

281420

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies ☒

Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



400214248704

11/14/11--01046--011 **43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 NOV 14 AM 9:24

FILED

*Rsart
Thew's
11-16-11*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: M & S Shopping Centers, Inc. of Florida

DOCUMENT NUMBER: 281420

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

George Royster

Name of Contact Person

M & S Shopping Centers, Inc. of Florida

Firm/ Company

122 Cherokee Road, Suite 2

Address

Charlotte, NC 28207

City/ State and Zip Code

GRoyster@easternfederal.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nick Kendall

Name of Contact Person

at (704) 332-1181

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF**

M & S SHOPPING CENTERS, INC. OF FLORIDA

FILED
11 NOV 14 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA


Document Number of Corporation: 281420

Pursuant to the provisions of Section 607.1007, Florida Statutes, the undersigned hereby submits these Articles of Restatement for the purpose of restating its Articles of Incorporation, as heretofore amended and currently in effect.

1. The name of the corporation is M & S Shopping Centers, Inc. of Florida (the "Corporation").
2. The text of the Corporation's Restated Articles of Incorporation is set forth in the Restated Articles of Incorporation of M & S Shopping Centers, Inc. of Florida attached hereto.
3. The current sole shareholder shall exchange all of the currently issued and outstanding shares of the Corporation's common stock for 100 shares of the Class A Voting Common Stock and 9,900 shares of the Class B Nonvoting Common Stock authorized by the attached Restated Articles of Incorporation.
4. The Restated Articles of Incorporation contain amendments to the Articles of Incorporation, which amendments were adopted by the shareholders. The number of votes cast for the amendments and the adoption of the Restated Articles of Incorporation by the shareholders were sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Restatement to be executed in its name by the undersigned, thereunto duly authorized, on November 4, 2011.

M & S SHOPPING CENTERS, INC. OF FLORIDA

By: 
Carter D. Meiselman, President

**RESTATED ARTICLES OF INCORPORATION
OF
M & S SHOPPING CENTERS, INC. OF FLORIDA**

**ARTICLE I
NAME**

The name of the Corporation is M & S Shopping Centers, Inc. of Florida.

**ARTICLE II
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III
CAPITAL STOCK**

The total authorized capital of this Corporation is Ten Thousand (10,000) shares divided into (i) One Hundred (100) shares of One Dollar (\$1.00) par value Class A Voting Common Stock, and (ii) Ninety-Nine Hundred (9,900) shares of no par value Class B Nonvoting Common Stock. The dividend and liquidation preferences and other preferences, limitations and relative rights of the Class A Voting Common Stock and the Class B Nonvoting Common Stock shall be the same except as follows:

(a) The Class A Voting Common Stock shall be entitled to unlimited voting rights and the Class B Nonvoting Common Stock shall have no voting rights other than and to the extent that nonvoting stock is expressly granted voting rights under Florida law.

(b) The Class A Voting Common Stock and the Class B Nonvoting Common Stock shall share ratably any share dividends declared and paid by the Corporation; provided, that (a) any such share dividends with respect to the Class A Voting Common Stock may be paid either in shares of the Class A Voting Common Stock or in shares of the Class B Nonvoting Common Stock, as the Board of Directors may determine with respect to each share dividend it may authorize, and (b) any such share dividends with respect to the Class B Nonvoting Common Stock may be paid only in shares of the Class B Nonvoting Common Stock unless the holders of the Class A Voting Common Stock shall have approved, by the affirmative vote of the holders of a majority of the shares of the Class A Voting Common Stock outstanding, the issuance, as a share dividend with respect to the Class B Nonvoting Common Stock, of not more than a stated number of shares of the Class A Voting Common Stock within a period of no more than one year after such approval.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal street address and mailing address of the Corporation is:

122 Cherokee Road, Suite 2
Charlotte, North Carolina 28207

**ARTICLE V
REGISTERED AGENT**

The name and address of the current registered agent of the Corporation is:

Albert C. Penson
2810 Remington Green Circle
Tallahassee, Florida 32308

**ARTICLE VI
TERM OF EXISTENCE**

The Corporation is to exist in perpetuity.

**ARTICLE VII
AMENDMENT**

These Restated Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Restated Articles of Incorporation be made.

**ARTICLE VIII
NO PREEMPTIVE RIGHTS**

The Shareholders of the Corporation shall not have preemptive rights.