

P99000048455

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

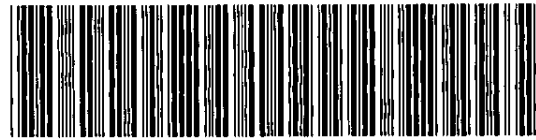
(Business Entity Name)

(Document Number)

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RECEIVED  
DEPARTMENT OF STATE  
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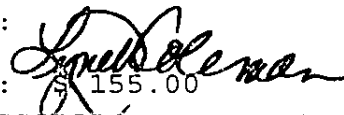
CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 664588 7859950

AUTHORIZATION :

COST LIMIT : \$ 155.00



ORDER DATE : June 10, 2015

ORDER TIME : 8:54 AM

ORDER NO. : 664588-010

CUSTOMER NO: 7859950

ARTICLES OF MERGER

GRI-EQY (SUNSET 97) LLC  
GRI-EQY (SUNSET 100) LLC

INTO

EQUITY ONE (FLORIDA PORTFOLIO)  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

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

**ARTICLES OF MERGER  
OF  
EQY CAPITAL PARTNER (GRI) INC.  
EQY REALTY & MANAGEMENT (GRI) INC.,  
GRI-EQY (SUNSET 97) LLC  
AND  
GRI-EQY (SUNSET 100) LLC  
WITH AND INTO  
EQUITY ONE (FLORIDA PORTFOLIO) INC.**

SECRETARY OF STATE  
DIVISION OF CORPORATE REGISTRATION

15 JUN 11 AM 9:26

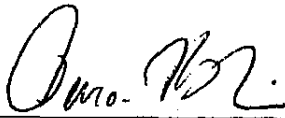
Pursuant to the provisions of the Florida Business Corporation Act, EQY Capital Partner (GRI) Inc., a Florida corporation (Document Number P08000027059), EQY Realty & Management (GRI) Inc., a Florida corporation (Document Number P08000009043), GRI-EQY (Sunset 97) LLC, a Delaware limited liability company (Document Number M08000001762) and GRI-EQY (Sunset 100) LLC, a Delaware limited liability company (Document Number M08000001766) (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, the shareholders, the managers and the members of each the Constituent Company and the Survivor by unanimous written consent each dated as of June 10, 2015.

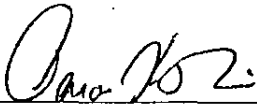
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 10<sup>th</sup> day of June, 2015.

**EQUITY ONE (FLORIDA PORTFOLIO) INC.  
EQY CAPITAL PARTNER (GRI) INC.  
EQY REALTY & MANAGEMENT (GRI) INC.**

By:   
Aaron Kitlowski  
Vice President and Secretary

**GRI-EQY (SUNSET 97) LLC  
GRI-EQY (SUNSET 100) LLC**

By: EQY Portfolio Investor (GRI) Inc., as managing member

By:   
Aaron Kitlowski  
Vice President and Secretary

15 JUN 11 AM 9:26  
EQUITY ONE (FLORIDA PORTFOLIO) INC.  
EQY CAPITAL PARTNER (GRI) INC.  
EQY REALTY & MANAGEMENT (GRI) INC.

**Exhibit A**

## AGREEMENT AND PLAN OF MERGER

STATE OF FLORIDA  
DIVISION OF CORPORATIONS

15 JUN 11 AM 9:26

**AGREEMENT AND PLAN OF MERGER**, dated as of June 10, 2015, between EQY Capital Partner (GRI) Inc., a Florida corporation, EQY Realty & Management (GRI) Inc., a Florida corporation, GRI-EQY (Sunset 97) LLC, a Delaware limited liability company and GRI-EQY (Sunset 100) 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 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 and Membership Interests**. Upon the Effective Date, the Membership Interests and 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.

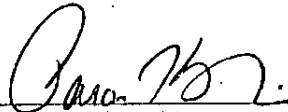
6. **Directors and Officers**. The directors and officers of the EOFP in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of who shall hold their directorships and offices until the election and qualification of their respective successors 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 EOFF, as applicable, are authorized to amend this Plan of Merger at any time prior to the Effective Date.

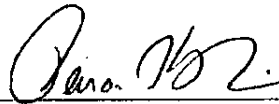
IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the 10<sup>th</sup> day of June, 2015.

**EQUITY ONE (FLORIDA PORTFOLIO) INC.  
EQY CAPITAL PARTNER (GRI) INC.  
EQY REALTY & MANAGEMENT (GRI) INC.**

By:   
Aaron Kitlowski  
Vice President and Secretary

**GRI-EQY (SUNSET 97) LLC  
GRI-EQY (SUNSET 100) LLC**

By: EQY Portfolio Investor (GRI) Inc. as managing member

By:   
Aaron Kitlowski  
Vice President and Secretary

15 JUN 11 AM 9:26  
STATE OF FLORIDA  
DIVISION OF REVENUE