

PI2000016942

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

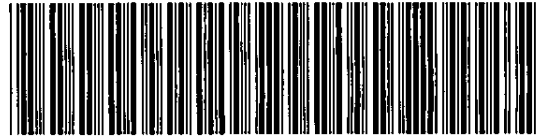
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000244978020

*merse*

RECEIVED  
13 APR -9 AM 10:42  
TALLAHASSEE, FLORIDA

FILED  
2013 APR -9 PM 12:27  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*DR*  
*4/10/13*

**CSC**

CORPORATION

COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 603609 7375564

AUTHORIZATION :

COST LIMIT : \$ 60.00

ORDER DATE : April 9, 2013

ORDER TIME : 9:54 AM

ORDER NO. : 603609-005

CUSTOMER NO: 7375564

ARTICLES OF MERGER

EQUITY ONE (200 POTRERO) LLC

INTO

EQUITY ONE (WEST COAST  
PORTFOLIO) INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

603609



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 9, 2013

CSC  
SUSIE KNIGHT  
TALLAHASSEE, FL

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: EQUITY ONE (WEST COAST PORTFOLIO) INC.  
Ref. Number: P12000016942

1105

We have received your document for EQUITY ONE (WEST COAST PORTFOLIO) INC. and the authorization to debit your account in the amount of \$60.00. However, the document has not been filed and is being returned for the following:

Articles of Merger between a domestic corporation and limited liability company are filed in compliance with Florida Statutes 607.1109 or 608.4382.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown  
Regulatory Specialist II

Letter Number: 913A00008311

*Dulene.*

RECEIVED  
DEPARTMENT OF STATE  
13 APR 10 AM 10:57

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

FILED  
2013 APR -9 PM 12: 27  
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>
Equity One (West Coast Portfolio) Inc.	Florida	Corporation
Equity One (200 Potrero) LLC	Delaware	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>
Equity One (West Coast Portfolio) Inc.	Florida	Corporation

**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:

\_\_\_\_\_

**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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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:

**EQUITY ONE (WEST COAST PORTFOLIO) INC.  
EQUITY ONE (200 POTRERO) LLC**

By:

A handwritten signature in black ink, appearing to read "Aaron Kitlowski", written over a horizontal line.

---

Aaron Kitlowski  
Vice President and Secretary

## **Exhibit A**

## **AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated as of April 9, 2013, between Equity One (200 Potrero) LLC, a Delaware limited liability corporation ("Potrero") and Equity One (West Coast Portfolio) Inc., a Florida corporation ("EOWP" or the "Surviving Corporation").

Potrero and EOWP desire to effect the statutory merger of Potrero with and into EOWP, with EOWP to survive such merger.

1. **Constituent Company.** Potrero and EOWP shall be parties to the merger (the "Merger") of Potrero with and into EOWP.

2. **Terms and Conditions of Merger.** Potrero shall, pursuant to the provisions of the laws of the State of Delaware, be merged with and into EOWP, 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 Potrero shall cease. On the Effective Date, EOWP shall assume the obligations of Potrero.

3. **Conversion of Shares and Membership Interests.** Upon the Effective Date, the Membership Interests of Potrero presently issued and outstanding shall be retired. Upon the Effective Date, each share of capital stock of EOWP 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 EOWP 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 EOWP 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 EOWP 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.

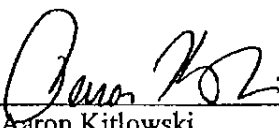
7. **Effective Date.** The Merger shall become effective on the date on which the Articles of Merger have been filed with the Secretary of State of the State of Florida.



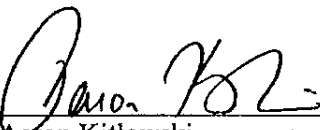
8. Amendment and Plan of Merger. The Board of Directors and the Managers of each of Potrero and EOWP, as applicable, are authorized to amend this Plan of Merger at any time prior to the Effective Date.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the 9<sup>th</sup> day of April, 2013.

**EQUITY ONE (WEST COAST PORTFOLIO)  
INC.**

By:   
Aaron Kitlowski  
Vice President and Secretary

**EQUITY ONE (200 POTRERO) LLC**

By:   
Aaron Kitlowski  
Vice President and Secretary