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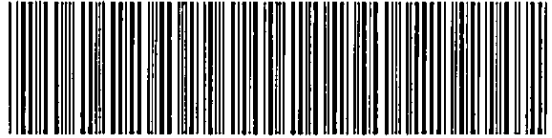
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Account#: 120000000088

Date: 12/30/2019

Name: Merritt Walker

Reference #: 1169762

Entity Name: ST. CLOUD FLORIST SHOPPE LLC

- Articles of Incorporation/Authorization to Transact Business
- Amendment
- Change of Agent
- Reinstatement
- Conversion
- Merger
- Dissolution/Withdrawal
- Fictitious Name
- Other _____

Authorized Amount: \$150

Signature: *MW*

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

These Articles of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is ST. CLOUD FLORIST SHOPPE, INC. (the "Corporation").
2. The "Other Business Entity" is a Florida profit corporation first incorporated under the laws of the State of Florida effective July 14, 1998 (Document No.: P98000061768).
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: ST. CLOUD FLORIST SHOPPE LLC.
4. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of section 605.1043, F.S., in effecting the conversion.
5. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently incorporated.
6. The conversion shall be effective December 31, 2019 at 11:59 p.m.

Signed this 30th day of December, 2019.

ST. CLOUD FLORIST SHOPPE, INC.

/s/ Robert Russell

By: _____

Name: Robert Russell

Title: Chief Executive Officer

ST. CLOUD FLORIST SHOPPE LLC

By: Heritage Memorial SCo Holdco LLC, its
Manager

/s/ Robert Russell

By: _____

Name: Robert Russell

Title: Manager

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION
FOR
ST. CLOUD FLORIST SHOPPE LLC**

(A Florida Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

**ARTICLE 1
NAME**

The name of the Limited Liability Company is ST. CLOUD FLORIST SHOPPE LLC (the "Company").

**ARTICLE 2
DURATION**

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE 3
NATURE OF BUSINESS**

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act.

**ARTICLE 4
ADDRESS**

The initial principal office address and mailing address of the Company is 2018 13th Street, Saint Cloud, Florida 34769.

**ARTICLE 5
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Company is 777 South Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Company at that address is GY Corporate Services, Inc.

**ARTICLE 6
MEMBERSHIP CERTIFICATES**

Each member's interest in the Company may, but need not, be evidenced by a membership participation or unit certificate. No member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE 7 INDEMNIFICATION

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was manager, member, or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee, or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding.

Expenses (including attorney's fees) incurred by any member, manager, or officer in defending any civil, criminal, administrative, or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager, or officer to repay such amount if it shall ultimately be determined that such member, manager, or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.
- (c) A distribution in violation of Section 605.0406 of the Act.
- (d) Willful misconduct or a conscious disregard for the best interests of the company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a member.
- (e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property in a proceeding by or in the right of someone other than the Company or a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

**ARTICLE 8
MANAGEMENT**

The Company shall be manager-managed in accordance with the Company's Operating Agreement. The initial manager of the company shall be Heritage Memorial SCo Holdco LLC.

**ARTICLE 9
AMENDMENT**

The company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles this 30th day of December, 2019.

/s/ Robert Russell

Robert Russell, Authorized Person

(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.

/s/ Melanie B. Stocks

Melanie B. Stocks, Assistant Secretary

Dated: December 30, 2019

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SECRETARY OF STATE
TALLAHASSEE, FL.

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