

P99000048455

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000070458 3)))



H110000704583ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

2011 MAR 17 AM 8:45
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED

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

Email Address: _____

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

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$85.00

RECEIVED
 11 MAR 17 AM 8:24
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

C. LEWIS
 MAR 18 2011
 EXAMINER

2011 MAR 17 AM 8:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger
For
Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Equity One (Florida Portfolio)	Inc. - Florida	corporation
IRT Maoland Pointe, LLC	Delaware	limited liability company
IRT Coral Springs, LLC	Delaware	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Equity One (Florida Portfolio)	Inc. - Florida	corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

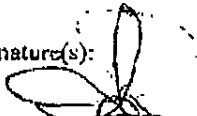


a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

2011 MAR 17 AM 8:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
IRT Macland Pointe, LLC		Arthur L. Gallagher
IRT Coral Springs, LLC		Arthur L. Gallagher
Equity One (Florida Portfolio) Inc.		Arthur L. Gallagher

- Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
- General Partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

FILED
2011 MAR 17 AM 8:47SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of March 16, 2011, between IRT Macland Pointe, LLC and Delaware limited liability company and IRT Coral Springs, LLC, a Delaware limited liability company (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 Companies.** 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 Delaware, 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 and Membership Interests.** Upon the Effective Date, the Membership Interests 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.

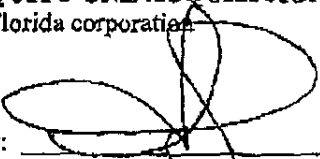
6. **Directors and Officers.** The directors and officers of the EOFP in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of who shall hold their directorships and offices until the election and qualification of their respective successors 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 Managers of each of the Constituent Companies 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 16th day of March, 2011.

EQUITY ONE ACQUISITION CORP.,
a Florida corporation

By: 

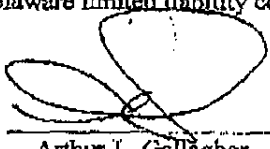
Arthur L. Gallagher,
Vice President and Secretary

IRT MACLAND POINTE, LLC,
a Delaware limited liability company

By: 

Arthur L. Gallagher,
Vice President and Secretary

IRT CORAL SPRINGS, LLC,
a Delaware limited liability company

By: 

Arthur L. Gallagher,
Vice President and Secretary

2011 MAR 17 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED