

F55076

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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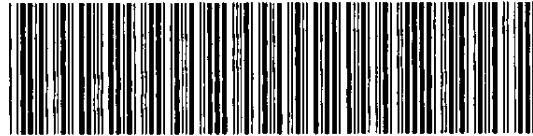
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EFFECTIVE DATE

06-30-10

RECEIVED

10 JUN 23 PM 4:19

OFFICE OF REGISTRATIONS
TALLAHASSEE, FLORIDA

FILED

10 JUN 23 PM 4:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Meigs
C. COULLETTE

JUN 24 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 426086 4324348

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 70.00

ORDER DATE : June 23, 2010

ORDER TIME : 3:14 PM

ORDER NO. : 426086-005

CUSTOMER NO: 4324348

[Handwritten in a circle: P/S file 1st]

ARTICLES OF MERGER

NAPLES MEMORIAL GARDENS, INC.

INTO

SECURITY TRUST PLANS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Security Trust Plans, Inc.</u>	<u>Florida</u>	<u>F55076</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Naples Memorial Gardens, Inc.</u>	<u>Florida</u>	<u>V31984</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

EFFECTIVE DATE
06-30-10

10 JUN 23 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 6 / 30 / 10 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 06/01/2010 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 06/01/2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Security Trust Plans, Inc.

CR

Curtis G. Briggs, Vice President

Naples-Memorial

Ch

Curtis G. Briggs, Vice President

Gardens, Inc.

[illegible][illegible][illegible]

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Security Trust Plans, Inc.

Florida

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

Naples Memorial Gardens, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each common share of the stock of the subsidiary corporation issued and outstanding prior to the effective date of the merger 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 parent corporation shall be issued in exchange therefor.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The Articles of Incorporation of the parent corporation, as in effect immediately prior to the effective date of the merger, shall be the Articles of Incorporation of the parent corporation until altered or amended in accordance with the provisions thereof and with Florida Statutes.

The By-Laws of the parent corporation, as in effect immediately prior to the effective date of the merger, shall be the By-Laws of the parent corporation until altered, amended or repealed in accordance with the provisions thereof and with Florida Statutes.

Each of the officers and directors of the parent corporation holding office immediately prior to the effective date of the merger, shall continue to be an officer and director from and after the effective date of the merger until his or her successor is duly elected or appointed, or until his or her death, resignation, or removal.

All of the property, rights, privileges, powers and franchises of the subsidiary corporation shall upon the effectiveness of the merger be vested in and held and enjoyed by the parent corporation fully and entirely and without change or diminution as the same were theretofore held and enjoyed by the subsidiary corporation and the parent corporation shall thereupon assume all of the obligations of the subsidiary corporation.

The merger shall be effective on June 30, 2010 at 11:58 p.m. Central Standard Time.