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MERGER OR SHARE EXCHANGE

EQUITY ONE ACQUISITION CORP.

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JB 6/17/09

**ARTICLES OF MERGER
OF
EQY (SOUTHWEST PORTFOLIO) INC. AND
EQUITY ONE REALTY & MANAGEMENT TEXAS, INC.
WITH AND INTO
EQUITY ONE ACQUISITION CORP.**

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SECRETARY OF STATE
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Pursuant to the provisions of the Florida Statutes, EQY (Southwest Portfolio) Inc., a Texas corporation, and Equity One Realty & Management Texas, Inc., a Texas corporation (collectively, the "Constituent Companies") and Equity One Acquisition Corp., a Florida corporation (Document Number P01000078933) (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Constituent Companies with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Schedule I.

SECOND: The Plan of Merger was adopted by the shareholders of each of the Constituent Companies and the Survivor by unanimous written consent, each dated June 15, 2009.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto this 15 day of June, 2009.

**EQUITY ONE ACQUISITION CORP.
EQY (SOUTHWEST PORTFOLIO) INC.
EQUITY ONE REALTY & MANAGEMENT TEXAS, INC.**

By: _____

Arthur L. Gallagher, Vice President & Secretary

Schedule I

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of June 15, 2009, between EQY (Southwest Portfolio) Inc., a Texas corporation and Equity One Realty & Management Texas, Inc., a Texas corporation (collectively, the "Constituent Companies") and Equity One Acquisition Corp., a Florida corporation ("Equity One" or the "Surviving Corporation").

The Constituent Companies and Equity One desire to effect the statutory merger of the Constituent Companies with and into Equity One, with Equity One to survive such merger.

1. Constituent Companies. The Constituent Companies and Equity One shall be parties to the merger (the "Merger") of the Constituent Companies with and into Equity One.

2. Terms and Conditions of Merger. The Constituent Companies shall, pursuant to the provisions of the laws of the States of Florida and Texas, be merged with and into Equity One, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the merger, as set forth in paragraph 7 (the "Effective Date"), the existence of the Constituent Companies shall cease. On the Effective Date, Equity One shall assume the obligations of the Constituent Companies.

3. Conversion of Shares. Upon the Effective Date, the Common Stock of the Constituent Companies presently issued and outstanding shall be retired. Upon the Effective Date, each share of capital stock of Equity One 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 Equity One 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 Florida.

5. Bylaws. The Bylaws of Equity One 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 Florida.

6. Directors and Officers. The directors and officers of the Equity One 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 Florida.

8. Amendment and Plan of Merger. The Board of Directors of each of the Constituent Companies and Equity One, 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 15 day of June, 2009.

EQUITY ONE ACQUISITION CORP.
EQY (SOUTHWEST PORTFOLIO) INC.
EQUITY ONE REALTY & MANAGEMENT TEXAS, INC.

By: 

Arthur L. Gallagher, Vice President & Secretary