

437 895

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

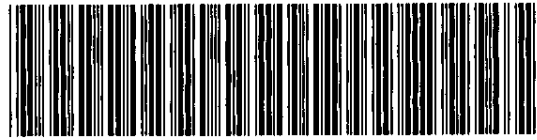
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700215479417

12/30/11--01028--004 **180.00

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11 DEC 30 PM 12:40

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 DEC 30 PM 12:54

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TRUSTED FUNERAL PLANS, INC.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Wendy Russell Wiener, Esq.
Contact Person

Gardner, Bist, Wiener, Wadsworth, et al.
Firm/Company

1300 Thomaswood Drive
Address

Tallahassee, FL 32308
City, State and Zip Code

buddy.bevis@fsitrust.com
E-mail address: (to be used for future annual report notification)

FILED
11 DEC 30 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Wendy Wiener at (850) 385-0070
Name of Contact Person Area Code and Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

This instrument prepared by:
Brad S. Anderson, Esq.
Johnston Barton Proctor & Rose LLP
Colonial Brookwood Center
569 Brookwood Village, Suite 901
Birmingham, Alabama 35209

CERTIFICATE OF MERGER

of

FSI INSURANCE OF ALABAMA, LLC
An Alabama Limited Liability Company

With and Into

TRUSTED FUNERAL PLANS, INC.
A Florida Corporation

FILED
11 DEC 30 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
437895

Pursuant to and in accordance with the provisions of Sections 607.1108, 607.1109, and 608.4382, Florida Statutes; and Sections 10A-1-8.02, 10A-1-8.04, and 10A-5-9.02 of the Alabama Business and Nonprofit Entities Code (the "Alabama Act"), the undersigned **FSI INSURANCE OF ALABAMA, LLC**, an Alabama limited liability company (such limited liability company being referred to as the "Merging Entity"), and **TRUSTED FUNERAL PLANS, INC.**, a Florida corporation (the "Surviving Corporation"), hereby file the following Certificate of Merger for the purpose of merging them into one corporation:

1. The names, places, and dates of formation of the entities proposing to merge are:

Name	Place of Formation	Date of Formation
FSI INSURANCE OF ALABAMA, LLC	Probate Court of Montgomery County, Alabama	June 7, 2007
TRUSTED FUNERAL PLANS, INC	Florida Department of State	October 9, 1973

2. There is attached hereto as Exhibit "A", and incorporated fully herein, a copy of the Plan of Merger between the undersigned entities.

3. The approval of the merger by Funeral Services, Inc., a Florida corporation, as the sole member and sole manager of the Merging Entity and the sole shareholder of the Surviving Corporation was required and granted. The Plan of Merger

has been approved and executed by the Merging Entity that is a party to the merger in accordance with the Alabama Act and the Surviving Corporation, in accordance with the Florida Corporations Act.

4. The effective date of the merger shall be the date upon which the Certificate of Merger is filed with the Secretary of State of Alabama and the Florida Department of State.

5. The name of the Surviving Corporation shall be **TRUSTED FUNERAL PLANS, INC.** The Surviving Corporation's principal place of business shall be located at 1200 Thomasville Road, Tallahassee, Florida 32303.

6. An executed plan of merger is on file at the office of the Surviving Corporation at 1200 Thomasville Road, Tallahassee, Florida 32303.

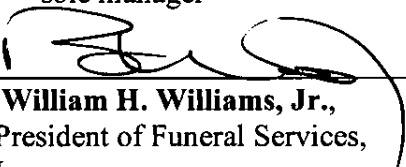
7. A copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost to any person holding an interest in any party to the merger.

8. With respect to the filing of this Certificate of Merger in the State of Alabama, the Surviving Corporation consents to service of process on it by registered mail addressed to it at its principal place of business.

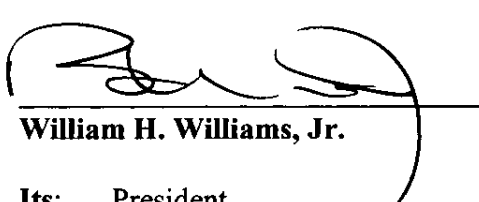
IN WITNESS WHEREOF, said entities have caused this certificate to be signed by their respective authorized officers, as of this 30th day of December, 2011.

FSI INSURANCE OF ALABAMA, LLC,
an Alabama limited liability company

By: **FUNERAL SERVICES, INC.**, its sole member and sole manager

By: 
William H. Williams, Jr.,
President of Funeral Services, Inc.

TRUSTED FUNERAL PLANS, INC., a
Florida corporation

By: 
William H. Williams, Jr.
Its: President

FILED
11 DEC 30 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
PLAN OF MERGER
(attached hereto)

FILED
11 DEC 30 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AGREEMENT AND
PLAN OF MERGER**

For The Merger Of

**FSI INSURANCE OF ALABAMA, LLC
An Alabama Limited Liability Company**

With and Into

**TRUSTED FUNERAL PLANS, INC.
A Florida Corporation**

FILED
11 DEC 30 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN OF MERGER provides for the merger of **FSI INSURANCE OF ALABAMA, LLC**, an Alabama limited liability company (such limited liability company being referred to as the “Merging Entity”), with and into **TRUSTED FUNERAL PLANS, INC.**, a Florida corporation (the “Surviving Company”), pursuant to and in accordance with the provisions of Sections 607.1108 and 608.438, Florida Statutes; and Sections 10A-1-8.02, 10A-1-8.04, 10A-2-11.03 and 10A-5-9.01 of the Alabama Business and Nonprofit Entities Code.

1. The names, places, and dates of formation of the entities proposing to merge are:

Name	Place of Formation	Date of Formation
FSI INSURANCE OF ALABAMA, LLC	Probate Court of Montgomery County, Alabama	June 7, 2007
TRUSTED FUNERAL PLANS, INC.	Florida Department of State	October 9, 1973

2. After the merger becomes effective, the name of the Surviving Corporation shall be **TRUSTED FUNERAL PLANS, INC.**

3. The sole shareholder of the Surviving Corporation owns 100% of the outstanding voting membership units of the Merging Entity.

4. The terms and conditions of the proposed merger are as follows:

(a) The effective date of the merger shall be the date upon which the Articles of Merger are filed with the Florida Department of State.

(b) Upon the consummation of the merger, the Surviving Corporation, in addition to continuing to possess all of its rights, privileges, immunities and powers (subject to all its duties and liabilities prior to the merger), shall possess all the rights, privileges, immunities and powers of the Merging Entity and shall be subject to all the duties and liabilities of the Merging Entity.

(c) Upon the consummation of the merger, all and singular the rights, privileges, powers, and franchises and all property, real, personal or mixed, and all debts due on any account and all other things in action belonging to the Merging Entity shall be vested in the Surviving Corporation and shall not in any way be impaired by reason of the merger.

(d) From and after the effective date of the merger, the Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merging Entity and all rights of creditors and liens upon the property of the Merging Entity shall be preserved unimpaired against the Surviving Corporation after the merger.

5. As the sole shareholder of the Surviving Corporation is the sole member of the Merging Entity, each unit of the Merging Entity's membership interests outstanding immediately before the effective date of the merger contemplated hereby, without any action on the part of the holder thereof, shall automatically be canceled.

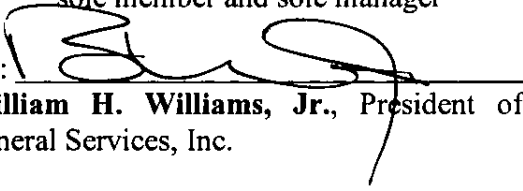
6. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the effective time of the merger shall thereafter continue to be the Surviving Corporation's Articles of Incorporation until amended as provided by law, and the by-laws of the Surviving Corporation as in effect immediately prior to the effective time of the merger shall thereafter continue to be the Surviving Corporation's by-laws until amended as provided in such by-laws or by law. Each shareholder of the Surviving Corporation whose shares are outstanding immediately before the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

7. The Surviving Corporation's principal place of business shall be located at 1200 Thomasville Road, Tallahassee, Florida 32303.

EXECUTED this 30th day of December 2011.

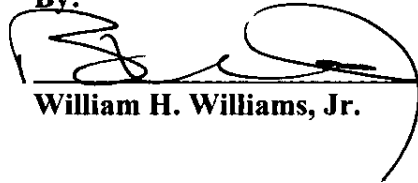
FSI INSURANCE OF ALABAMA, LLC,
an Alabama limited liability company

By: **FUNERAL SERVICES, INC.,** its
sole member and sole manager

By: 
William H. Williams, Jr., President of
Funeral Services, Inc.

TRUSTED FUNERAL PLANS, INC., a Florida corporation

By:



William H. Williams, Jr.

FILED
11 DEC 30 PM 12: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA