

MO6000005853

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

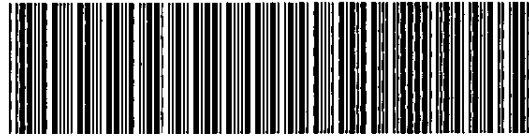
Special Instructions to Filing Officer:

A. LUNT

DEC -1 2011

EXAMINER

Office Use Only



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FILED
2011 NOV 30 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KRG ESTERO, 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:

Suzanne Jackson, Paralegal

Contact Person

Kite Realty Group

Firm/Company

30 S Meridian Street, Suite 1100

Address

Indianapolis, IN 46204

City, State and Zip Code

sjackson@kiterealty.com

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

For further information concerning this matter, please call:

Suzanne Jackson

Name of Contact Person

at (317)

713-5687

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

FILED
2011 NOV 30 PM 3:44
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/CCA Estero, LLC	Florida	LLC L04-82774
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 Estero, 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:

November 28, 2011

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 S Meridian Street, Suite 1100

Indianapolis, IN 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:



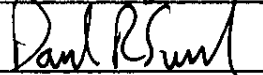
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: n/a

Mailing address: n/a

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/CCA Estero, LLC		Daniel R. Sink
 KRG Estero, LLC		Daniel R. 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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2011 NOV 30 PM 3:44
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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2011 NOV 30 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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/CCA Estero, 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 Estero, 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)

**INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
CORPORATIONS CERTIFIED COPIES**

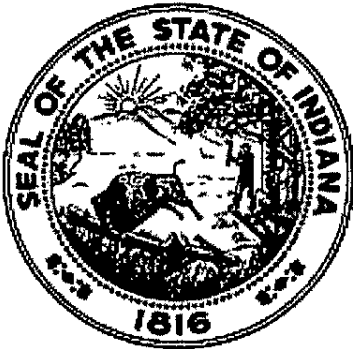
INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
302 West Washington Street, Room E018
Indianapolis, IN 46204

<http://www.sos.in.gov>

November 29, 2011

Company Requested: KRG ESTERO, LLC
Control Number: 2004112200345

Date	Transaction	# Pages
11/28/2011	Articles of Merger	6



State of Indiana
Office of the Secretary of State

I hereby certify that this is a true and
complete copy of this 6 page
document filed in this office.

Dated: November 29, 2011
Certification Number: 2011112952170

Charles P. White

Secretary of State

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 2004112200345
Filing Date: 11/28/2011
Effective Date: 11/28/2011



ARTICLES OF MERGER OF LIMITED
LIABILITY COMPANIES
State Form 49463 (R / 1-03)
Approved by State Board of Accounts, 1999

APPROVED
AND
FILED

RECEIVED
CORPORATIONS DIVISION
11/28/2011 9:41 AM

TODD ROKITA
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-8578

Indiana Code 23-18-7-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one (1) copy of the address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

ARTICLES OF MERGER OF KRG/CCA ESTERO, LLC (hereinafter "the nonsurviving Limited Liability Company(s)")	N/C
INTO KRG ESTERO, LLC (hereinafter "the surviving Limited Liability Company")	2004112200345

ARTICLE I - SURVIVING LIMITED LIABILITY COMPANY	
SECTION 1: The name of the LLC surviving the merger is <u>KRG ESTERO, LLC</u> , and such name <input type="checkbox"/> has <input checked="" type="checkbox"/> has not (designate which) been changed as a result of the merger.	
SECTION 2: a. The surviving LLC is a domestic LLC existing pursuant to the provisions of the Indiana Business Flexibility Act on <u>November 19, 2004</u> . b. The surviving LLC is a foreign LLC organized under the laws of the State of _____ and <input type="checkbox"/> qualified <input type="checkbox"/> not qualified (designate which) to do business in Indiana. If the surviving LLC is qualified to do business in Indiana, state the date of qualification: _____ (If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)	

ARTICLE II - NONSURVIVING LIMITED LIABILITY COMPANY (S)	
The name, state of organization, and date of organization or qualification (if applicable) respectively, of each Indiana domestic LLC and Indiana qualified foreign LLC other than the survivor, which is party to the merger is as follows:	
Name of LLC <u>KRG/CCA ESTERO, LLC</u>	
State of Domicile <u>Florida</u>	Date of organization or qualification in Indiana (if applicable) <u>November 15, 2004</u>
Name of LLC	
State of Domicile	Date of organization or qualification in Indiana (if applicable)
Name of LLC	
State of Domicile	Date of organization or qualification in Indiana (if applicable)

ARTICLE III - PLAN OF MERGER
The Plan of Merger, containing such information as required by Indiana Code 23-18-7-2, is set forth in "Exhibit A", attached hereto and made a part hereof.

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

ARTICLE IV - APPROVAL OF MERGER	
<input checked="" type="checkbox"/> The plan of merger was approved by each LLC as required by the of the state of its organization.	
In Witness Whereof, the undersigned being the <u>Member</u> <small>Manager or member</small> of the surviving LLC	
executes these Articles of Merger and verifies, subject to penalties of perjury that the statements contained herein are true, this	
<u>28th</u> day of November, 2011	
Signature <u>Daniel R. Sink</u>	Printed name Daniel R. Sink

RMS

Indiana Secretary of State
Packet: 2004112200345
Filing Date: 11/28/2011
Effective Date: 11/28/2011

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 2004112200345
Filing Date: 11/28/2011
Effective Date: 11/28/2011

AGREEMENT AND PLAN OF MERGER

RECEIVED
CORPORATIONS DIV
11/28/2011 9:41

THIS AGREEMENT AND PLAN OF MERGER, dated November 28, 2011 (the "Agreement") is made by and between KRG Estero, LLC, an Indiana limited liability company ("Indiana LLC"), and KRG/CCA Estero, 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 November 28, 2011; 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.

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 2004112200345
Filing Date: 11/28/2011
Effective Date: 11/28/2011

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 Estero, 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.

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 2004112200345
Filing Date: 11/28/2011
Effective Date: 11/28/2011

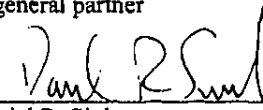
IN WITNESS WHEREOF, this Agreement is approved and executed by the sole member of Indiana LLC and the sole member of Florida LLC, as of the date first written above.

"INDIANA LLC"

KRG ESTERO, 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

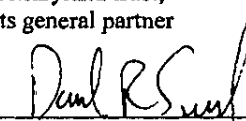
BY: 
Daniel R. Sink,
Executive Vice President and CFO

"FLORIDA LLC"

KRG/CCA ESTERO, 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

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

KRG ESTERO, LLC

I, CHARLES P. WHITE, Secretary of State of Indiana, hereby certify that Articles of Merger of the above Domestic Limited Liability Company (LLC) have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

The following non-surviving entity(s):

KRG/CCA ESTERO, LLC

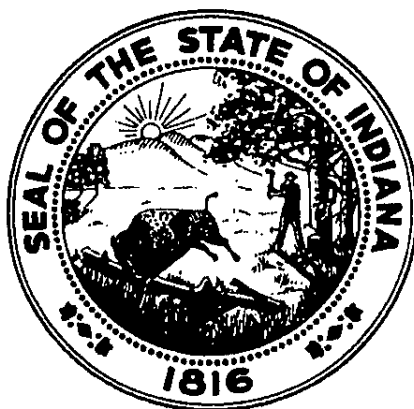
a(n) Florida Non-Qualified Foreign Corporation

merged with and into the surviving entity:

KRG ESTERO, LLC

Indiana Secretary of State
Packet: 2004112200345
Filing Date: 11/28/2011
Effective Date: 11/28/2011

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, November 28, 2011.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 28, 2011.

A handwritten signature in cursive script that reads "Charles P. White".

CHARLES P. WHITE,
SECRETARY OF STATE

2004112200345 / 2011112851704