

# 317162

## Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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### COR AMND/RESTATE/CORRECT OR O/D RESIGN FUNERAL SERVICES, INC.

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TALLAHASSEE, FLORIDA

Certificate of Status	0
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05-15-13

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
FUNERAL SERVICES, INC.**

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Funeral Services, Inc. (the "Corporation") are hereby amended according to these Articles of Amendment:

**FIRST:** The name of the Corporation is Funeral Services, Inc.

**SECOND:** These Articles of Amendment were recommended by the Board of Directors of the Corporation and adopted by the stockholders of the Corporation in accordance with Section 607.1003, Florida Statutes, on May 14, 2013. The number of votes cast in favor of these Articles of Amendment was sufficient for approval.

**THIRD:** Article III of the Articles of Incorporation shall be amended to decrease the authorized number of no par value common stock of the Corporation from 80,000 shares to 390 shares, and, as a result, each 125 shares of common stock, no par value per share, of the Corporation then issued and outstanding or held in the treasury of the Corporation automatically shall be combined into one (1) share of common stock of the Corporation; provided, however, that no fractional shares shall be issued to any stockholder and that in lieu of issuing any such fractional shares, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of common stock as determined in good faith by the Board of Directors of the Corporation.

**FOURTH:** The following Article X shall be inserted into the Articles of Incorporation:

**ARTICLE X**

**Limitation on Stockholder Voting Rights**

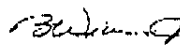
No stockholder shall be permitted to vote or have proxies for more than ten percent (10%) of the issued stock (excluding treasury stock) of the Corporation, regardless of the number of shares actually owned by such stockholder. If the stockholder is a non-natural person (including a trust, whether revocable or irrevocable) which directly or indirectly controls or is controlled by or is under common control with or by any other stockholder or group of stockholders (a "Stockholder Group"), such Stockholder Group shall not be permitted to directly or indirectly vote or have proxies for more than ten percent (10%) of the issued stock of the Corporation; provided, however, this provision shall not limit the right of the Board of Directors to obtain proxies without limit. In the case of a Stockholder Group who is subject to the 10% limit, the group shall designate in writing delivered to the Corporation which shares are entitled to vote. Prior to voting in a meeting or in advance of the Corporation seeking a written consent, upon request of the Board of Directors, a stockholder shall certify to the Board of Directors that such stockholder either does not own more than 10% of the issued stock (excluding treasury stock) of the Corporation or if such stockholder (together with other stockholders that comprise a Stockholder Group) owns more than 10% of the stock of the Corporation, then such stockholder, together with the other stockholders that comprise the Stockholder Group, shall designate in writing which shares owned by such stockholder or the Stockholder Group are entitled to vote. If one or more stockholders that comprise the Stockholder Group fail to provide to the Board of Directors adequate information to

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determine the ultimate beneficial ownership of the ownership in a non-natural person who is a stockholder, then such shares owned by such stockholder shall not be entitled to vote until the provisions of this Article X have been satisfied.

**IN WITNESS WHEREOF**, the undersigned has executed this instrument effective as of May 14, 2013.

FUNERAL SERVICES, INC.

  
Digitally signed by Bill Williams  
 DN: cn=Bill Williams, o=Funeral  
 Services, Inc., ou  
 00000-BILLIE (www.funeral.com), c=US  
 Date: 2013.05.14 13:05:50-0700  
 By:  
 Name: W.H. "Bill" Williams, Jr.  
 Title: President/CEO/Vice-Chairman