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P93000073514

2/23/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: KAREN PETERSON

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: REGENCY CENTERS OF DELAWARE

AUDIT NUMBER.....H98000003545

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 6

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DIVISION OF CORPORATIONS

Merger
2/26/98
DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

RRC FL ONE, INC., a Florida corporation, P93000073514
REGENCY CENTERS, INC., a Florida corporation, P93000075103
RRC JV ONE, INC., a Florida corporation, P96000008515

INTO

REGENCY CENTERS OF DELAWARE, INC.. a Delaware corporation not
qualified in Florida

File date: February 26, 1998

Corporate Specialist: Darlene Connell

02/26/98 THU 07:50 FAX 904 359 8700

FOLEY & LARDNER

001

2/23/98

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DIVISION OF CORPORATIONS

Fax Audit No. H98000003545

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
RRC JV ONE, INC., REGENCY CENTERS, INC.
AND RRC FL ONE, INC.
WITH AND INTO
REGENCY CENTERS OF DELAWARE, INC.**

Reserved for Clerk

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Florida Act") and Title 8, Section 252 of the Delaware General Corporation Law (the "Delaware Code"), the undersigned corporations enter into these Articles of Merger by which RRC JV One, Inc., a Florida corporation, Regency Centers, Inc., a Florida corporation, and RRC FL One, Inc., a Florida corporation, shall be merged with and into Regency Centers of Delaware, Inc., a Delaware corporation, and Regency Centers of Delaware, Inc. shall be the surviving corporation, in accordance with a Plan and Agreement of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the Florida Act and Section 252 of the Delaware Code, and the undersigned corporations hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective at the close of business on the date on which these Articles of Merger are filed with the Department of State of Florida and a Certificate of Merger is filed with the Secretary of State of Delaware.

THIRD, pursuant to Sections 607.1101 and 607.1103 of the Florida Act, the Plan was adopted the Board of Directors and by the shareholders of RRC JV One, Inc. on February 3, 1998. The only voting group of RRC JV One, Inc. entitled to vote on the adoption of the Plan consists of the holders of common stock. The number of votes cast by such voting group was sufficient for approval by that group. Pursuant to Sections 607.1101 and 607.1103 of the Florida Act, the Plan was adopted the Board of Directors and by the shareholders of Regency Centers, Inc. on February 3, 1998. The only voting group of Regency Centers, Inc. entitled to vote on the adoption of the Plan consists of the holders of common stock. The number of votes cast by such voting group was sufficient for approval by that group. Pursuant to Sections 14-2-1101 and 14-2-1103 of the Georgia Act, the Plan was adopted by the Board of Directors and by the shareholders of RRC FL One, Inc. on February 3, 1998. The only voting group of RRC FL One, Inc. entitled to vote on the adoption of the Plan consists of the holders of common stock. The number of votes cast by such voting group was sufficient for approval by that group. Pursuant to the provisions of Section 252 of the Delaware Code, the Plan was adopted by the Board of Directors and by the shareholders of Regency Centers of Delaware, Inc. on February 3, 1998. The only voting group of Regency Centers of Delaware, Inc. entitled to vote on the adoption of the Plan consists of the holders of common stock. The number of votes cast by such voting group was sufficient for approval by that group.

Prepared by: Linda Y. Kelso Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

Fax Audit No. H98000003545

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IN WITNESS WHEREOF, these Articles of Merger have been executed by RRC JV One, Inc., Regency Centers, Inc. and RRC FL One, Inc., as the merging corporations, and by Regency Centers of Delaware, Inc., as surviving corporation, this 16th day of February, 1998.

WITNESSES

Yona C. Sharp
Yona C. Sharp

Karen R. Peterson
Karen R. Peterson

RRC JV ONE, INC., a Florida corporation

By: J. Christian Leavitt
J. Christian Leavitt, Vice President
121 West Forsyth Street, Suite 200
Jacksonville, Florida 32202

REGENCY CENTERS, INC., a Florida corporation

Yona C. Sharp
Yona C. Sharp

Karen R. Peterson
Karen R. Peterson

By: J. Christian Leavitt
J. Christian Leavitt, Vice President
121 West Forsyth Street, Suite 200
Jacksonville, Florida 32202

RRC FL ONE, INC., a Florida corporation

Yona C. Sharp
Yona C. Sharp

Karen R. Peterson
Karen R. Peterson

By: J. Christian Leavitt
J. Christian Leavitt, Vice President
121 West Forsyth Street, Suite 200
Jacksonville, Florida 32202

REGENCY CENTERS OF DELAWARE, INC., a Delaware corporation

Yona C. Sharp
Yona C. Sharp

Karen R. Peterson
Karen R. Peterson

By: J. Christian Leavitt
J. Christian Leavitt, Vice President
121 West Forsyth Street, Suite 200
Jacksonville, Florida 32202

Fax Audit No. H98000003545

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16th day of February, 1998, by J. Christian Leavitt, Vice President of RRC JV One, Inc. Such person did take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced _____ as identification.

{Notary Seal must be affixed}

Signature of Notary

Yona C. Sharp



Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16th day of February, 1998, by J. Christian Leavitt, Vice President of Regency Centers, Inc. Such person did take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced _____ as identification.

{Notary Seal must be affixed}

Signature of Notary

Yona C. Sharp



Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

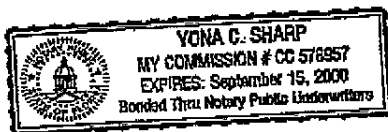
Fax Audit No. H98000003545

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16th day of February, 1998, by J. Christian Leavitt, Vice President of RRC FL One, Inc. Such person did take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced _____ as identification.

{Notary Seal must be affixed}



Signature of Notary

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

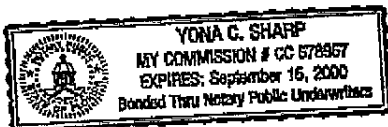
My Commission Expires (if not legible on seal): _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16th day of February, 1998, by J. Christian Leavitt, Vice President of Regency Centers of Delaware, Inc. Such person did take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced _____ as identification.

{Notary Seal must be affixed}



Signature of Notary

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

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PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the merger of **RRC JV ONE, INC.**, a Florida corporation, **REGENCY CENTERS, INC.**, a Florida corporation, and **RRC FL ONE, INC.**, a Florida corporation (collectively the "Merging Corporations"), with and into **REGENCY CENTERS OF DELAWARE, INC.**, a Delaware corporation (the "Surviving Corporation").

RECITALS

RRC JV One, Inc. and Regency Centers, Inc. are wholly owned subsidiaries of Regency Realty Corporation, a Florida corporation ("Parent Corporation"), and RRC FL One, Inc. and Regency Centers of Delaware, Inc. are wholly owned subsidiaries of Regency Centers, Inc. The Board of Directors of Parent Corporation have determined that it is advisable and generally to the advantage and welfare of Parent Corporation and its shareholders that the Merging Corporations be merged into the Surviving Corporation on the terms set forth herein. The Board of Directors of each of the Merging Corporations and of the Surviving Corporation, by resolutions duly adopted, have approved and adopted this Plan.

NOW THEREFORE, the Merging Corporations and the Surviving Corporation, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of Florida and Delaware, hereby agree as follows:

1. **Merger.** The Merging Corporations shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporations shall cease and the Surviving Corporation shall be the surviving corporation.
2. **Effective Date.** The Merger shall become effective at the close of business on the date on which Articles of Merger are filed with the Florida Department of State and the Delaware Secretary of State (the "Effective Date").
3. **Cancellation of Merging Corporation Stock.** Each share of common stock of the Merging Corporations which is issued and outstanding on the Effective Date shall be deemed retired and cancelled by virtue of the Merger, automatically, without any action on the part of the Merging Corporations or otherwise.
4. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Corporations shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporations, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporations, and neither the rights of creditors nor any liens on the property of the

Fax Audit No. H98000003545

Merging Corporations shall be impaired by the Merger. If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporations acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporations, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporations, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporations acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

5. Abandonment. This Plan may be abandoned at any time prior to the Effective Date by either of the Merging Corporations or the Surviving Corporation, without further shareholder action and, if Articles of Merger have been filed with the Department of State of Florida, the Department of State of Alabama, and the Department of State of Georgia, by filing a Notice of Abandonment with each such Department.