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

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ARTICLES OF MERGER
OF
THE BLUFFS SHOPPING CENTER CORPORATION
BOYNTON PLAZA SHOPPING CENTER, INC.
TURKEY LAKE SHOPPING CENTER, INC.
WEST HILLS SHOPPING CENTER, INC.
WITH AND INTO
EQUITY ONE (FLORIDA PORTFOLIO) INC.

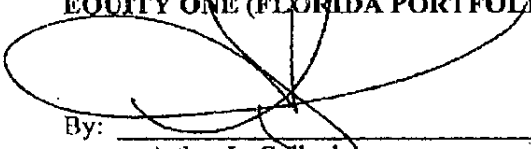
Pursuant to the provisions of the Florida Business Corporation Act, The Bluffs Shopping Center Corporation, a Florida corporation (Document Number L44815), Boynton Plaza Shopping Center, Inc., a Florida corporation (Document Number L40156), Turkey Lake Shopping Center, Inc., a Florida corporation (Document Number K35695), West Hills Shopping Center, Inc., a Florida corporation (Document Number L01058) (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 Exhibit A.

SECOND: The Plan of Merger was adopted by the Board of Directors and the shareholders of each of the Constituent Companies and the Survivor by unanimous written consent each dated as of April 9, 2010.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 9th day of April, 2010.

THE BLUFFS SHOPPING CENTER CORPORATION
BOYNTON PLAZA SHOPPING CENTER, INC.
TURKEY LAKE SHOPPING CENTER, INC.
WEST HILLS SHOPPING CENTER, INC.
EQUITY ONE (FLORIDA PORTFOLIO) INC.



By: _____
 Arthur L. Gallagher,
 Vice President and Secretary

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Exhibit A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of April 9, 2010, between The Bluffs Shopping Center Corporation, a Florida corporation, Boynton Plaza Shopping Center, Inc., a Florida corporation, Turkey Lake Shopping Center, Inc., a Florida corporation, West Hills Shopping Center, Inc., a Florida corporation (collectively, the "Constituent Companies") and Equity One (Florida Portfolio) Inc., a Florida corporation ("EOFP" or the "Surviving Corporation").

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

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

2. **Terms and Conditions of Merger.** The Constituent Companies 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 the Constituent Companies shall cease. On the Effective Date, EOFP 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 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 the Constituent Companies and EOPF, 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 9th day of April, 2008.

**THE BLUFFS SHOPPING CENTER CORPORATION
BOYNTON PLAZA SHOPPING CENTER, INC.
TURKEY LAKE SHOPPING CENTER, INC.
WEST HILLS SHOPPING CENTER, INC.
EQUITY ONE (FLORIDA PORTFOLIO) INC.**

By: 

Arthur L. Gallagher,
Vice President and Secretary