

P99000048455

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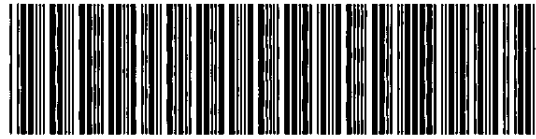
(Business Entity Name)

(Document Number)

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*Merger*

NOV 20 2012

T. BROWN



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 427479 7375564  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 105.00

ORDER DATE : November 19, 2012  
ORDER TIME : 12:43 PM  
ORDER NO. : 427479-005  
CUSTOMER NO: 7375564

ARTICLES OF MERGER

EQUITY ONE (PABLO PLAZA) INC.;  
EQUITY ONE (WESTBIRD) INC.

INTO

EQUITY ONE (FLORIDA PORTFOLIO)  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF MERGER  
OF  
EQUITY ONE (PABLO PLAZA) INC.  
AND  
EQUITY ONE (WESTBIRD) INC.  
WITH AND INTO  
EQUITY ONE (FLORIDA PORTFOLIO) INC.**

Pursuant to the provisions of the Florida Business Corporation Act, Equity One (Pablo Plaza) Inc., a Florida corporation (Document Number P10000058347) and Equity One (Westbird) Inc., a Florida corporation (Document Number P10000058343) (collectively, the "Constituent Corporations") 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 Corporations with and into the Survivor.

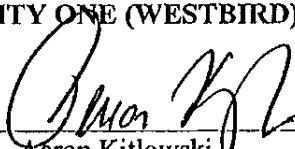
**FIRST:** The Plan of Merger is attached hereto as Exhibit A.

**SECOND:** The Plan of Merger was adopted by the Board of Directors and the shareholders of each the Constituent Corporations and the Survivor by unanimous written consent each dated as of November 12, 2012.

**IN WITNESS WHEREOF**, these Articles of Merger have been executed on behalf of the parties hereto as of the 12<sup>th</sup> day of November, 2012.

**EQUITY ONE (FLORIDA PORTFOLIO) INC.  
EQUITY ONE (PABLO PLAZA) INC.  
EQUITY ONE (WESTBIRD) INC.**

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

  
Aaron Kitlowski  
Vice President and Secretary

**Exhibit A**

## AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER**, dated as of November 12, 2012, between Equity One (Pablo Plaza) Inc., a Florida corporation and Equity One (Westbird) Inc., a Florida corporation (collectively, the "Constituent Corporations") and Equity One (Florida Portfolio) Inc., a Florida corporation ("EOFP" or the "Surviving Corporation").

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

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

2. **Terms and Conditions of Merger.** The Constituent Corporations 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 Corporations shall cease. On the Effective Date, EOFP shall assume the obligations of the Constituent Corporations.

3. **Conversion of Shares.** Upon the Effective Date, the Common Stock of the Constituent Corporations 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 Corporations 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 12<sup>th</sup> day of November, 2012.

EQUITY ONE (FLORIDA PORTFOLIO) INC.  
EQUITY ONE (PABLO PLAZA) INC.  
EQUITY ONE (WESTBIRD) INC.

By: 

Aaron Kitlowski

Vice President and Secretary