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Division of Corporations

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**MERGER OR SHARE EXCHANGE  
EQUITY ONE (WEST COAST PORTFOLIO) INC.**

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ARTICLES OF MERGER  
OF  
EQUITY ONE (WEST COAST PORTFOLIO) INC.  
WITH AND INTO  
EQUITY ONE (WEST COAST PORTFOLIO) INC.

Pursuant to the provisions of the Florida Business Corporation Act, Equity One (West Coast Portfolio) Inc., a California corporation (the "Constituent Company") and Equity One (West Coast Portfolio) Inc., a Florida corporation (Document Number P12000016942 the "Survivor"), adopt the following Articles of Merger for the purpose of merging the Constituent Company with and into the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Exhibit A.

**SECOND:** The Plan of Merger was adopted by the Board of Directors and the shareholders of each the Constituent Company and the Survivor by unanimous written consent each dated as of February 20, 2012.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed on behalf of the parties hereto as of the 20<sup>th</sup> day of February, 2012.

EQUITY ONE (WEST COAST PORTFOLIO) INC.,  
a Florida corporation

By: 

Arthur L. Gallagher,  
Vice President and Assistant Secretary

EQUITY ONE (WEST COAST PORTFOLIO) INC.,  
a California corporation

By: 

Arthur L. Gallagher,  
Vice President and Assistant Secretary

**Exhibit A**

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of February 20, 2012, between Equity One (West Coast Portfolio) Inc., a California corporation (the "Constituent Company") and Equity One (West Coast Portfolio) Inc., a Florida corporation ("EOWC" or the "Surviving Corporation").

The Constituent Company and EOWC desire to effect the statutory merger of the Constituent Company with and into EOWC, with EOWC to survive such merger.

1. Constituent Company. The Constituent Company and EOWC shall be parties to the merger (the "Merger") of the Constituent Company with and into EOWC.

2. Terms and Conditions of Merger. The Constituent Company shall, pursuant to the provisions of the laws of the State of California, be merged with and into EOWC, 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 Company shall cease. On the Effective Date, EOWC shall assume the obligations of the Constituent Company.

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

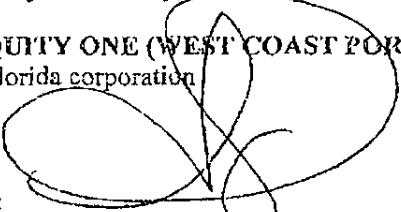
6. Directors and Officers. The directors and officers of the EOWC in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of who shall hold their directorships and offices until the election and qualification of their respective successors or 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.

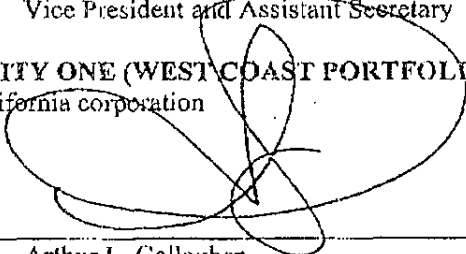
8. Amendment and Plan of Merger. The Board of Directors and the Managers of each of the Constituent Company and EOWC, as applicable, are authorized to amend this Plan of Merger at any time prior to the Effective Date.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the 20<sup>th</sup> day of February, 2011.

EQUITY ONE (WEST COAST PORTFOLIO) INC.,  
a Florida corporation

By:   
Arthur L. Gallagher,  
Vice President and Assistant Secretary

EQUITY ONE (WEST COAST PORTFOLIO) INC.,  
a California corporation

By:   
Arthur L. Gallagher,  
Vice President and Assistant Secretary