

619319

Tim Brewster

(Requestor's Name)

(Address)

(City, State, Zip)

(Phone #)

561-1037

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99 NOV 17 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ADAMS FUNERAL HOME, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☒ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

EXTRA COPY

ATTACHED

to be

STAMPED, too.

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLIETTE NOV 18 1999

Examiner's Initials

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

ADAMS FUNERAL HOME, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation (which is hereinafter called "the Corporation") and the address of its initial office shall be:

Adams Funeral Home, Inc.
1115 Highway 71N
Blountstown, Fl 32424

ARTICLE II. PURPOSE

The purposes for which the Corporation is formed are:

- (a) To engage in the profession of funeral directing and embalming, as more fully set forth in Chapters 470 and 497, Florida Statutes;
- (b) To have one or more offices in the State of Florida or in any other state, territory or country; to carry on any and all of the operations and businesses of said Corporation without restriction or limit; to incur indebtedness; and to purchase or otherwise acquire, hold, own, lease, mortgage, sell, convey or otherwise dispose of real or personal property or both of every class and description;
- (c) To have one or more divisions and to operate said division(s) under one or more fictitious names;
- (d) To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act (hereinafter "the Act"); and/or
- (e) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, as the foregoing activities are merely examples and not limitations; and nothing herein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise lawful business.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is one million (1,000,000) shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Director(s) of the Corporation shall conduct the affairs of the Corporation and shall consist of one or more directors, all of whom shall be stockholders of the Corporation, with the exact number specified in or fixed in accordance with the Bylaws of the Corporation, as amended from time to time. Directors must be natural persons who are eighteen years of age or older, but need not be residents of the State of Florida.

Section 2. Unless otherwise provided for a greater percentage by law or the Bylaws, a quorum at a meeting of the Board of Directors shall consist of one-third (1/3) of the prescribed number of directors as determined under the Bylaws.

Section 3. The initial Board of Directors of the Corporation shall consist of one member:

Tom Adams
1115 Highway 71N
Blountstown, Fl 32424

The initial Board of Directors shall serve until successors have been elected and have qualified.

Section 4. The Bylaws for the Corporation may be made, altered, rescinded, or adopted by resolution of the Board of Directors or as otherwise set forth in the Bylaws.

ARTICLE VI. PLACE OF BUSINESS; REGISTERED AGENT

Section 1. The principal place of business for the Corporation shall be located at or near Blountstown, Florida, but the Corporation may establish and maintain its principal office at such other place within the State of Florida as may be determined by the Board of Directors consistent with the Act as the same is then in effect.

Section 2. The registered agent and office shall be:

James R. Brewster, Esquire
547 North Monroe Street
Suite 203, The Walker Building
Tallahassee, FL 32301

ARTICLE VII.

STOCK CERTIFICATES/RESTRICTIONS ON TRANSFER OF SHARES

Section 1. The Directors may prescribe a method for the issuance, recall and cancellation of stock certificates. If the Corporation purchases shares of stock from stockholders, each share shall be redeemed for a sum established by the Directors as set forth in the Bylaws.

Section 2. The Articles of Incorporation, the Bylaws, an agreement among shareholders, or an agreement between shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation.

ARTICLE VIII.

AFFILIATED TRANSACTIONS/INDEMNIFICATION

Section 1. No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or officer, or are Directors or officers of such other corporation, and any Director or Directors, individual or jointly, may be a party or parties, to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or is in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is a Director of such subsidiary or controlled company.

Section 2. The Corporation shall indemnify, including advancement of expenses, any and all of its Directors or officers and former Directors and officers, and any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock, or of which it is creditor against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings in which they or any of them are made parties by reason of being or having been Directors or officers of the Corporation, or of such other corporation, except in relation to matters as to which any such Director or officer, or former Director or officer or person, shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the Bylaws, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, agreement, vote of stockholders or otherwise.

ARTICLE IX.
AMENDMENT/SHAREHOLDERS VOTING AND QUORUM

Section 1. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting whereby the votes cast in favor exceed those voting in opposition, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All proposed amendments to the Articles of Incorporation shall be provided to each stockholder no less than thirty (30) days prior to the meeting of stockholders at which the amendment will be considered.

Section 2. Unless otherwise provided for a greater percentage by law or the Bylaws, a quorum at a meeting of the shareholders shall consist of one-third (1/3) of the shareholders entitled to vote.

ARTICLE X.
PROHIBITION AGAINST PREEMPTIVE RIGHTS

Unless otherwise determined by the Board of Directors, the shareholders of the Corporation shall have no preemptive right to acquire any unissued or treasury shares, or securities, regardless of type or class, of the Corporation.

ARTICLE XI. FINANCIAL STATEMENTS

Unless otherwise determined by the Board of Directors, the requirement that the Corporation furnish each of its stockholders the latest annual financial statement or report as set forth in Section 607.1620, Florida Statutes, as from time to time amended, is hereby waived by the shareholders and, accordingly, shall not apply to this Corporation. Rather the Corporation shall, within thirty (30) days of delivery of a written request of any stockholder, furnish to such stockholder a copy of the most recent annual financial statement or report of the Corporation.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation, this 16 day of Nov, 1999.

Witnessed by:

Bill Plazman
Signature

Bill Plazman
Printed Name

Signature of Officer

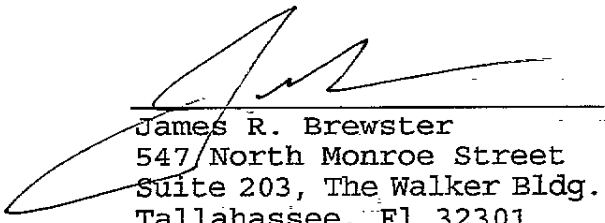
Tom Adams
Tom Adams, President
1115 Highway 71N
Blountstown, FL 32424

Tom Adams
Signature

Tom Adams
Printed Name

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, I hereby agree to act in this capacity at the place designated in the these Articles, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and my obligations of Sections 607.0501 and 607.0505, Florida Statutes.



James R. Brewster
547 North Monroe Street
Suite 203, The Walker Bldg.
Tallahassee, Fl 32301

Date: 17 November 1985

adamsfh.art

ORIGINAL

CERTIFICATE
OF UNANIMOUS APPROVAL
AND CONSENT BY SHAREHOLDERS AND DIRECTORS
TO THE SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR ADAMS FUNERAL HOME, INC.

WHEREAS, on or about March 18, 1998, Tom Adams purchased all the outstanding shares of stock of ADAMS FUNERAL HOME, INC., (hereinafter "AFH"), which has only one class of stock (i.e. common stock);

NOW, THEREFORE, pursuant to Sections 607.1001, 607.1003, 607.1006 and 607.1007, Florida Statutes, Tom Adams as the current sole director on the Board of Directors and as the current sole shareholder of AFH, hereby certifies that a joint shareholder's/ Board of Directors' meeting of the above-referenced corporation, ADAMS FUNERAL HOME, INC., (hereinafter "AFH") was held on June 17, 1998, with all shareholders and directors present as indicated via the signature of Tom Adams, President, to the SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ADAMS FUNERAL HOME, INC., a Florida for profit corporation, a true and complete copy of which is attached hereto as Exhibit "A".

The afore-said restated articles contain one or more amendments to AFH's Articles requiring stockholder approval, as set forth below:

(1) The name of the Corporation is ADAMS FUNERAL HOME, INC., (and such was not changed by the amendments to the existing Articles of AFH).

(2) The restatement contains numerous and substantial amendments to the articles as a result of Tom Adams re-acquisition of AFH, which he currently owns in its entirety; as such the sole shareholder simply revised the articles in their entirety. Accordingly, a text of the amendments would deter, and not assist, the amendment process and hence it is both easier and more informative to place side-by-side the (First) AMENDED AND RESTATED ARTICLES OF INCORPORATION and the SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION to ascertain and compare the text of the amendments.

(3) No amendment involves the exchange, reclassification or cancellation of issued shares;

(4) The amendments were adopted on June 17, 1998, via the afore-referenced second restatement.

(5) The amendments adopted via the afore-referenced second restatement were approved jointly by all the shareholders of record, which consists of only one voting group, and the Board of Directors on June 17, 1998 by unanimous vote; as such, the number of votes cast for the amendments was sufficient for approval.

(6) The restated articles set forth in Exhibit "A" supersede the original and restated Articles, as well as any and all amendments thereto.

The undersigned President and Secretary hereby certify that the foregoing is a true, correct and complete summary of the adoption of the amendments to AFH's Articles resulting in the attached SECOND RESTATED ARTICLES OF INCORPORATION OF ADAMS FUNERAL HOME, INC. See Exhibit "A", which is an exact copy of the Second Restated Articles.

Done this 16 day of Nov, 1998.



Tom Adams, President



Tim Adams, Secretary

adaminut.res