect until amended in the manner prescribed by the provisions of the Florida Act. The Limited Liability Company Agreement of the LLC, as

in effect immediately prior to the Effective Date, will be the limited liability company agreement of the Surviving LLC and will continue in full force and effect until amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

4. Effect on Partnership and Membership Interests. As of the Effective Date, by virtue of the Merger and without any action on the part of the holder of any partnership interests in the LLP or membership interests in the LLC:

(a) all partnership interests in the LLP shall be canceled and shall cease to exist and no payment or distribution shall be made with respect thereto; and

(b) the managing general partnership interest in the LLP shall be converted into an identical managing membership interest in the Surviving LLC; and

(c) the nonmanaging general partnership interest in the LLP shall be converted into an identical nonmanaging membership interest in the Surviving LLC.

5. Actions Necessary to Effect Merger. The LLP and the LLC will take, or cause to be taken, all actions, and do, or cause to be done, and assist and cooperate with each other in doing, all things necessary, proper or advisable to consummate and make effective the Merger, including the execution and delivery of any additional instruments necessary to effect the Merger or to fully carry out the purposes of this Agreement.

6. Termination. This Agreement may be terminated at any time prior to the Effective Date by mutual written consent of the LLP and the LLC.

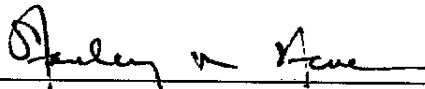
7. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Florida, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

EOP-SUN CENTER MINNESOTA MERGER, LLP, a Florida limited liability partnership

By: EOP Operating Limited Partnership, a Delaware limited partnership, its managing general partner

By: Equity Office Properties Trust, a Maryland real estate investment trust, its managing general partner

By: 
Stanley M. Stevens
Executive Vice President

By: ZML/Non-Manager IV, L.L.C., a Delaware limited liability company, its nonmanaging general partner

By: EOP Operating Limited Partnership, a Delaware limited partnership, its sole member

By: Equity Office Properties Trust, a Maryland real estate investment trust, its managing general partner

By: 
Stanley M. Stevens
Executive Vice President

EOP-SUN CENTER DELAWARE MERGER, L.L.C., a
Delaware limited liability company

By: EOP Operating Limited Partnership, a Delaware limited partnership, its managing member

By: Equity Office Properties Trust, a Maryland real estate investment trust, its managing general partner

By: 
Stanley M. Stevens
Executive Vice President

By: ZML/Non-Manager IV, L.L.C., a Delaware limited liability company, its nonmanaging member

By: EOP Operating Limited Partnership, a Delaware limited partnership, its sole member

By: Equity Office Properties Trust, a Maryland real estate investment trust, its managing general partner

By: 
Stanley M. Stevens
Executive Vice President