

79900002714

(Requestor's Name)

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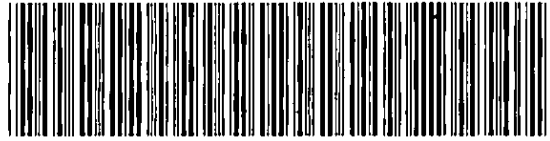
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18 SEP 28 AM 11:25

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18 SEP 28 AM 9:12  
TALLAHASSEE, FLORIDA

OCT 02 2018  
S. YOUNG



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 1, 2018

CT CORP  
3458 LAKESHORE DRIVE  
TALLAHASSEE, FL 32312

SUBJECT: IRT CAPITAL CORPORATION II  
Ref. Number: F99000002714

10.1.18

*Corrected: Please allow  
for original file date.  
Thank you!*

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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) 245-6050.

Shelia H Young  
Regulatory Specialist II

Letter Number: 418A00020340

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA 32312

*IT*

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 9/28/2018

Acc#120160000072

*Eric D.W.*

Name:	Equity One (Sunlake) Inc.
Document #:	
Order #:	11174314 line 5

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
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Examiner _____
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Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ ~~60.00~~

*70<sup>00</sup>*

Thank you!

ARTICLES OF MERGER  
OF  
EQUITY ONE (SUNLAKE) INC.,  
a Florida corporation  
WITH AND INTO  
IRT CAPITAL CORPORATION II,  
a Georgia corporation

FILED  
18 SEP 28 AM 9:13  
TALLAHASSEE, FLORIDA

The following articles of merger (the "Articles of Merger") are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

1. The name and jurisdiction of formation of each of the constituent entities to the merger is as follows:

- (i) Equity One (Sunlake) Inc., a Florida corporation (the "Merging Corporation")
- (ii) IRT Capital Corporation II, a Georgia corporation (the "Surviving Corporation").

2. The Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation.

3. An Agreement and Plan of Merger, which is attached hereto as Exhibit A, has been approved, adopted, certified, executed and acknowledged by the board of directors of each of the Merging Corporation and the Surviving Corporation on September 24, 2018.

4. Pursuant to Sections 607.1103(7) and 607.1104 of the Florida Statutes, approval by the shareholders of the Merging Corporation and the Surviving Corporation is not required.

5. The Surviving Corporation shall be the surviving entity in the merger.

6. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation following the merger with no amendments or other changes thereto as a result of the merger.

7. The effective time of the merger shall be the date and time of filing of these Articles of Merger.

2018. IN WITNESS WHEREOF, the undersigned has set their hands as of this 24<sup>th</sup> day of September

**Surviving Corporation**

IRT Capital Corporation II, a Georgia corporation

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

Name: Kathy D. Miller

Title: Senior Vice President

**Merging Corporation**

Equity One (Sunlake) Inc., a Florida corporation

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

Name: Kathy D. Miller

Title: Senior Vice President

Exhibit A

Plan of Merger

[Attached]

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of September 24, 2018, by and between Equity One (Sunlake) Inc., a Florida corporation ("Sunlake") and IRT Capital Corporation II, a Georgia corporation ("IRT II").

WHEREAS, Sunlake is a wholly-owned subsidiary of IRT II; and

WHEREAS, the respective boards of directors of Sunlake and IRT II have each adopted resolutions approving this Agreement and the transactions contemplated by this Agreement; and

WHEREAS, pursuant to the transactions contemplated by this Agreement and on the terms and subject to the conditions set forth herein, Sunlake, in accordance with Section 607.1104 of the Florida Business Corporation Act (the "Florida Act") and Section 14-2-1104 of the Georgia Business Corporation Code (the "Georgia Act" and, together with the Florida Act, collectively the "Act"), will merge (the "Merger") with and into IRT II, with IRT II surviving as the surviving corporation (the "Surviving Corporation"); and

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the applicable sections of the Act, Sunlake shall be merged with and into IRT II at the Effective Time (as hereinafter defined). Following the Effective Time, the separate existence of Sunlake shall cease, and IRT II shall continue as the Surviving Corporation. The effects and consequences of the Merger shall be as set forth in this Agreement and the Act.

2. Effective Time.

(a) Subject to the provisions of this Agreement, on the date hereof, the parties shall duly prepare, execute and file articles of merger with respect to the Merger (collectively, the "Articles of Merger") with the Secretary of State of the State of Florida and with the Secretary of State of the State of Georgia, complying with the Florida Act and the Georgia Act, as applicable. The Merger shall become effective as stated in the Articles of Merger (the "Effective Time").

waiver by any party of any of the provisions hereof shall be effective unless explicitly set forth in writing and signed by the party so waiving. Except as otherwise set forth in this Agreement, no failure to exercise, or delay in exercising, any rights, remedy, power or privilege arising from this Agreement shall operate or be construed as a waiver thereof; nor shall any single or partial exercise of any right, remedy, power or privilege hereunder preclude any other or further exercise thereof or the exercise of any other right, remedy, power or privilege.

10. Severability. If any term or provision of this Agreement is invalid, illegal or unenforceable in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction. Upon such determination that any term or other provision is invalid, illegal or unenforceable, the parties hereto shall negotiate in good faith to modify this Agreement so as to effect the original intent of the parties as closely as possible in a mutually acceptable manner in order that the transactions contemplated hereby be consummated as originally contemplated to the greatest extent possible.

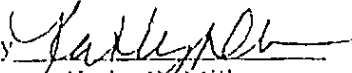
11. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

[SIGNATURE PAGE FOLLOWS]




IN WITNESS WHEREOF, the parties hereto have executed this Agreement  
as of the date first above written.

**EQUITY ONE (SUNLAKE) INC.**

By   
Name: Kathy D. Miller  
Title: Senior Vice President

**IRT CAPITAL CORPORATION II**

By   
Name: Kathy D. Miller  
Title: Senior Vice President