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DIVISION OF CORPORATIONS
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COURT ORDER REVERSING VOLUNTARY DISSOLUTION
FILED 8/7/95 - CORPORATE STATUS RETURNED TO
ACTIVE

SP 1/29/97

OR 1977 PG 0374

IN THE CIRCUIT COURT OF THE SECOND JUDICIAL CIRCUIT,
IN AND FOR LEON COUNTY, FLORIDA.

PRIME SUCCESSION OF FLORIDA, INC.,
a Delaware Corporation, and
COMANDER FUNERAL HOME, INC.,
f/k/a COMANDER FUNERAL HOME, P.A.,
a Florida Corporation,

Plaintiffs,

vs.

Case No. 96-6713

SANDRA B. MORTHAM, in her Capacity
as Florida Secretary of State,

Defendant.

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FINAL JUDGMENT REFORMING THE VOLUNTARY DISSOLUTION
OF COMANDER FUNERAL HOME, INC. AND REINSTATING
COMANDER FUNERAL HOME, INC.

THIS MATTER came before the Court for consideration upon the Amended Complaint for Declaratory Relief filed by the Plaintiffs, PRIME SUCCESSION OF FLORIDA, INC. ("PRIME"), and COMANDER FUNERAL HOME, INC. ("CFI"), f/k/a COMANDER FUNERAL HOME, P.A. ("CPA"), and the Answer and No Objection filed by the Defendant, SANDRA B. MORTHAM, in her capacity as the Florida Secretary of State (the "SECRETARY").

The Court has reviewed the Amended Complaint and Answer and No Objections and has been otherwise advised in the premises. The Court finds the following facts:

1. On or about January 1, 1975, Comander Funeral Home, P.A., a Florida Corporation, ("CPA"), was incorporated under the Florida General Corporate Law, Chapter 607, Florida Statutes (Document No. 467087). Robert M. Comander was the owner of one-hundred percent (100%) of the outstanding stock of CPA on June 27, 1994, and thereafter. On March 9,



1994, CPA changed its name to Comander Funeral Home, Inc.

2. On or about September 15, 1994, pursuant to a certain Capital Stock Purchase Agreement, Prime purchased from CPA, n/k/a Comander Funeral Home, Inc., all of its shares in CPA n/k/a CFI for \$600,000 less the amount of all outstanding indebtedness of this corporation on the closing date. Robert M. Comander had represented that he owned all of the shares of CFI.

3. On August 7, 1995, Robert M. Comander mistakenly filed a Voluntary Dissolution of CFI with the Florida Secretary of State ("the Voluntary Dissolution").

4. Since September 15, 1994, and through the present date, CFI has conducted, operated and transacted business as if it remained a continuing legal entity and was not voluntarily dissolved on August 7, 1995. CFI and Prime from September 15, 1994 to just about two months ago believed CFI to be a corporation to be in good standing, holding itself out to the world as a corporation and dealing with its shareholders, partners, vendors, service providers and government agencies as a corporation in good standing.

5. The dissolution of CFI by Robert M. Comander clearly was a mistake of fact because Robert M. Comander transferred all of his interest in the stock of CFI to Prime on September 15, 1994; Robert M. Comander resigned as director and president of CFI on September 15, 1994; Prime gave good and valuable consideration to Robert M. Comander for his shares in CFI; and Prime caused CFI to conduct business as if it were a wholly owned subsidiary of Prime.

6. Prime is being harmed by the inability of the Secretary of State to disregard the Voluntary Dissolution filed by Robert M. Comander and if the Voluntary Dissolution is upheld, Prime may not be deemed to be the legal title holder of the stock owned by CFI.

7. No unrelated parties will be adversely affected by an Order issued by the Court to

effectuate the public records the reformation of Comander Funeral Home, Inc., and reinstatement of Comander Funeral Home, Inc., as of August 7, 1995.

IT IS THEREFORE, ORDERED, ADJUDGED AND DECREED that:

1. Plaintiffs are entitled to the relief requested in the Complaint.
2. The Voluntary Dissolution filed on August 7, 1995, is hereby reformed and dissolved to reflect that Comander Funeral Home, Inc., was not and is not a dissolved corporation and that Comander Funeral Home, Inc., and Comander Funeral Home, Inc., have been a separate legal entity whose stock is owned by Prime.
3. The Secretary is authorized and directed to accept for filing the annual statements for Comander Funeral Home, Inc., from September 15, 1994, to the present and to make the appropriate changes concerning the reinstatement of CFI effective to August 7, 1995 in the official records of the Division of Corporations.
4. The Secretary shall also file and maintain a copy of this Judgment in its official records.
5. This Judgment shall not constitute any position or admission of the Secretary of the legal consequences resulting from such a ruling and shall not constitute a waiver of her right to oppose or object to attempted amendments or reformations of other voluntary dissolutions not specifically authorized by law.
6. This Judgment shall not affect the rights of any creditors of Comander Funeral Home, Inc., existing before the entry of this Judgment and the reinstatement of Comander Funeral Home, Inc.
7. Plaintiff shall be responsible for payment of all fees and costs required by the Secretary to effectuate the intent of this Judgment.

OR 1977PG0874

DONE AND ORDERED in Chambers at Tallahassee, Leon County, Florida on the 17th

day of January 1997.

Will D.
CIRCUIT JUDGE

Copies to:

John A. Rudolph, Jr., Esq.
Gerard York, Esq.

STATE OF FLORIDA, COUNTY OF LEON

I HEREBY CERTIFY that the above and foregoing
is a true and correct copy of an instrument recorded
in the official records of Leon County, Florida.

WITNESS my hand and seal of office this 29 day
of JANUARY, 1997

DAVE LANG
Clerk of Circuit Court



by Daniel Sheffer