

P960000099710

**BC&W**  
**BROWN CLARK & WALTERS**  
PROFESSIONAL ASSOCIATION  
ATTORNEYS & COUNSELORS AT LAW

David J. Brown  
John E. Brown  
William G. Christopher  
Donald D. Clark  
George F. Dranis, III  
Honor E. Eiben  
Lyons H. Groves, Jr.  
Donna E. Kerfoot  
H. Jack Klingensmith  
Conrad E. Lazo  
Stuart E. Levine  
Carolyn E. McDevitt  
Luis M. Milonas  
Shane E. Munoz  
Douglas F. Polk  
Geoffrey F. Rice  
Peter Z. Skokos  
James E. Thompson  
Joel W. Walters

Additional Jurisdictions  
John E. Brown - KY  
William G. Christopher - D.C., TX, VA  
Honor E. Eiben - IL  
Lyons H. Groves, Jr. - CO  
Jack Klingensmith - CO, IL  
Shane Munoz - CT  
Geoffrey F. Rice - IL  
James E. Tario - CA  
Joel W. Walters - MO

- \* Board Certified Real Estate Attorney
- \*\* Board Certified Tax Attorney
- \*\*\* Board Certified Health Law Attorney
- \*\*\*\* NYA Certified Civil Trial Specialist
- Board Certified Business Litigation Attorney
- 1 Certified In-Home Court Mediator

December 3, 1996

Website: <http://www.pcaaw.com/~brown>  
E-Mail: [brown@law.walters.com](mailto:brown@law.walters.com)

Of Counsel  
James R. Tario

REPLY TO  
Sarasota  
4046-001

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, FL 32314

800002023868--1  
-12/10/96--01002--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Prime Succession Partners, Inc.

Dear Sir or Madam:

We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the subject corporation, and our check in the amount of \$122.50 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to us in the enclosed stamped, self-addressed envelope.

Thank you for your attention to this matter.

Sincerely yours,

BROWN CLARK & WALTERS, P.A.

  
Taso M. Milonas

TMM/ea  
Enclosures

FILED  
96 DEC 9 9 PH 2: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-10-96  
KR

ARTICLES OF INCORPORATION  
OF  
PRIME SUCCESSION PARTNERS, INC.

FILED  
96 DEC -9 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

PRIME SUCCESSION PARTNERS, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of this corporation shall be:

6301 Taft Street  
Hollywood, Florida 33624

and the mailing address of this corporation shall be:

5940 Olympic Boulevard, Suite 300  
Erlanger, Kentucky 41018

### ARTICLE III

#### Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

### ARTICLE IV

#### Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

### ARTICLE V

#### Existence of Corporation

This corporation shall have perpetual existence.

### ARTICLE VI

#### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1200 S. Pine Island Road, Plantation, Florida 33324, and the initial registered agent of this corporation at such office shall be C.T. Corporation System. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Gary Wright	3948 Olympic Boulevard, Suite 300 Erlanger, Kentucky 41018
Myles Cairns	3948 Olympic Boulevard, Suite 300 Erlanger, Kentucky 41018

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

Peter Z. Skokos

1819 Main Street, Suite 1100  
Sarasota, Florida 34236

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

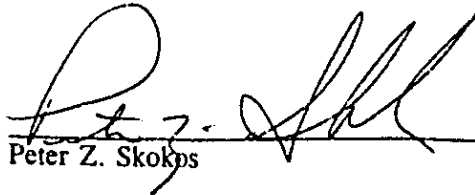
(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

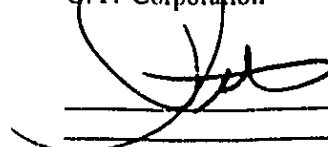
  
Peter Z. Skokos

PRIME SUCCESSION PARTNERS, INC.  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, C. T. Corporation, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 2nd day of December 1996.

C.T. Corporation

  
\_\_\_\_\_, as its \_\_\_\_\_

PETER F. SOUZA  
ASSISTANT SECRETARY

FILED  
96 DEC -9 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Document Number Only

P96000099710

FILED  
95 DEC 26 AM 8:51  
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone

SI 1/27

CORPORATION(S) NAME

Carlisle Funeral Home

Welsheimer Funeral Home, Inc. / Weigel Funeral Home, Inc.

Simpson-Meyer Corporation / Simpson Funeral Home, Inc.

Simpson-Volkman Corporation

merged in to:

Prime Succession Partners, Inc.

6000002044006 --- S  
0103 01 0103 --- 019  
\*\*\*245.00 \*\*\*245.00

6000002044006 --- S  
0103 01 0103 --- 010  
\*\*\*452.50 \*\*\*452.50

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

12/26/96

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

CARLISLE FUNERAL HOME, INC., an Indiana corporation not qualified in Florida

WELSHEIMER FUNERAL HOME, INC., an Indiana corporation not qualified in Florida

WEIGEL FUNERAL HOME, INC., an Indiana corporation not qualified in Florida

SIMPSON-MEYER CORPORATION, an Indiana corporation not qualified in Florida

SIMPSON FUNERAL HOME, INC., an Indiana corporation not qualified in Florida  
SIMPSON-VOLKMAN CORPORATION, an Indiana corporation not qualified in Florida

INTO

**PRIME SUCCESSION PARTNERS, INC.**, a Florida corporation, P06000099710

File date: December 26, 1996, effective December 31, 1996

Corporate Specialist: Steven Harris



EFFECTIVE DATE  
12-31-96

**ARTICLES OF MERGER**

**OF**

**CARLISLE FUNERAL HOME**  
an Indiana corporation

**WELSHEIMER FUNERAL HOME, INC.**  
an Indiana corporation

**WEIGEL FUNERAL HOME, INC.**  
an Indiana corporation

**SIMPSON-MEYER CORPORATION**  
an Indiana corporation

**SIMPSON FUNERAL HOME, INC.**  
an Indiana corporation

**SIMPSON-VOLKMAN CORPORATION**  
an Indiana corporation

**INTO**

**PRIME SUCCESSION PARTNERS, INC.**  
a Florida corporation

FILED  
96 DEC 26 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations, desiring to effect a merger, set forth the following facts:

**ARTICLE I**

**Surviving Corporation**

The name of the corporation surviving the merger is Prime Succession Partners, Inc. (the "Surviving Corporation") and such name has not been changed as a result of the merger. The Surviving Corporation is a Florida corporation.

## ARTICLE II

### Merging Corporation

The names and states of incorporation of the corporations merging into the Surviving Corporation are Carlisle Funeral Home, Inc., an Indiana corporation, Welsheimer Funeral Home, Inc., an Indiana corporation, Weigel Funeral Home, Inc., an Indiana corporation, Simpson-Meyer Corporation, an Indiana corporation, Simpson Funeral Home, Inc., an Indiana corporation and Simpson-Volkman Corporation, an Indiana corporation (collectively the "Merging Corporations").

## ARTICLE III

### Plan of Merger

The Plan and Agreement of Merger of the Merging Corporations into the Surviving Corporation (the "Plan of Merger") is attached hereto as "Exhibit A" and made a part hereof.

## ARTICLE IV

### Effective Time

The merger shall become effective on December 31, 1996.

## ARTICLE V

### Manner of Adoption by Surviving Corporation

The manner of adoption of the Plan of Merger by the Surviving Corporation was as follows:

1. Action by Directors. By unanimous written consent, dated December 20, 1996, and signed by all of the members of the Board of Directors of the Surviving Corporation, the Board of Directors of the Surviving Corporation adopted the Plan of Merger.

2. Action by Shareholders. The Plan of Merger was adopted without action by the shareholders of the Surviving Corporation because such shareholder action was not required pursuant to FLA. STAT. Ch. 607.1103(7).

## ARTICLE VI

### Manner of Adoption and Vote by Merging Corporations

1. Action by Directors. By unanimous written consent, dated December 20, 1996, and signed by all of the members of the Boards of Directors of the Merging Corporations, the Boards of Directors of the Merging Corporations approved the Plan of Merger.

2. Action by Shareholders. By written consent, dated December 20, 1996, and signed by the sole shareholder of the Merging Corporations, the sole shareholder of the Merging Corporations approved the Plan of Merger.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused these Articles of Merger to be signed by their duly authorized officers as of December 20, 1996.

CARLISLE FUNERAL HOME, INC.

By: Gary Wright  
Gary Wright, President and  
Chief Executive Officer

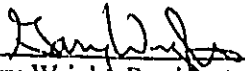
By: Myles S. Cairns  
Myles S. Cairns, Vice President  
and Chief Financial Officer


WELSHEIMER FUNERAL HOME, INC.

By: Gary Wright  
Gary Wright, President and  
Chief Executive Officer

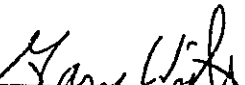
By: Myles S. Cairns  
Myles S. Cairns, Vice President  
and Chief Financial Officer


WEIGEL FUNERAL HOME, INC.

By:   
Gary Wright, President and  
Chief Executive Officer

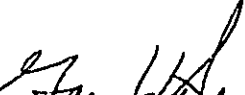
By:   
Myles S. Cairns, Vice President  
and Chief Financial Officer


SIMPSON FUNERAL HOME, INC.

By:   
Gary Wright, President and  
Chief Executive Officer

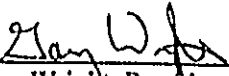
By:   
Myles S. Cairns, Vice President  
and Chief Financial Officer


PRIME SUCCESSION PARTNERS, INC.

By:   
Gary Wright, President and  
Chief Executive Officer

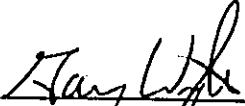
By:   
Myles S. Cairns, Vice President  
and Chief Financial Officer


SIMPSON-MEYER CORPORATION

By:   
Gary Wright, President and  
Chief Executive Officer

By:   
Myles S. Cairns, Vice President  
and Chief Financial Officer

SIMPSON-VOLKMAN CORPORATION

By:   
Gary Wright, President and  
Chief Executive Officer

By:   
Myles S. Cairns, Vice President  
and Chief Financial Officer

## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is made as of the 20<sup>th</sup> day of December, 1996 by and among Prime Succession Partners, Inc., a Florida corporation, Carlisle Funeral Home, Inc., an Indiana corporation, Welsheimer Funeral Home, Inc., an Indiana corporation, Weigel Funeral Home, Inc., an Indiana corporation, Simpson-Meyer Corporation, an Indiana corporation, Simpson Funeral Home, Inc., an Indiana corporation and Simpson-Volkman Corporation, an Indiana corporation.

### Recitals

1. Each of the parties hereto is a wholly-owned subsidiary of Prime Succession, Inc., a Delaware corporation.
2. Prime Succession, Inc. and each of the Boards of Directors of the parties hereto deem it advisable that each of the parties hereto merge with and into Prime Succession Partners, Inc. pursuant to Section 368 of the Internal Revenue Code of 1986, as amended, and to the terms and conditions hereof (the "Merger").

### Plan and Agreement

In consideration of the premises and the mutual covenants set forth herein, the parties hereto agree as follows:

1. Names of Constituent Corporations. The name of the corporation surviving the Merger is Prime Succession Partners, Inc. (the "Surviving Corporation"). The Surviving Corporation is a Florida corporation. The names of the corporations merging into the Surviving Corporation are Carlisle Funeral Home, Inc., Welsheimer Funeral Home, Inc., Weigel Funeral Home, Inc., Simpson-Meyer Corporation, Simpson Funeral Home, Inc., and Simpson-Volkman Corporation (collectively, the "Merging Corporations"). The Merging Corporations are Indiana corporations.
2. Effective Time. The Merger shall be effective on December 31, 1996 (the "Effective Time").
3. Effects of Merger. At the Effective Time, each of the Merging Corporations shall be merged with and into the Surviving Corporation pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and the separate corporate existence of each of the Merging Corporations shall cease. The Surviving Corporation shall continue to be governed by the laws of the State of Florida. In addition, the Merger shall have such other effects as are specified by applicable law.
4. Cancellation of Shares. At the Effective Time, each of the issued and outstanding shares of common stock of each of the Merging Corporations, by virtue of the

EXHIBIT

A

Merger and without any action on the part of the holder thereof, shall be extinguished and canceled automatically, without any payment or other distribution in respect thereof.

5. Termination. Subject to applicable law, this Plan and Agreement of Merger may be amended, modified, supplemented or abandoned by mutual consent of the Boards of Directors of the parties hereto, before or after approval hereof by Prime Succession, Inc., the parent corporation of each of the parties hereto.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Plan and Agreement of Merger to be executed on its behalf.

PRIME SUCCESSION PARTNERS, INC.

By: Gary Wright  
Gary Wright, President and Chief  
Executive Officer

CARLISLE FUNERAL HOME, INC.

By: Gary Wright  
Gary Wright, President and Chief  
Executive Officer

WELSHEIMER FUNERAL HOME, INC.

By: Gary Wright  
Gary Wright, President and Chief  
Executive Officer

WEIGEL FUNERAL HOME, INC.

By: Gary Wright  
Gary Wright, President and Chief  
Executive Officer

SIMPSON-MEYER CORPORATION

By: Gary Wright  
Gary Wright, President and Chief  
Executive Officer

SIMPSON FUNERAL HOME, INC.

By: Gary Wright  
Gary Wright, President and Chief  
Executive Officer

SIMPSON-VOLKMAN CORPORATION

By: Gary Wright  
Gary Wright, President and Chief  
Executive Officer

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