

P93000066948

Sunstate Research
Requestor's Name

143 W. Weatherbee Way
Address

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Plantation Meadows Apartments
(Corporation Name) (Document #)
2. Inc
(Corporation Name) (Document #)
3. Amended
(Corporation Name) (Document #)
4. Restated
(Corporation Name) (Document #)

FILED
AUG -14 PM 2:50
TALLAHASSEE, FLORIDA
STATE

- ☒ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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*****87.50 *****87.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

600789
60645,00672

RECEIVED
AUG -14 AM 11:58
TALLAHASSEE, FLORIDA
STATE

Examiner's Initials
8/6/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 4, 1998

Sunstate Research
143 W. Whetherbine Way
Tallahassee, FL 32301

SUBJECT: PLANTATION MEADOWS APARTMENTS, INC.
Ref. Number: P93000066948

We have received your document for PLANTATION MEADOWS APARTMENTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 498A00040744

*Corrected
Please date*

RECEIVED
9/8/98 - 6 AM 10:45
DIVISION OF CORPORATION

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PLANTATION MEADOWS APARTMENTS, INC.

98 AUG -11 PM 12:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of PLANTATION MEADOWS APARTMENTS, INC., a Florida corporation, are hereby amended and restated in their entirety, as follows:

ARTICLE I - NAME

The name of this Corporation is PLANTATION MEADOWS APARTMENTS, INC. and its address is 7221 Northwest 16th Street, Plantation, Florida 33313.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation's business and purpose shall consist of the following:

1. To engage solely in the ownership, operation and management of a real estate project known as Plantation Meadows Apartments located in Plantation, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and
2. To engage in such other lawful activities permitted to corporations by the Florida Business Corporations Act, as are incidental, necessary or appropriate to the foregoing.

ARTICLE IV - LIMITATIONS

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

JD. 17 JUNE 12:00 SHULTS & DORR 100-000 001 7702 P. 004

(a) Engage in any business or activity other than those set forth in Article III;

(b) Incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness in favor of Column Financial, Inc. incurred in connection with the refinancing of the Property (the "Mortgage") and normal trade accounts payable in the ordinary course of business;

(c) Dissolve or liquidate, in whole or in part;

(d) Consolidated or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

(e) Institute proceedings to be adjudicated bankrupt or insolvent or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of the property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or,

(f) Amend the Articles of Incorporation or the Bylaws of the Corporation.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage, so long as it is outstanding, take any action set forth in Items (a) through (d) and Item (f).

ARTICLE V - SEPARATENESS PROVISIONS

The Corporation shall:

(a) Maintain books and records and bank accounts separate from those of any other person;

(b) Maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(c) Hold itself out to creditors and the public as a legal entity separate and distinct from any other entity; and

(d) Hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporation formalities.

The Corporation shall not:

(a) Commingle its assets or funds with those of any other person; or

(b) Guarantee or pay the debts or obligations of any other person.

ARTICLE VI - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, par value one dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE VII - REGISTERED OFFICE AND AGENT

The name of the registered agent of this Corporation is ALLAN M. RUBIN, ESQ., Shutts & Bowen LLP, 201 South Biscayne Boulevard, 1500 Miami Center, Miami, Florida 33131.

ARTICLE VIII - BOARD OF DIRECTORS

The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1).

ARTICLE IX - BYLAWS

Subject to the provisions of Article IV, the Bylaws of this Corporation may be adopted, altered, amended or repealed by unanimous consent of the Board of Directors.

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SPYROS PAPAGEORGE, President

WRITTEN CONSENT OF THE SOLE DIRECTOR
AND SOLE SHAREHOLDER
OF PLANTATION MEADOWS APARTMENTS, INC.
IN LIEU OF A SPECIAL MEETING

The undersigned, being the sole director and sole shareholder of PLANTATION MEADOWS APARTMENTS, INC., a Florida corporation (the "Corporation"), believing it to be in the best interest of the Corporation, does hereby adopt and approve by Written Consent of the Sole Director and Sole Shareholder in Lieu of a Special Meeting, the following resolution:

RESOLVED that the Corporation approves the Amended and Restated Articles of Incorporation, a copy of which is attached to this Consent, and approves the filing of the Amended and Restated Articles of Incorporation, in the form attached, with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 28 day of July, 1998.


Spyros Papageorge, Sole Director



Spyros Papageorge, Sole Shareholder

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 4TH DAY OF AUGUST, 1998.

By


ALLAN M. RUBIN
(Registered Agent)

98 AUG -4 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED