

432704

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RIVERSIDE ACQUISITION, INC., a Florida corporation, P97000000892

INTO

RIVERSIDE MEMORIAL PARK, INC., a Florida corporation, 432704.

File date: April 3, 1997

Corporate Specialist: Joy Moon-French

Document Number Only

432704

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

000002138260 --6
04/04/97--01002--008
*****70.00 *****70.00

CORPORATION(S) NAME

Riverside Acquisition, Inc.
merging into:

Riverside Memorial Park, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Other USC

☐ Change of R.A.

☐ Fic. Name

☐ CUS

☐ After 4:30

☒ Pick Up

SECRET
TALLAHASSEE, FLORIDA

97 APR -3 PM 4:23

FILED

OFFICE OF THE
CLERK OF THE
CORPORATION

97 APR -3 PM 4:20

RECEIVED

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

PLEASE RETURN EXTRA COPIES
FILE STAMPED

4-3

4/16

Jon Merger



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1997

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: RIVERSIDE MEMORIAL PARK, INC.
Ref. Number: 432704

We have received your document for RIVERSIDE MEMORIAL PARK, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger states in section 1.2 that the articles of incorporation of the surviving corporation (Riverside) shall be amended and restated (upon the effective date of the merger) to read as did the articles of incorporation of the merging corporation (Acquisition) immediately prior to the merger --- These amended and restated articles must be included as part of the merger, or submitted separately at the same time as the merger documents.

The document also states in section 1.4 that the directors and officers of Acquisition shall become the directors and officers of Riverside upon the effective date of the merger --- these officers and directors, and their addresses must be contained in the merger, or the amended and restated articles.

With regards to the amended and restated articles of incorporation --- please note that the incorporator, the initial registered agent, and any initial officers/directors of the surviving corporation can not be amended.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 297A00017002

Joy,
Please see new
Plan of Merger. Please
back date to 4-3-97.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Thanks Tamara

ARTICLES OF MERGER

**RIVERSIDE ACQUISITION, INC. INTO
RIVERSIDE MEMORIAL PARK, INC.
(the Survivor)**

FILED
97 APR -3 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to 607.1105 of the Florida General Corporation Act, **RIVERSIDE ACQUISITION, INC.**, a Florida corporation ("RIVERSIDE ACQUISITION"), and **RIVERSIDE MEMORIAL PARK, INC.**, a Florida corporation ("RIVERSIDE"), adopt the following Articles of Merger for the purpose of merging RIVERSIDE ACQUISITION into RIVERSIDE, the latter of which is to survive the merger:

ARTICLE I

The Plan of Merger is set forth in full in Exhibit A attached hereto and made a part hereof.

ARTICLE II

The effective date of the Merger is the date of filing of these Articles of Merger with the Department of State of the State of Florida.

ARTICLE III

The Stockholders and Directors of both Riverside Acquisition and Riverside have unanimously approved the Plan of Merger as of January 6, 1997.

IN WITNESS WHEREOF, RIVERSIDE and RIVERSIDE ACQUISITION, acting through their duly authorized officers, have signed these Articles of Merger which are effective upon filing with the Secretary of State of the State of Florida.

RIVERSIDE MEMORIAL PARK, INC.

By: Roy S. Rood Pres.
Roy S. Rood, President

RIVERSIDE ACQUISITION, INC.

By: Larry Miller
Larry Miller, President

EXHIBIT A

PLAN AND AGREEMENT OF MERGER
OF
RIVERSIDE ACQUISITION, INC.
INTO
RIVERSIDE MEMORIAL PARK, INC.

ARTICLE I.

1.1 Riverside Acquisition, Inc., a Florida corporation ("Acquisition") shall be merged (the "Merger") into Riverside Memorial Park, Inc., a Florida corporation ("Riverside") in the manner and with the effect provided by the Florida 1989 Business Corporation Act, as amended ("BCA") (Riverside, the surviving corporation, being hereinafter sometimes referred to as the "Surviving Corporation"). Upon the Merger, the separate existence of Acquisition shall cease and the Surviving Corporation shall continue in existence. The merger shall in all respects have the effect provided by Section 607.1106 of the BCA. Acquisition and Riverside shall merge and Riverside shall become the Surviving Corporation on the filing of the Articles of Merger with the Department of State of the State of Florida (the "Effective Date").

1.2 From and after the Effective Date of Merger, the Articles of Incorporation of Riverside in force immediately prior to the Effective Date of Merger shall remain and be the Articles of Incorporation of the Surviving Corporation until thereafter amended as permitted by law.

1.3 From and after the Effective Date of Merger, the By-Laws of Riverside, as amended and in force immediately prior to the Effective Date of Merger, shall be amended and restated to read as did the By-Laws of Acquisition immediately prior to the Effective Date (except that the name of the corporation, specifically "Riverside Memorial Park, Inc.", indicated in the By-Laws shall remain unchanged).

1.4 The following members of the Board of Directors and the officers of Acquisition on the Effective Date of Merger shall be the directors and officers of Riverside as of and from the Effective Date of Merger until their respective successors are duly elected and qualified:

	<u>Address</u>
<u>Directors:</u> Peter S. Hyndman	4126 Norland Avenue Burnaby, B.C. V5G-3S8 Canada
Lawrence Miller	3190 Tremont Avenue Trevose, PA 19053
<u>Officers:</u> Lawrence Miller President	3190 Tremont Avenue Trevose, PA 19053
William R. Shane Vice President	3190 Tremont Avenue Trevose, PA 19053
Peter Gray Vice President	3190 Tremont Avenue Trevose, PA 19053
Frank Milles Vice President	3190 Tremont Avenue Trevose, PA 19053
Paul Waimberg Vice President	3190 Tremont Avenue Trevose, PA 19053
Jeffrey Cashner Secretary/Treasurer	801 Teas Road Conrow, TX 77303

Peter S. Hyndman
Assistant Secretary

4126 Norland Avenue
Burnaby, B.C. V5G-3S8
Canada

Paul Hart
Assistant Secretary

3190 Tremont Avenue
Trevose, PA 19053

ARTICLE II.

2.1 For each share of common stock of Riverside outstanding immediately prior to the Effective Date, the Former Shareholders of each such share shall have the right to receive at the Effective Date, a pro rata portion of, and The Loewen Group Inc. ("Loewen") shall, within five (5) business days following the Effective Date, deliver to the former shareholders of Riverside immediately prior to the Effective Date ("Former Shareholders"), (a) the number (such number to be rounded to the nearest whole number) of shares (such shares to be registered on the books of the Loewen as directed by the Former Shareholders) of voting common shares (the "Loewen Shares") of Buyer, equal to US\$1,900,000 (less any adjustments provided for in the Merger Agreement dated as of January 9, 1997 among Loewen, Riverside, Acquisition and the Former Shareholders, as amended) divided by (b) the weighted average price of the Loewen Shares on the New York Stock Exchange over the five trading days on which such shares were traded immediately preceding the Effective Date. As part of the Merger, on the Effective Date, the then outstanding shares of Riverside shall be transferred to Loewen.

2.2 No fractional shares shall be issued, but each of the Former Shareholders who would otherwise be entitled to receive a

fraction of a Loewen Share shall receive, in lieu thereof, an amount in cash equal to the value of that fraction.

2.3 Acquisition is a wholly-owned subsidiary of Loewen. No shares of Acquisition will be issued in connection with the merger and the outstanding shares of Acquisition at the Effective Date shall be canceled.

Riverside Acquisition, Inc.

BY: /s/Larry Miller
Larry Miller, President

Riverside Memorial Park, Inc.

BY: /s/Roy S. Rood
Roy S. Rood, President