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MERGER OR SHARE EXCHANGE  
EQUITY ONE (FLORIDA PORTFOLIO) INC.

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MAR 30 2010

EXAMINER

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ARTICLES OF MERGER  
OF  
SHOPPES AT JONATHAN'S LANDING, INC.  
EQUITY ONE (ANDROS) INC.  
AND  
EQUITY (PARK PROMENADE) INC.  
WITH AND INTO  
EQUITY ONE (FLORIDA PORTFOLIO) INC.

Pursuant to the provisions of the Florida Statutes, Shoppes at Jonathan's Landing, Inc., a Florida corporation (Document Number P98000014174), Equity One (Andros) Inc., a Florida corporation (Document Number P06000150372) and Equity (Park Promenade) Inc., a Texas corporation (collectively, the "Constituent Companies") 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 the Constituent Companies with and into the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Schedule I.

**SECOND:** The Plan of Merger was adopted by the shareholders of each of the Constituent Companies and the Survivor by unanimous written consent, each dated March 20, 2010.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed on behalf of the parties hereto this 20 day of March, 2010.

SHOPPES AT JONATHAN'S LANDING, INC.  
EQUITY ONE (ANDROS) INC.  
EQUITY (PARK PROMENADE) INC.  
EQUITY ONE (FLORIDA PORTFOLIO) INC.

By: \_\_\_\_\_  
Arthur L. Gallagher, Vice President & Secretary

Schedule I

**AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated as of March 26, 2010, between Shoppes at Jonathan's Landing, Inc., a Florida corporation, Equity One (Andros) Inc., a Florida corporation and Equity (Park Promenade) Inc., a Texas corporation (collectively, the "Constituent Companies") and Equity One (Florida Portfolio) Inc., a Florida corporation ("Equity One" or the "Surviving Corporation").

The Constituent Companies and Equity One desire to effect the statutory merger of the Constituent Companies with and into Equity One, with Equity One to survive such merger.

1. **Constituent Companies.** The Constituent Companies and Equity One shall be parties to the merger (the "Merger") of the Constituent Companies with and into Equity One.

2. **Terms and Conditions of Merger.** The Constituent Companies shall, pursuant to the provisions of the laws of the States of Florida and Texas, be merged with and into Equity One, 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 Companies shall cease. On the Effective Date, Equity One shall assume the obligations of the Constituent Companies.

3. **Conversion of Shares.** Upon the Effective Date, the Common Stock of the Constituent Companies presently issued and outstanding shall be retired. Upon the Effective Date, each share of capital stock of Equity One 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 Equity One 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 Equity One 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 Equity One 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 of each of the Constituent Companies and Equity One, 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 26 day of March, 2010.

SHOPPES AT JONATHAN'S LANDING, INC.  
EQUITY ONE (ANDROS) INC.  
EQUITY (PARK PROMENADE) INC.  
EQUITY ONE (FLORIDA PORTFOLIO) INC.

By: \_\_\_\_\_  
Arthur L. Gallagher, Vice President & Secretary