

P99000048455



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*Merger*

C. Coufflette AUG 22 2007



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 065726 7375564  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 70.00

ORDER DATE : August 22, 2007  
ORDER TIME : 11:20 AM  
ORDER NO. : 065726-005  
CUSTOMER NO: 7375564

ARTICLES OF MERGER

UNITED INVESTORS PEMBROKE, INC

INTO

EQUITY ONE (FLORIDA PORTFOLIO)  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Carina L. Dunlap

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

**ARTICLES OF MERGER  
OF  
UNITED INVESTORS PEMBROKE, INC.  
WITH AND INTO  
EQUITY ONE (FLORIDA PORTFOLIO) INC.**

Pursuant to the provisions of the Florida Business Corporation Act, United Investors Pembroke, Inc. a Florida corporation (Document Number P97000099836) ("Pembroke") and Equity One (Florida Portfolio) Inc., a Florida corporation (Document Number P99000048455) (the "Survivor"), adopt the following Articles of Merger for the purpose of merging Pembroke 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 Pembroke and the Survivor by unanimous written consent each dated as of August 21, 2007.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed on behalf of the parties hereto as of the 21 day of August, 2007.

**EQUITY ONE (FLORIDA PORTFOLIO) INC.  
UNITED INVESTORS PEMBROKE, INC.**

By: \_\_\_\_\_

Arthur L. Gallagher,  
Vice President and Secretary

07 AUG 22 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**Exhibit A**

## AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER**, dated as of August 21, 2007, between United Investors Pembroke, Inc., a Florida corporation ("Pembroke") and Equity One (Florida Portfolio) Inc., a Florida corporation ("EOFP" or the "Surviving Corporation").

Pembroke and EOFP desire to effect the statutory merger of Pembroke with and into EOFP, with EOFP to survive such merger.

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

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

3. **Conversion of Shares.** Upon the Effective Date, the Common Stock of Pembroke presently issued and outstanding shall be retired. Upon the Effective Date, each share of capital stock of EOFP 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 EOFP 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 EOFP 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 EOFP 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 Pembroke and EOFP, 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 21 day of August, 2007.

**EQUITY ONE (FLORIDA PORTFOLIO) INC.  
UNITED INVESTORS PEMBROKE, INC.**

By: \_\_\_\_\_



Arthur L. Gallagher,  
Vice President and Secretary