

99000048455

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L. SELLERS
AUG 27 2010
EXAMINER

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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

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August 26, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EQUITY ONE (FLORIDA PORTFOLIO) INC.
1600 NE MIAMI GARDENS DR.
NORTH MIAMI BEACH, FL 33179US

SUBJECT: EQUITY ONE (FLORIDA PORTFOLIO) INC.
REF: P99000048455

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 articles of merger state that the plan of merger is attached as Exhibit A. Exhibit A was blank. Please refile the entire document.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

FAX Aud. #: H10000188529
Letter Number: 910A00020260

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER
OF
EQUITY ONE (NORTH PORT) INC.
THE SHOPPES OF NORTH PORT, LTD.
WITH AND INTO
EQUITY ONE (FLORIDA PORTFOLIO) INC.**

Pursuant to the provisions of the Florida Business Corporation Act, Equity One (North Port) Inc., a Florida corporation (Document Number P00000106252), The Shoppes of North Port, Ltd., a Florida limited partnership (Document Number A00000001759) (collectively, "North Ports") 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 North Ports with and into the Survivor.

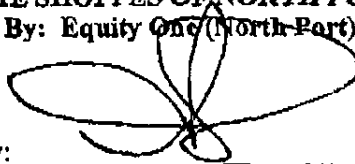
FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was authorized by all action required by the laws under which it was organized and by its constituent documents on July 29, 2010.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 29th day of July, 2010.

**EQUITY ONE (FLORIDA PORTFOLIO) INC.
EQUITY ONE (NORTH PORT) INC.
THE SHOPPES OF NORTH PORT, LTD.**

By: Equity One (North Port) Inc., General Partner



By: _____

Arthur L. Gallagher,
Vice President and Secretary

FILED
10 AUG 25 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of July 29, 2010, between Equity One (North Port) Inc., a Florida corporation, The Shoppes of North Port, Ltd., a Florida limited partnership (collectively, "North Ports") and Equity One (Florida Portfolio) Inc., a Florida corporation ("EOFP" or the "Surviving Corporation").

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

1. **Constituent Company.** North Ports and EOFP shall be parties to the merger (the "Merger") of North Ports with and into EOFP.
2. **Terms and Conditions of Merger.** North Ports 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 North Ports shall cease. On the Effective Date, EOFP shall assume the obligations of North Ports.
3. **Conversion of Shares.** Upon the Effective Date, the Common Stock and Partnership Unites of North Ports, as applicable, 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, the Shareholders and the Partners of each of North Ports 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 29th day of July, 2010.

**EQUITY ONE (FLORIDA PORTFOLIO) INC.
EQUITY ONE (NORTH PORT) INC.
THE SHOPPES OF NORTH PORT, LTD.**

By: Equity One (North Port) Inc., General Partner

By:



Arthur L. Gallagher,
Vice President and Secretary