

NO400000 2548

Florida Department of State
Division of Corporations
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9-13
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MERGER OR SHARE EXCHANGE

KRG GAINESVILLE, LLC

Certificate of Status	0
Certified Copy	0
Page Count	11
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\$50.00

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September 12, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

KRG GAINESVILLE, LLC
30 SOUTH MERIDIAN STREET, STE. 1100
INDIANAPOLIS, IN 46204

SUBJECT: KRG GAINESVILLE, LLC
REF: MO4000002548

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective date in the plan of merger cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 10 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

FAX Aud. #: 806000221861
Letter Number: 306A00054841

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P.O. BOX 6327 - Tallahassee, Florida 32314

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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>
KRG/CREC Gainesville, LLC	Florida	LLC

104-47303

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 Gainesville, LLC	Indiana	LLC

104-2548

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:

September 7, 2006

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 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: N/A

Mailing address: N/A

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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:
KRG/CREC Gainesville, LLC	<i>Daniel R Sink</i>	Daniel Sink
KRG Gainesville, LLC	<i>Daniel R Sink</i>	Daniel Sink

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

<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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PLAN OF MERGER

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 Gainesville, 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 Gainesville, LLC	Indiana	LLC

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

See Attached Agreement & Plan of Merger

(Attach additional sheet if necessary)

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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 & 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 & Plan of Merger

(Attach additional sheet if necessary)

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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 & Plan of Merger

(Attach additional sheet if necessary)

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

See Attached Agreement & Plan of Merger

(Attach additional sheet if necessary)

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated August 1, 2006, (the "Agreement") is made by and between KRG Gainesville, LLC, an Indiana limited liability company ("Indiana LLC"), and KRG/CREC Gainesville, LLC, a Florida 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, KRG is the sole member of each of the two members of the Florida LLC;

WHEREAS, KRG, as sole member of Indiana LLC and the indirect sole member of the Florida LLC has deemed it desirable, advisable and in the best interests of both the Indiana LLC and the Florida LLC, that Florida LLC be merged with and into the 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 Indiana 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 became effective September 1, 2006 such date shall be the "Effective Date" 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.

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

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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.

"Merging Company"

KRG GAINESVILLE, 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
Daniel Sink, Chief Financial Officer

KRG/CREC Gainesville, LLC,
a Florida limited liability company

By: Daniel R. Sink
Daniel Sink, Chief Financial Officer

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