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P93000079117

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To:

Division of Corporations
Fax Number : (850) 922-4000

Attn: Darlene

From:

Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904) 359-2000
Fax Number : (904) 359-8700

40521/163/0597

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MERGER OR SHARE EXCHANGE

RRC ACQUISITIONS, INC.

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

RRC ACQUISITIONS TWO, INC., a Florida corporation, P97000097743

RRC FL SEVEN, INC., a Florida corporation, P95000092964

INTO

RRC ACQUISITIONS, INC., a Florida corporation, P93000079117

File date: December 30, 1998

Corporate Specialist: Darlene Connell

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MERGER OR SHARE EXCHANGE

RRC ACQUISITIONS, INC.

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Fax Number : (850) 922-4000

From: Account Name : FOLEY & LARDNER
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MERGER OR SHARE EXCHANGE

RRC ACQUISITIONS, INC.

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12/29/98, TUE 15:30 TEL 904 359 8700

FOLEY & LARDNER

002

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1998

RRC ACQUISITIONS, INC.
200 LAURA STREET
JACKSONVILLE, FL 32202

SUBJECT: RRC ACQUISITIONS, INC.
REF: P93000079117

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000024245
Letter Number: 098A00061038

Please see attached. We understand the file date will be December 30, 1998, the original date of submission.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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68 DEC 30 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
RRC FL SEVEN, INC. AND RRC ACQUISITIONS TWO, INC.
WITH AND INTO
RRC ACQUISITIONS, INC.

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations enter into these Articles of Merger by which RRC FL Seven, Inc., a Florida corporation and RRC Acquisitions Two, Inc., a Florida corporation, shall be merged with and into RRC Acquisitions, Inc., a Florida corporation, and RRC Acquisitions, Inc. shall be the surviving corporation, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 607.1104 of the Act. The undersigned corporations hereby certify as follows:

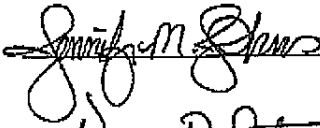
FIRST, a copy of the Plan is attached hereto and made a part hereof.


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.

THIRD, pursuant to Section 607.1104 of the Act, the Plan was adopted the Board of Directors of Regency Realty Corporation, the sole shareholder of each of the constituent corporations, on December 15, 1998.


IN WITNESS WHEREOF, these Articles of Merger have been executed by RRC FL Seven, Inc. and RRC Acquisitions Two, Inc., as the merging corporations, and by RRC Acquisitions, Inc., as the surviving corporation, this 23rd day of December, 1998.

WITNESSES





RRC FL SEVEN, INC., a Florida corporation

By: 

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

Prepared by: Linda Y. Kelso (FL Bar No. 298662)
Foley & Lardner
P.O. Box 240
Jacksonville, FL 32202
Telephone No. (904)359-2000
Fax Audit No. H98000024245

-1-

RRC ACQUISITIONS TWO, INC., a Florida corporation

By:

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

RRC ACQUISITIONS, INC., a Florida corporation

By:

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

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 23rd day of December, 1998, by J. Christian Leavitt, Vice President of RRC FL Seven, 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.

Signature of Notary

Jennifer M. Johns

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal):

My Commission Expires (if not legible on seal):

{Notary Seal must be affixed}

JENNIFER M. JOHNS
Notary Public, State of Florida
My Comm. expires Aug. 24, 2002
Comm. No. GG 770017

Prepared by: Linda Y. Kelso (FL Bar No. 298662)

Poley & Lardner

P.O. Box 240

Jacksonville, FL 32202

Telephone No. (904)359-2000

Fax Audit No. H98000024245

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 23rd day of December, 1998, by J. Christian Leavitt, Vice President of RRC Acquisitions Two, 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.

Jennifer M. Johns
Signature of Notary

Jennifer M. Johns

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

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

{Notary Seal must be affixed}

JENNIFER M. JOHNS
Notary Public, State of Florida
My Comm. expires Aug. 24, 2002
Comm. No. CC 770017

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 23rd day of December, 1998, by J. Christian Leavitt, Vice President of RRC Acquisitions, 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.

Jennifer M. Johns
Signature of Notary

Jennifer M. Johns

Name of Notary (Typed, Printed or Stamped)

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{Notary Seal must be affixed}

JENNIFER M. JOHNS
Notary Public, State of Florida
My Comm. expires Aug. 24, 2002
Comm. No. CC 770017

PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the merger of **RRC FL SEVEN, INC.**, a Florida corporation, and **RRC ACQUISITIONS TWO, INC.**, a Florida corporation, with and into **RRC ACQUISITIONS INC.**, a Florida corporation as follows:

1. **Merger of Subsidiaries.** RRC FL Seven, Inc. and RRC Acquisitions Two, Inc. (the "Merging Corporations") and RRC Acquisitions, Inc. (the "Surviving Corporation") are all wholly owned subsidiaries of Regency Realty Corporation (the "Parent"). 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 (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 canceled 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 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. **Waiver of Notice.** The Parent, being the sole shareholder of both of the Merging Corporations and the Surviving Corporation, by execution of the Articles of Merger waives the notice requirements of Section 607.1104 of the Florida Business Corporation Act.
6. **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 by filing a Notice of Abandonment with such Department.