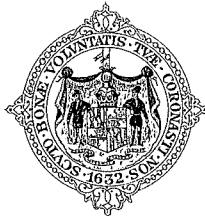


State of Maryland
**Department of
Assessments and Taxation**

Charter Division



Larry Hogan
Governor

Michael L. Higgs
Acting Director

Date: 03/01/2017

VENABLE LLP
SUITE 900
750 E PRATT ST
BALTIMORE MD 21202-3142

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : REGENCY CENTERS CORPORATION
DEPARTMENT ID : F05213400
TYPE OF REQUEST : ARTICLES OF MERGER
DATE FILED : 03-01-2017
TIME FILED : 11:52 AM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$70.00
COPY FEE : \$29.00
FILING NUMBER : 1000362010130310
CUSTOMER ID : 0003522270
WORK ORDER NUMBER : 0004738847

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
STATE OF FORMATION: FLORIDA
PRINCIPAL OFFICE: 121 W. FORSYTH STREET, STE 200
JACKSONVILLE FL 32202
RESIDENT AGENT: CSC-LAWYERS INCORPORATING SERVICE COMPANY
7 ST. PAUL STREET
SUITE 820
BALTIMORE MD 21202

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:
SURVIVOR:
(F05213400) REGENCY CENTERS CORPORATION.

MERGED ENTITIES:

(D03449774) EQUITY ONE, INC.

ARTICLES OF MERGER

OF

EQUITY ONE, INC.
(a Maryland corporation)

WITH AND INTO

REGENCY CENTERS CORPORATION
(a Florida corporation)

Equity One, Inc., a Maryland corporation (the "Merging Company"), and Regency Centers Corporation, a Florida corporation (the "Surviving Company"), do hereby certify to the State Department of Assessments and Taxation of Maryland (the "Department") as follows:

FIRST: The Surviving Company and the Merging Company agree to merge in the manner hereinafter set forth (the "Merger") and as contemplated by the Agreement and Plan of Merger, dated as of November 14, 2016 (the "Merger Agreement"), by and between the Surviving Company and the Merging Company.

SECOND: The Surviving Company is the entity to survive the Merger.

THIRD: The Merging Company is incorporated under the laws of the State of Maryland. The principal office of the Merging Company is located in the Baltimore City, State of Maryland. The Merging Company owns no interest in land in the State of Maryland.

FOURTH: The Surviving Company is incorporated under the general laws of the State of Florida on July 8, 1993. The Surviving Company qualified to do business in the State of Maryland on February 9, 1999. The Surviving Company has no principal office in the State of Maryland. The principal office of the Surviving Company in the place where it is organized is One Independent Drive, Suite 114, Jacksonville, Florida 32202. The name and address of the resident agent of the Surviving Company in the place where it is organized is F&L Corp., One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

FIFTH: The total number of shares of stock of all classes that the Surviving Company has authority to issue is 190,000,000, consisting of (a) 150,000,000 shares of voting common stock, \$0.01 par value per share (the "Surviving Company Voting Common Shares"), (b) 10,000,000 shares of special common stock, \$0.01 par value per share (the "Surviving Company Special Common Shares"), and (c) 30,000,000 shares of preferred stock, \$0.01 par value per share (the "Surviving Company Preferred Shares"), including (i) 10,000,000 Surviving Company Preferred Shares classified as 6.625% Series 6 Cumulative Redeemable Preferred Stock, \$0.01 par value per share (the "Surviving Company Series 6 Preferred Shares"), and (ii) 3,000,000 Surviving Company Preferred Shares classified as 6.0% Series 7 Cumulative Redeemable Preferred Stock, \$0.01 par value per share (the "Surviving Company Series 7

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STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 3/1/2017
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: Kimberly V Johnson, Custodian
This stamp replaces our previous certification system. Effective: 6/95

Preferred Shares”). The aggregate par value of all shares of stock of all classes of the Surviving Company having a par value is \$1,900,000.

SIXTH: The total number of shares of stock of all classes that the Merging Company has authority to issue is 260,000,000, consisting of (a) 250,000,000 shares of Common Stock, \$0.01 par value per share (the “Merging Company Common Shares”), and (b) 10,000,000 shares of Preferred Stock, \$0.01 par value per share (the “Merging Company Preferred Shares”). The aggregate par value of all shares of stock of all classes of the Merging Company having a par value is \$2,600,000.

SEVENTH: At the Effective Time, pursuant to the terms of the Merger Agreement, the Merging Company shall be merged with and into the Surviving Company with the Surviving Company surviving the Merger; and, thereupon, the Surviving Company shall possess any and all purposes and powers of the Merging Company; and all leases, licenses, property, rights, privileges and powers of whatever nature and description of the Merging Company shall be transferred to, vested in, and devolved upon the Surviving Company, without further act or deed, and all of the debts, liabilities, duties and obligations of the Merging Company will become the debts, liabilities, duties and obligations of the Surviving Company. Except as otherwise specifically provided in these Articles of Merger, consummation of the Merger at the Effective Time shall have the effects set forth in Section 3-114 of the Maryland General Corporation Law.

At the Effective Time, as more fully described in the Merger Agreement, by virtue of the Merger and without any action on the part of the Merging Company or the Surviving Company:

(a) Each Surviving Company Voting Common Share issued and outstanding immediately prior to the Effective Time shall remain outstanding as a Surviving Company Common Share;

(b) Each Surviving Company Series 6 Preferred Share issued and outstanding immediately prior to the Effective Time shall remain outstanding as a Surviving Company Series 6 Preferred Share;

(c) Each Surviving Company Series 7 Preferred Share issued and outstanding immediately prior to the Effective Time shall remain outstanding as a Surviving Company Series 7 Preferred Share;

(d) There are no Surviving Company Special Common Shares outstanding;

(e) Each outstanding Merging Company Common Share owned directly by the Surviving Company immediately prior to the Effective Time and not held on behalf of third parties shall automatically cease to be outstanding, be cancelled without payment of any consideration therefor and shall cease to exist (collectively, the “Cancelled Shares”);

(f) Each Merging Company Common Share issued and outstanding prior to the Effective Time (other than the Cancelled Shares) shall automatically be converted

into the right to receive 0.45 of a newly issued Surviving Company Voting Common Share; provided, however, that no fractional Surviving Company Voting Common Shares shall be issued by virtue of the Merger, but in lieu thereof all holders that would otherwise be entitled to a fraction of a Surviving Company Voting Common Share shall be entitled to receive cash, without interest, in the amount set forth in Section 2.2(e) of the Merger Agreement, and all such Merging Company Common Shares shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist; and

(g) There are no Merging Company Preferred Shares outstanding.

EIGHTH: The terms and conditions of the Merger described in these Articles of Merger were advised, authorized and approved by the Merging Company in the manner and by the vote required by the laws of the State of Maryland and the charter of the Merging Company, as follows:

(a) The Board of Directors of the Merging Company, at a meeting duly called and held, declared the Merger, on substantially the terms and conditions set forth in the Merger Agreement, advisable and in the best interests of the Merging Company and directed that the Merger be submitted for consideration by the stockholders of the Merging Company; and

(b) At a special meeting of stockholders of the Merging Company, the holders of Merging Company Common Shares approved the Merger by the affirmative vote of the holders of at least a majority of the outstanding Merging Company Common Shares entitled to vote on such matter.

NINTH: The terms and conditions of the Merger described in these Articles of Merger were advised, authorized and approved by the Surviving Company in the manner and by the vote required by the laws of the State of Florida and the Restated Articles of Incorporation (the "Surviving Company Charter") of the Surviving Company, as follows:

(a) The Board of Directors of the Surviving Company, at a meeting duly called and held, declared the Merger, on substantially the terms and conditions set forth in the Merger Agreement, advisable and in the best interests of the Surviving Company and directed that the Merger be submitted for consideration by the stockholders of the Surviving Company; and

(b) At a special meeting of common stockholders of the Surviving Company, the holders of Surviving Company Voting Common Shares approved the Merger by the affirmative vote of the holders of at least a majority of the outstanding Surviving Company Voting Common Shares entitled to vote on such matter.

TENTH: The Merger shall become effective upon the acceptance for record of these Articles of Merger by the Department (the "Effective Time").

ELEVENTH: At the Effective Time, the Surviving Company Charter as in effect immediately prior to the Effective Time shall be amended by the Articles of Amendment in the

form attached hereto as Exhibit A and as so amended, shall be the Surviving Company Charter until thereafter amended as provided therein or by applicable law.

TWELFTH: Each of the undersigned acknowledges these Articles of Merger to be the act and deed of the respective entity on behalf of which he or she has signed, and further, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that, to the best of his or her knowledge, information and belief, these matters and facts relating to the entity on whose behalf he or she has signed are true in all material respects and that this statement is made under the penalties of perjury.

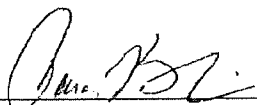
– Signature page follows –

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 1st day of March, 2017.

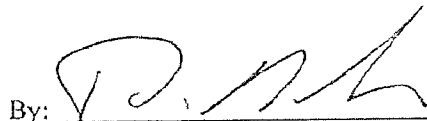
ATTEST:

MERGING COMPANY:

EQUITY ONE, INC.,
a Maryland corporation



Name: Aaron Kilowski
Title: Vice President, General Counsel and
Secretary



By: _____
Name: David Lukes
Title: Chief Executive Officer

ATTEST:

SURVIVING COMPANY:

REGENCY CENTERS CORPORATION, a
Florida corporation

Name:
Title:

By: _____
Name:
Title:

[Signature Page to Maryland Articles of Merger]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by
the parties hereto this 1st day of March, 2017.

ATTEST:

MERGING COMPANY:

EQUITY ONE, INC.,
a Maryland corporation

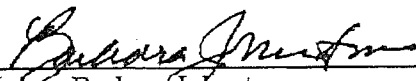
Name:
Title:

By: _____
Name:
Title:


ATTEST:

SURVIVING COMPANY:

REGENCY CENTERS CORPORATION, a
Florida corporation



Name: Barbara Johnston
Title: Senior Vice President, Secretary and
General Counsel

By: 

Name: J. Christian Leavitt
Title: Senior Vice President and Treasurer

[Signature Page to Maryland Articles of Merger]

Exhibit A

**ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
REGENCY CENTERS CORPORATION**

Pursuant to Section 607.1003 and Section 607.1006, Florida Business Corporation Act, the Board of Directors of Regency Centers Corporation, a Florida corporation (the "Corporation"), on November 14, 2016, approved the amendment of the Restated Articles of Incorporation to amend Article 4.1 of the Restated Articles of Incorporation and to recommend that the Corporation's holders of common stock approve the amendment of Article 4.1 of the Restated Articles of Incorporation.

The holders of the Corporation's common stock, the sole voting group entitled to vote on this amendment of the Restated Articles of Incorporation, at a properly noticed shareholders' meeting on February 24, 2017, approved the amendment of Article 4.1 of the Restated Articles of Incorporation. The number of votes cast for the amendment by the Corporation's holders of common stock was sufficient for approval.

Accordingly, Article 4.1 of the Restated Articles of Incorporation shall read in its entirety as follows:

"ARTICLE 4

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is two hundred and sixty million (260,000,000) shares (the "Capital Stock") divided into classes as follows:

(a) Thirty million (30,000,000) shares of preferred stock having a par value of \$0.01 per share (the "Preferred Stock"), and which may be issued in one or more classes or series as further described in Section 4.2; and

(b) Two hundred twenty million (220,000,000) shares of voting common stock having a par value of \$0.01 per share (the "Common Stock"); and

(c) Ten million (10,000,000) shares of common stock having a par value of \$0.01 per share (the "Special Common Stock") and which may be issued in one or more classes or series as further described in Section 4.4.

All such shares shall be issued fully paid and nonassessable.”