

CT CORPORATION

645933

CORPORATION(S) NAME

Beth David Memorial Gardens, Inc.

merging into: Mount Nebo Memorial Gardens, Inc.

02 JAN -3 PM 4:18  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

1/3/02

Order#: 5010923

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Ref#: \*\*\*\*\*245.00 \*\*\*\*\*245.00

File 14<sup>th</sup>

Amount: \$ 1171

02 JAN -3 PM 1:46

RECEIVED

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

BETH DAVID MEMORIAL GARDENS, INC., a Florida corporation, 669678  
BLASBERG MEMORIAL CHAPELS, INC., a Florida corporation, P93000011712  
JEWISH MEMORIAL SOCIETY, INC., a Florida corporation, P92000011858  
MOUNT NEBO OF THE PALM BEACHES MEMORIAL GARDENS, INC., a  
Florida corporation, V64887  
PALM BEACH COUNTY COMMUNITY CHAPEL, INC., a Florida corporation,  
P94000058570  
RESMAL, INC., a Florida corporation, L97963

INTO

**MOUNT NEBO MEMORIAL GARDENS, INC.**, a Florida entity, 645933.

File date: January 3, 2002

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Mount Nebo Memorial Gardens, Inc.	Florida

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Beth David Memorial Gardens, Inc.	Florida
Blasberg Memorial Chapels, Inc.	Florida
Jewish Memorial Society, Inc.	Florida
Mount Nebo of the Palm Beaches Memorial Gardens, Inc.	Florida
Palm Beach County Community Chapel, Inc.	Florida
Resmal, Inc.	Florida

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**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** January 3 2002 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)  
at 1:30 p.m. Eastern Standard Time

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 5, 2001.







The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 5, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Mount Nebo Memorial Gardens, Inc.		Laurel Langford, Secretary
Beth David Memorial Gardens, Inc.		Laurel Langford, Secretary
Blasberg Memorial Chapels, Inc.		Laurel Langford, Secretary
Jewish Memorial Society, Inc.		Laurel Langford, Secretary
Mount Nebo of the Palm Beaches Memorial Gardens, Inc.		Laurel Langford, Secretary
Palm Beach County Community Chapel, Inc.		Laurel Langford, Secretary
Resmal, Inc.		Laurel Langford, Secretary

## PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Mount Nebo Memorial Gardens, Inc.	Florida

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Beth David Memorial Gardens, Inc.	Florida
Blasberg Memorial Chapels, Inc.	Florida
Jewish Memorial Society, Inc.	Florida
Mount Nebo of the Palm Beaches Memorial Gardens, Inc.	Florida
Palm Beach County Community Chapel, Inc.	Florida
Resmal, Inc.	Florida

**Third:** The terms and conditions of the merger are as follows:

Section 1. *The Merger.* Subject to the terms and conditions of this Plan, at the Effective Time (as defined in Section 2), and in accordance with the terms and conditions of this Plan and Florida Business Corporation Act § 607.1101, the Merging Corporations shall be merged with and into Mount Nebo Memorial Gardens, Inc. ("MNMG"). At the Effective Time, the separate corporate existence of each of the Merging Corporations shall cease, and MNMG shall continue its existence as the surviving corporation under the laws of the State of Florida (the "Surviving Corporation").

Section 2. *Effective Time of the Merger.* Upon the execution of this Plan, duly executed articles of merger shall be executed by MNMG and filed with the Secretary of State for the State of Florida pursuant to Florida Business Corporation Act § 607.1105. The Merger shall become effective in accordance with the provisions of Florida Business Corporation Act § 607.1105 on January 3, 2002 at 1:30 p.m. Eastern Standard Time (the "Effective Time").

Section 3. *Effects of the Merger.* At the Effective Time of the Merger, the effects of the Merger shall occur as provided in Florida Business Corporation Act § 607.1106. Subject to, and without limiting the foregoing, the following shall also occur at the Effective Time:

(a) *Articles of Incorporation of the Surviving Corporation.* The Articles of Incorporation of MNMG, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the Florida Business Corporation Act.

(b) *By-Laws of the Surviving Corporation.* The By-Laws of MNMG, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the Florida Business Corporation Act.

(c) *Directors of Surviving Corporation.* Each person who is a director of MNMG immediately prior to the Effective Time shall continue to be a director of the Surviving Corporation from and after the Effective Time until his or her successor is duly elected or appointed, or until his or her death, resignation, or removal.

(d) *Officers of Surviving Corporation.* The officers of MNMG immediately prior to the Effective Time shall be the officers of the Surviving Corporation, and each such officer shall serve until his or her successor is elected or appointed or until his or her death, resignation, or removal.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Section 1. *Conversion of Shares.* At the Effective Time:

(a) Each common share of stock of the Merging Corporations issued and outstanding or held in treasury prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and all rights in respect thereof shall cease, and no shares of stock of the Surviving Corporation shall be issued in exchange therefor.

(b) Each common share of stock of MNMG issued and outstanding or held in treasury immediately prior to the Effective Time shall remain a share of common stock of MNMG and will retain the same rights and privileges as it had prior to the Effective Time.

(c) Each share certificate which immediately prior to the Effective Time represented an outstanding share of the Merging Corporations' common stock shall be surrendered to MNMG to be cancelled and retired.

Other provisions relating to the merger are as follows:

Section 1. *Counterparts.* This Plan may be executed in one or more counterparts, each of which shall be deemed to be an original and the same agreement.

Section 2. *Severability.* In case any provision of this Plan shall be held invalid, illegal, or unenforceable, the validity, legality and enforceability of the remaining provisions of the Plan will not in any way be affected or impaired thereby.

Section 3. *Governing Law.* This Plan shall be construed and interpreted in accordance with the laws of the State of Florida.