

P98000106010

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*Merged*

2015 MAR 31 PM 1:52

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FILED

2015 MAR 31 PM 1:55

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*4/1/15*

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 570751 7859950

AUTHORIZATION

COST LIMIT : \$ 87.50

ORDER DATE : March 31, 2015

ORDER TIME : 12:09 PM

ORDER NO. : 570751-005

CUSTOMER NO: 7859950

ARTICLES OF MERGER

WALDEN WOODS VILLAGE, LTD.

INTO

EQUITY ONE (WALDEN WOODS) 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  
WALDEN WOODS VILLAGE, LTD.  
WITH AND INTO  
EQUITY ONE (WALDEN WOODS) INC.

FILED

2016 MAR 31 PM 1:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Pursuant to the provisions of the Florida Business Corporation Act, Walden Woods Village, Ltd., a Florida limited partnership (Document Number A99000000106) (the "Constituent Company") and Equity One (Walden Woods) Inc., a Florida corporation (Document Number P98000106010) (the "Survivor"), adopt the following Articles of Merger for the purpose of merging the Constituent Corporation 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 the Constituent Company and the Survivor by unanimous written consent each dated as March 31, 2015.

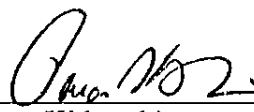
**IN WITNESS WHEREOF,** these Articles of Merger have been executed on behalf of the parties hereto as of the 31<sup>st</sup> day of March, 2015.

**EQUITY ONE (WALDEN WOODS) INC.**

By:   
Aaron Kitlowski  
Vice President and Secretary

**WALDEN WOODS VILLAGE, LTD.**

By: Equity One (Walden Woods) Inc., as general partner

By:   
Aaron Kitlowski  
Vice President and Secretary

## Exhibit A

## **AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated as of March 31, 2015 between Walden Woods Village, Ltd., a Florida limited partnership ("Walden") and Equity One (Walden Woods) Inc., a Florida corporation ("EOW" or the "Surviving Corporation").

Walden and EOW desire to effect the statutory merger of Walden with and into EOW, with EOW to survive such merger.

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

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

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

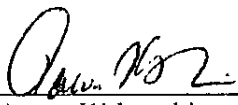
5. **Bylaws.** The Bylaws of EOW as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of the EOW 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.


IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the 3<sup>rd</sup> day of March, 2015.

**EQUITY ONE (WALDEN WOODS) INC.**

By:   
Aaron Kitlowski  
Vice President and Secretary

**WALDEN WOODS VILLAGE, LTD.**

By: Equity One (Walden Woods) Inc, as general partner

By:   
Aaron Kitlowski  
Vice President and Secretary