

PI2000016942

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15 JAN 12 PM 1:55

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ACCOUNT NO. : I20000000195

REFERENCE : 456294 7859950

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 105.00

ORDER DATE : January 12, 2015

ORDER TIME : 1:14 PM

ORDER NO. : 456294-005

CUSTOMER NO: 7859950

ARTICLES OF MERGER

EQUITY ASSET INVESTOR
(VERNOLA) INC; EQY ASSET
INVESTOR (CANYON TRAILS) INC.

INTO

EQUITY ONE (FLORIDA PORTFOLIO)
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
EQUITY ASSET INVESTOR (VERNOLA) INC.
AND
EQY ASSET INVESTOR (CANYON TRAILS) INC.
WITH AND INTO
EQUITY ONE (WEST-COAST PORTFOLIO) INC.**

FILED

15 JAN 12 PM 1:58

SECRETARY
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, Equity Asset Investor (Vernola) Inc. (Document Number P10000100880) and EQY Asset Investor (Canyon Trails) Inc., a Florida corporation (Document Number P10000099485) (together the "Constituent Corporations") 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 Corporations 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 Corporations and the Survivor by unanimous written consent each dated as of January 12, 2015.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 12th day of January, 2015.

**EQUITY ONE (WEST COAST PORTFOLIO) INC.
EQUITY ASSET INVESTOR (VERNOLA) INC.
EQY ASSET INVESTOR (CANYON TRAILS) INC.**

By: _____

Aaron Kitlowski

Vice President and Secretary

Exhibit A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of January 12, 2015, between EQY Asset Investor (Canyon Trails) Inc., a Florida corporation and Equity Asset Investor (Vernola) Inc., a Florida corporation (together the "Constituent Corporations") and Equity One (West Coast Portfolio) Inc., a Florida corporation ("EOWP" or the "Surviving Corporation").

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

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

2. **Terms and Conditions of Merger.** The Constituent Corporations shall, pursuant to the provisions of the laws of the State of Florida, 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 the Constituent Corporations shall cease. On the Effective Date, EOWP shall assume the obligations of the Constituent Corporations.

3. **Conversion of Shares.** Upon the Effective Date, the Common Stock of the Constituent Corporations 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.

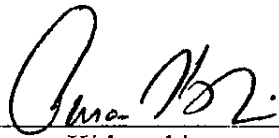
6. **Directors and Officers.** The directors and officers of the EOWP in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of who shall hold their directorships and offices until the election and qualification of their respective successors 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 Shareholders of each of the Constituent Corporation 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 12th day of January, 2015.

EQUITY ONE (WEST COAST PORTFOLIO) INC.
EQY ASSET INVESTOR (CANYON TRAILS) INC.
EQUITY ASSET INVESTOR (VERNOLA) INC.

By: 

Aaron Kitlowski
Vice President and Secretary