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LAW OFFICES OF
FRANK A. BAKER AND DOUGLAS WADE MERCER
4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.
*BOARD CERTIFIED CIVIL TRIAL
*BOARD CERTIFIED BUSINESS LITIGATION
*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

TELEPHONE
850-526-3633

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850-526-2714

DOUGLAS WADE MERCER, ESQ.

February 19, 2001

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-02/21/01--01082--007
****293.75 ****125.00

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Williams Funeral Home of Graceville, L.L.C. and Designation of Registered Agent

Dear Sir/Madam:

Enclosed is my check in the amount of \$293.75, the original and one copy of the Articles of Organization of Williams Funeral Home of Graceville, L.L.C. and Designation of Registered Agent. Please file the Articles and return a copy to me in the enclosed self-addressed, tamped envelope.

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker/sb

FRANK A. BAKER, ESQ.

FAB:sb/secstate.ltr

Enclosures (as stated above)

FILED
IN F&S
PM 5:00
SEC. OF STATE
TALLAHASSEE, FL

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OK

**ARTICLES OF ORGANIZATION
OF WILLIAMS FUNERAL HOME OF GRACEVILLE, L.L.C.
AND DESIGNATION OF REGISTERED AGENT**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be WILLIAMS FUNERAL HOME OF GRACEVILLE, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address of the principal office of the company shall be P.O. Box 337, Graceville, FL, 32440. The street address of the principal office of the company shall be 5283 Brown Street, Graceville, FL, 32440.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Frank A. Baker, whose address is 4431 Lafayette Street, Marianna, FL, 32446..

Having been named as registered agent and to accept service of process for the above-stated limited liability company 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Frank A. Baker, Registered Agent

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property, as follows: Thomas Wade Williams and his wife, Joan H. Williams, P.O.

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FEB 21 PM 5:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

Box 337, Graceville, FL, 32440, in the amount of \$200.00; and Frank A. Baker, 4431 Lafayette Street, Marianna, FL, 32446, in the amount of \$100.00; for a total capital contribution of \$300.00.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or otherwise in accordance with a written agreement between the Members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company and in the Members' Agreement, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent. Any assignment or transfer of a member's interest shall be subject to these articles and to any and all regulations or member's agreement in existence at the time of the transfer.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member or manager, unless unanimously agreed by the remaining or surviving members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

The names and address of the initial members of the company are: Thomas Wade Williams and his wife, Joan H. Williams, as tenants by the entireties, P.O. Box 337, Graceville, FL, 32440, in the amount of \$200.00; and Frank A. Baker, 4431 Lafayette Street, Marianna, FL, 32446

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Marianna, Florida, this February 19, 2001.



Frank A. Baker

FILED
FEB 20 2001
PM 5:00
CLERK OF SUPERIOR COURT
MARIANNA, FLORIDA

STATE OF FLORIDA:
COUNTY OF JACKSON:

THE FOREGOING INSTRUMENT was acknowledged before me this February 19,
2001, by Frank A. Baker, who is personally known to me and who did take an oath.

Sheryl L. Branning

Notary Public

My Commission Expires:

"OFFICIAL SEAL"



Sheryl L. Branning
My Commission Expires 11/7/03
Commission # CC 883816

fb\williamsfuneral.art

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01 FEB 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA