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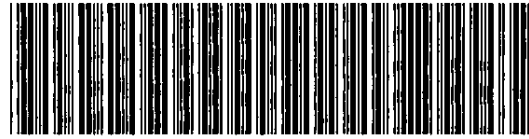
(Business Entity Name)

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FILED  
2012 AUG -6 AM 8:59  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

*Amend  
Art. c/b  
S*

*8-9-12*

KRISTI L. CHIRUMBOLO  
813.221.7159  
kchirumbolo@slk-law.com

August 3, 2012

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: **Italian Club Cemetery, Inc.**  
Articles of Amendment

Dear Sir or Madam:

Enclosed for filing, please find one original and one copy of the Articles of Amendment to the Articles of Incorporation for the Italian Club Cemetery, Inc. Also enclosed is check number 110253 in the amount of \$43.75 for payment of the filing fee and a certified copy.

Thank you in advance for your attention to this matter. Please do not hesitate to contact me if you have any questions.

Sincerely,



Kristi L. Chirumbolo

**SECOND AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**ITALIAN CLUB CEMETERY, INC**

FILED  
2012 AUG -6 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, the undersigned, for the purpose of amending and restating the Articles of Incorporation of this Corporation does hereby make, subscribe, acknowledge, and file these Amended and Restated Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of this Corporation shall be "Italian Club Cemetery, Inc."

**ARTICLE II**  
**TERM OF EXISTENCE**

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

**ARTICLE III**  
**CORPORATE PURPOSE**

The Corporation is organized and shall be operated for the following purposes:

1. To provide cemetery accommodations and to establish and maintain a fund for the perpetual care and maintenance of the cemetery which shall be known as Italian Club Cemetery;
2. To solicit and accept gifts of property or money, to receive and administer funds or other property for the purchase, care and maintenance of the cemetery;
3. To promote the mission of the Italian Club of Tampa, Inc.; and
4. Any other purpose permitted by these Articles, its Bylaws or law.

**ARTICLE IV**  
**REGISTERED AGENT AND OFFICE**

The registered agent of this Corporation shall be: Ronald Christaldi. The street address of the registered agent of this Corporation shall be: 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

**ARTICLE V**  
**PRINCIPAL OFFICE**

The mailing address of the Corporation and the street address of the initial principal office of this Corporation shall be: 1731 East Seventh Avenue, Tampa, Florida 33605.

**ARTICLE VI**  
**USE OF CEMETERY**

1. Grave spaces in the Italian Club Cemetery shall be available to any person, subject to these Articles, its Bylaws and the policies of this Corporation.
2. Receipt of a grave space in the Italian Club Cemetery shall be upon acceptance of application therefor, in such form and under such regulations as may be prescribed by the by-laws and policies of this Corporation.
3. No grave spaces shall be resold, transferred, conveyed, leased, assigned, or offered as security, provided that such restrictions shall not apply to the Corporation.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

There shall be a Board of Directors for this Corporation which shall consist of not less than five (5) directors. The business affairs of the Corporation shall be managed by the Board of Directors subject to these Articles of Incorporation and the Bylaws. The President and the Secretary of the Italian Club of Tampa, Inc., or the President's and Secretary's designees, respectively, shall be ex officio voting members of the Board of Directors of the Corporation. The method of election of other Directors shall be stated in the Bylaws; provided that all Directors must be members in good standing of the Italian Club of Tampa, Inc.

**ARTICLE VIII**  
**MEMBERSHIP**

Notwithstanding any other provision in these Articles or in the Bylaws to the contrary, the sole member of the corporation shall be the Italian Club of Tampa, Inc., which shall have such powers as set forth in these Articles, the Bylaws and pursuant to the Florida Not For Profit Corporation Act, including the power to:

1. Recommend the adoption, change, amendment or repeal by the Corporation's Directors of these Articles of Incorporation, the Bylaws of the Corporation, the Corporation's investment policies and the Corporation's mission and philosophy statement, all of which shall be subject to the approval of the Italian Club of Tampa, Inc.
2. Approve, disapprove or recommend the annual operating and capital budget of the Corporation and non-budgeted expenditures in excess of \$5,000 per expenditure or \$15,000 in the aggregate annually.
3. Approve, disapprove or recommend the selection of a qualified audit firm of the Corporation.
4. Approve or disapprove the transfer, sale, lease or disposition of any asset of the Corporation in excess of Ten Thousand Dollars (\$10,000.00) or any real property.
5. Approve or disapprove the conferring of any lien or security interest in any real property assets of the Corporation.
6. Approve or disapprove all donations or charitable contributions by the Corporation to third parties in excess of five hundred dollars (\$500.00) for any individual contribution and twenty five hundred dollars (\$2,500.00) for all contributions in the aggregate annually.
7. The appointment or election of any Director or officer of the Corporation shall be subject to the approval of the Italian Club of Tampa, Inc. (as set forth in the Bylaws); which may later remove any such Director or officer of the Corporation if such officer or director engages in an act of moral turpitude, breaches his or her fiduciary duty to the Corporation or otherwise acts in a way that is not in the best interest of, or fails to pursue the mission of, the Corporation or the Italian Club of Tampa, Inc. upon vote of three-fourths (3/4) of the Directors of the Italian Club of Tampa, Inc.
8. The dissolution of the Corporation or the sale of all or substantially all of the assets of the Corporation shall be subject to the approval by two-thirds (2/3) vote of both the Board of Directors of the Company and the Italian Club of Tampa, Inc.
9. Recognizing the need to coordinate fundraising, soliciting of contributions in an amount above five hundred dollars (\$500) outside the membership of the Italian Club of Tampa, Inc. shall be coordinated through and subject to the approval of the Italian Club of Tampa, Inc.
10. Approve or disapprove or recommend the pricing of all crypts, burial plots or other interment sales at the cemetery.

**ARTICLE IX**  
**BY-LAWS**

1. The Board of Directors of this Corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time; subject to rights of the members as set forth in these Articles of Incorporation.
2. Subject to these Articles of Incorporation and the powers of the Italian Club of Tampa, Inc. as set forth herein, upon proper notice, the by-laws may be amended, altered or rescinded by a majority

vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

**ARTICLE X**  
**AMENDMENTS**

Subject to the powers of the Italian Club of Tampa, Inc. as set forth herein, these Articles of Incorporation may be amended at a regular special meeting of the Board of Directors at which a quorum is present, by a two-thirds vote of those present; provided that the provisions of Article XIII hereof shall not be amended without the unanimous vote of the Board of Directors of the Corporation and the Board of Directors of the Italian Club of Tampa, Inc.

**ARTICLE XI**  
**CORPORATE POWERS**

In addition to the powers set forth in these Articles of Incorporation, this Corporation shall have all of the powers now or hereafter granted to corporations not for profit by the laws of the State of Florida.

**ARTICLE XII**  
**SHARES OF STOCK, DIVIDENDS PROHIBITED AND DISTRIBUTIONS**

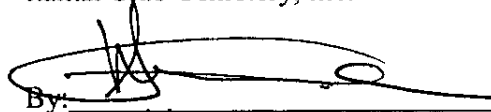
This Corporation shall not have or issue shares of stock. No dividends shall be paid, and no part of the income of the Corporation or any other asset of the Corporation shall be distributed to its members, directors or officers, except, the Corporation may pay reasonable compensation for services rendered as provided by the Bylaws.

**ARTICLE XIII**  
**DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon dissolution or final liquidation, this Corporation shall make distribution with the permission of the member to any other entity for one or more exempt purposes, or with the permission of the member to any governmental agency, for a public purpose as directed by the Court having jurisdiction thereof, to be used in such manner as in the judgment of the Court will best accomplish the general purposes for which the dissolved Corporation was organized. No such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

IN WITNESS WHEREOF, the Corporation adopted these Articles of Incorporation this 30<sup>th</sup>  
day of JULY, 2012.

Italian Club Cemetery, Inc.

By:   
SAM MANNA, its President

This document prepared by:

Ronald A. Christaldi  
Shumaker, Loop & Kendrick, LLP  
101 East Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602  
(813) 229-7600

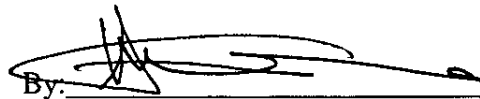
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA,**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

Italian Club Cemetery, Inc. hereby designates Ronald A. Christaldi, located at 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, as its agent to accept service of process within Florida.

Dated this 30<sup>th</sup> day of July, 2012.

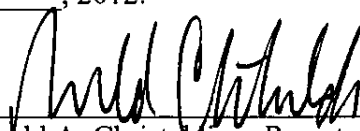
Italian Club Cemetery, Inc.

By:   
\_\_\_\_\_, its President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 3<sup>rd</sup> day of August, 2012.

  
\_\_\_\_\_  
Ronald A. Christaldi, as Registered Agent