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Division of Corporations

Page 1 of 1

F09000003828

Florida Department of State
Division of Corporations
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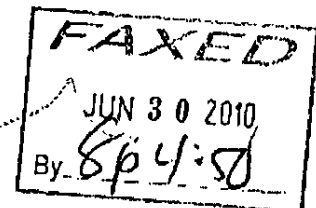
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Email Address: _____

** Please keep June 30th File Date **

MERGER OR SHARE EXCHANGE
Carriage Florida Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$148.75



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JUL - 1 2010

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Jul. 01 2010 11:41AM P2/9
1/001 Fax Server



July 1, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CARRIAGE FLORIDA HOLDINGS, INC.
3040 POST OAK BLVD., SUITE 300
HOUSTON, TX 77056

SUBJECT: CARRIAGE FLORIDA HOLDINGS, INC.
REF: F09000003828

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

We have located a Delaware corporation on our records with the same name as the surviving corporation, if this is the same one, please change the file number on the merger to F09000003828.

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 (850) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H10000152401
Letter Number: 610A00016108

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2010 JUL -1 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
of
CYPRESS FUNERAL GROUP, INC., FULLER FUNERAL SERVICES, INC., AND
FULLER-MILLER FUNERAL SERVICES, INC.,
with and into
CARRIAGE FLORIDA HOLDINGS, INC.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>File Number</u>
Carriage Florida Holdings, Inc.	Delaware	F09000003828

2. The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>File Number</u>
Fuller Funeral Services, Inc.	Florida	P96000016383
Cypress Funeral Group, Inc.	Florida	P08000047384
Fuller-Miller Funeral Services, Inc.	Florida	P98000066577

3. A Plan and Agreement of Merger (the "*Plan of Merger*"), by and among the constituent entities is attached hereto as Exhibit A.
4. The merger is to become effective on June 30, 2010.
5. The Plan of Merger was adopted by the shareholders of the surviving corporation on June 30, 2010.
6. The Plan of Merger was adopted by the shareholders of each of the merging corporations on June 30, 2010.

- Signature Page(s) Follow -

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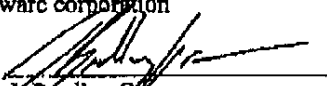
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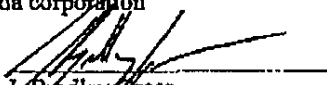
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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the
30th day of June, 2010.

CARRIAGE FLORIDA HOLDINGS, INC.,
a Delaware corporation

By: 
Name: J. Bradley Green
Title: Executive Vice President

CYPRESS FUNERAL GROUP, INC.,
a Florida corporation

By: 
Name: J. Bradley Green
Title: Executive Vice President

FULLER FUNERAL SERVICES, INC.,
a Florida corporation

By: 
Name: J. Bradley Green
Title: Executive Vice President

FULLER-MILLER FUNERAL SERVICES, INC.,
a Florida corporation

By: 
Name: J. Bradley Green
Title: Executive Vice President

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Exhibit A

Plan and Agreement of Merger

See attached.

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PLAN AND AGREEMENT OF MERGER
of
CYPRESS FUNERAL GROUP, INC., FULLER FUNERAL SERVICES, INC., AND
FULLER-MILLER FUNERAL SERVICES, INC.,
with and into
CARRIAGE FLORIDA HOLDINGS, INC.

Effective as of the Effective Date (as defined below) and pursuant to the provisions of the Florida Business Corporation Act, including, without limitation, Section 607.1101 thereof (the "FBCA") and the Delaware General Corporation Law (the "DGCL"), this Plan and Agreement of Merger (this "Agreement") is entered into by and among CYPRESS FUNERAL GROUP, INC., a Florida corporation ("Cypress"), FULLER FUNERAL SERVICES, INC., a Florida corporation ("Fuller"), and FULLER-MILLER FUNERAL SERVICES, INC., a Florida corporation ("Fuller-Miller"), and collectively with Cypress and Fuller, the "Merging Entities", on the one hand, and CARRIAGE FLORIDA HOLDINGS, INC., a Delaware corporation ("Carriage Florida").

RECITALS

WHEREAS, Carriage Funeral Holdings, Inc., a Delaware corporation (the "Carriage Shareholder"), is the sole shareholder of Carriage Florida;

WHEREAS, the Carriage Shareholder, is the sole shareholder of each of the Merging Entities;

WHEREAS, the Board of Directors of Carriage Florida deems it advisable and to the advantage, welfare and best interests of Carriage Florida to merge the Merging Entities with and into Carriage Florida pursuant to the provisions of the FBCA and the DGCL upon the terms and conditions set forth herein (the "Merger"); and

WHEREAS, the respective Boards of Directors of the Merging Entities deem it advisable and to the advantage, welfare and best interests of each of the Merging Entities to merge the Merging Entities with and into Carriage Florida pursuant to the provisions of the FBCA and the DGCL upon the terms and conditions set forth herein.

NOW THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the Merger and the terms and conditions thereof and the mode of carrying the same into effect are hereby determined and agreed upon as set forth in this Agreement.

AGREEMENT

1.01 Parties to the Merger. The parties to the Merger are as follows:

Name	Address	State of Formation	Governing Law	File Number
Carriage Florida Holdings, Inc.	3040 Post Oak Blvd, Ste 300 Houston, Texas 77056	Delaware	Delaware	F09000003828
Fuller Funeral Services, Inc.	1625 Pine Ridge Rd.	Florida	Florida	P96000016383

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	Naples, FR 34109			
Cypress Funeral Group, Inc.	1625 Pine Ridge Rd. Naples, FR 34109	Florida	Florida	P08000047384
Puller-Miller Funeral Services, Inc.	1625 Pine Ridge Rd. Naples, FR 34109	Florida	Florida	P98000066577

There are no other parties to the Merger, and no new entity will be created in the Merger by the terms of this Agreement or otherwise.

1.02 Approval. The respective Boards of Directors of each of the Merging Entities and of Carriage Florida and the Carriage Shareholder have each approved the Merger by written consent.

1.03 The Merger. Upon the terms and subject to the conditions set forth in this Agreement, each of the Merging Entities shall be merged with and into Carriage Florida to be effective on June 30, 2010 (the "**Effective Date**"). As of the Effective Date, the separate existence of each of the Merging Entities shall cease, and Carriage Florida shall continue to exist as the surviving entity and shall succeed to and assume all the rights, liabilities and obligations of each of the Merging Entities in accordance with the FBCA and the DGCL. Carriage Florida, as the surviving entity, will be responsible for, and obligated to pay, all applicable taxes and fees of each of the Merging Entities if the same are not timely paid.

1.04. Certificates of Merger. The parties shall file a Certificate of Merger with the Secretary of State of Delaware and Articles of Merger with the Secretary of State of Florida executed in accordance with the relevant provisions of the DGCL and the FBCA, and shall make all other filings or recordings required under the DGCL and the FBCA.

1.05 Effects of the Merger. The Merger shall have the effects set forth in the FBCA and the DGCL.

1.06 Certificate of Incorporation, Bylaws, Directors & Officers.

(a) The Certificate of Incorporation of Carriage Florida as in force and effect as of the Effective Date shall continue to be the Certificate of Incorporation of Carriage Florida until thereafter changed or amended as provided therein or by applicable law.

(b) The Bylaws of Carriage Florida as in force and effect as of the Effective Date shall continue to be the Bylaws of Carriage Florida until thereafter changed or amended as provided therein or by applicable law.

(c) The directors of Carriage Florida as of the Effective Date shall continue to be the directors of Carriage Florida until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

(d) The officers of Carriage Florida as of the Effective Date shall continue to be the officers of Carriage Florida until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

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1.07 Copy of the Agreement. An executed copy of this Agreement will be kept on file at the offices of Carriage Florida, the surviving corporation, located at 3040 Post Oak Blvd, Ste 300, Houston, Texas 77056. A copy of the Agreement will be furnished by Carriage Florida, on written request and without cost, to the Carriage Shareholder and to any creditor or obligee of the Merging Entities or Carriage Florida at the time of the Merger if such obligation is then outstanding.

1.08 Effect on Capital Stock. As of the Effective Date, by virtue of the Merger and without any action on the part of the Carriage Shareholder, all of the shares of each of Cypress, Fuller, and Fuller-Miller issued to the Carriage Shareholder and all shares of each of Cypress, Fuller, and Fuller-Miller stock, if any, that are owned as treasury stock as of the Effective Date shall be canceled and retired and shall cease to exist and no stock of Carriage Florida or other consideration shall be delivered in exchange therefore.

1.09. Implementation of the Merger. The parties hereto agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and the State of Florida and elsewhere to effectuate the Merger. The officers of each of the parties are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put in effect the Merger or any of the provisions of this Agreement.

- Signature Page(s) Follow -

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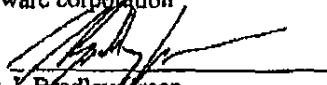
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IN WITNESS WHEREOF, the parties have executed this Agreement to be effective as of the Effective Date.


CARRIAGE FLORIDA

CARRIAGE FLORIDA HOLDINGS, INC.,
a Delaware corporation

By: 
Name: J. Bradley Green
Title: Executive Vice President

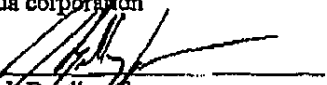
CYPRESS

CYPRESS FUNERAL GROUP, INC.,
a Florida corporation

By: 
Name: J. Bradley Green
Title: Executive Vice President

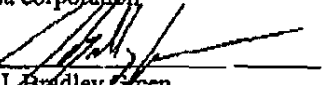
FULLER

FULLER FUNERAL SERVICES, INC.,
a Florida corporation

By: 
Name: J. Bradley Green
Title: Executive Vice President

FULLER-MILLER

FULLER-MILLER FUNERAL SERVICES, INC.,
a Florida corporation

By: 
Name: J. Bradley Green
Title: Executive Vice President

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