

373889

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

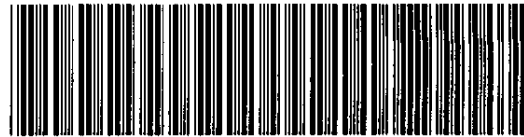
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600187631066

600187631066  
12/02/10--01030--004 \*\*70.00

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 DEC -2 AM 8:50

Amended  
Restarted  
⑩ 12/4/10

**THERREL BAISDEN, P.A.**

ATTORNEYS AT LAW

SUNTRUST INTERNATIONAL CENTER

ONE S.E. THIRD AVENUE SUITE 2950

MIAMI, FLORIDA 33131

TELEPHONE (305) 371-5758

FAX (305) 371-3178

WWW.THERRELBAISDEN.COM

NICHOLAS M. DANIELS  
JONATHAN FEUERMAN  
MARK M. HASNER  
PABLO J. RODRIGUEZ  
LISA DANIELS

WRITER'S EMAIL:  
MHASNER@THERRELBAISDEN.COM

CATCHINGS THERREL (1890 - 1971)  
FRED R. BAISDEN (1903 - 1971)  
LEO ROSE, JR. (1917 - 1998)  
FRED R. STANTON (1924-2009)

December 1, 2010

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Sorkin's Windsor Apartments, Inc. - Doc #373889**  
**R & S Management Company = Doc. #320649**  
**Our File No.: 210172**

Dear Sir/Madam:

Enclosed herein are two (2) Amended and Restated Articles of Incorporation for the above captioned corporations. We enclose a check to cover the following costs:

**SORKIN'S WINDSOR APARTMENTS, INC.**

**DOCUMENT NUMBER 373889**

Filing Fee for Amended Articles \$35.00

**R & S MANAGEMENT COMPANY**

**DOCUMENT NUMBER 320649**

Filing Fee for Amended Articles \$35.00

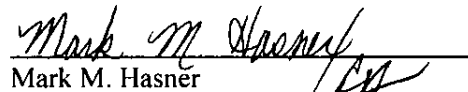
**Total for filing of two (2) Amended Articles \$70.00**

Please return, to the undersigned, your recording date acknowledging the filing of the two (2) enclosed Amended and Restated Articles of Incorporation. Thank you.

Very truly yours,

**THERREL BAISDEN, P.A.**

By:

  
Mark M. Hasner

MMH/rav  
Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SORKIN'S WINDSOR APARTMENTS, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 DEC -2 AM 8:50


Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **SORKIN'S WINDSOR APARTMENTS, INC.**
2. This corporation shall have a perpetual existence, unless dissolved according to law and, commenced on the 10th day of December, 1970.
3. This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
4. The Corporation is authorized to issue two (2) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class A Voting Common Shares"; and ninety eight (98) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class B Nonvoting Common Shares". The Class A and Class B shares shall be entitled in all respects to equal rights and privileges except that each share of Class A shall be entitled to one (1) vote and each share of Class B shall be nonvoting stock.
5. The street address of the principal office of this corporation is: 4721 University Drive, Coral Gables, Florida 33146. The street address of the registered office of this corporation is: c/o Larry Sorkin, 4721 University Drive, Coral Gables, Florida 33146
6. The number of common shares of the Corporation outstanding at the adoption was One Hundred Thirty Six and 3/10, and the number of shares entitled to vote thereon was One Hundred Thirty Six and 3/10 (136-3/10).
7. The number of shares voted in favor of such Amendment was One Hundred Thirty Six and 3/10 (136-3/10), and the number of shares voted against such Amendment was none. The number of votes cast in favor of such Amendment by the Shareholders was sufficient for unanimous approval.
8. Each shareholder will exchange each share of common stock of the Corporation for .014674 Class A voting common stock of the Corporation and .719 Class B nonvoting common stock of the Corporation.
9. These Amended and Restated Articles of Incorporation were adopted and approved by the shareholders on the 11<sup>th</sup> day of November, 2010. All of the shareholders voted in favor of these Amended and Restated Articles of Incorporation.

Pursuant to Florida Statutes Sections 607.0123 and 607.0203(1), these Amended and Restated Articles of Incorporation shall become effective on the 30<sup>th</sup> day of November, 2010.

**SORKIN'S WINDSOR APARTMENTS, INC.**

By:

  
Lawrence Sorkin, Vice President

(CORPORATE SEAL)

ATTEST:

  
Selma Sorkin, Secretary

STATE OF NORTH CAROLINA    )  
  ) SS:  
COUNTY OF MECKLENBURG    )

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of November, 2010, by **LAWRENCE SORKIN**, as Vice-President of **SORKIN'S WINDSOR APARTMENTS, INC.**, a Florida corporation, by and on behalf of the Corporation. He is personally known to me, ~~or has produced~~ as identification.

  
Notary Public, State of North Carolina at Large

MARY C Kubacko  
Type/Print/or Stamp Name of Notary Public

My Commission Expires:

2-26-14

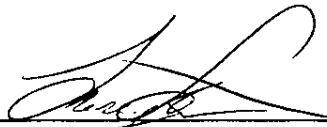
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

**SORKIN'S WINDSOR APARTMENTS, INC.**

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **SORKIN'S WINDSOR APARTMENTS, INC.**, desiring to reorganize under the laws of the State of Florida with its principal office at: 4721 University Drive, Coral Gables, Florida 33146, has named Larry Sorkin, located at 4721 University Drive, Coral Gables, Florida 33146, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Larry Sorkin