

L02000030609

(Requestor's Name)

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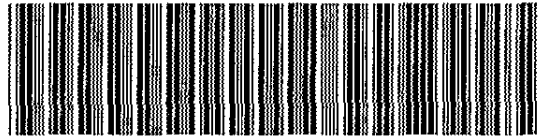
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02 DEC 18 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE

02 DEC 18 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
RECEIVED  
12/21/02  
ACTIVE DATE

B/K



ACCOUNT NO. : 072100000032

REFERENCE : 863108 4324348

AUTHORIZATION

COST LIMIT : \$ 90.00

*Patricia Pigato*

EFFECTIVE DATE  
12/18/02  
02 DEC 18 PM 3 16  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 18, 2002

ORDER TIME : 2:46 PM

ORDER NO. : 863108-010

CUSTOMER NO: 4324348

CUSTOMER: Judy Marshall, Legal Assistant  
Service Corporation Intl.  
1929 Allen Parkway

Houston, TX 770190548

ARTICLES OF MERGER

FOUNTAINHEAD MEMORIAL PARK,  
INC.

INTO

FOUNTAINHEAD MEMORIAL PARK,  
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: \_\_\_\_\_

EFFECTIVE DATE  
12/31/02

FILED

02 DEC 18 PM 3:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FOUNTAINHEAD MEMORIAL PARK, INC. (285892), A FLORIDA  
CORPORATION

INTO

**FOUNTAINHEAD MEMORIAL PARK, LLC**, a Florida entity, L02000030609

File date: December 18, 2002, effective December 31, 2002

Corporate Specialist: Buck Kohr

Account number: 072100000032      Amount charged: 90.00

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

EFFECTIVE DATE  
~~02 DEC 18~~  
**FILED**  
 02 DEC 18  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Fountainhead Memorial Park, Inc.	Florida	Corporation
1929 Allen Parkway		
Houston, Texas 77019		
Florida Document/Registration Number: 285892		FEI Number: 59-1088279
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Fountainhead Memorial Park, LLC	Florida	Limited Liability
1929 Allen Parkway		
Houston, Texas 77019		

Florida Document/Registration Number: L)@ L02000030609 FEI Number:

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE, FLORIDA  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

[illegible]

(Attach additional sheet(s) if necessary)

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1103 and 608.4381 of the Florida Statutes, is being submitted in accordance with Section 607.1108 and 608.438 of the Florida Statutes.

**FIRST:** The exact name and jurisdiction of the **merging** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fountainhead Memorial Park, LLC	Florida

**SECOND:** The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fountainhead Memorial Park, LLC	Florida

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

Fountainhead Memorial Park, LLC, a Florida limited liability company, is the owner of all of the issued and outstanding capital stock of Fountainhead Memorial Park, Inc., a Florida corporation. Fountainhead Memorial Park, LLC and Fountainhead Memorial Park, Inc. hereby merge pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Florida Limited Liability Company Act.

The separate existence of Fountainhead Memorial Park, Inc. shall cease at the effective time and date of the merger, and Fountainhead Memorial Park, LLC shall continue its existence as the surviving entity pursuant to the provisions of the Florida Limited Liability Company Act.

The articles of organization and operating agreement of Fountainhead Memorial Park, LLC, as now in force and effect, shall continue to be the articles of organization and operating agreement of Fountainhead Memorial Park, LLC until amended and changed pursuant to the provisions of the laws of the Florida Limited Liability Company Act.

The title of all real estate and personal tangible and intangible property or any interest therein, owned by Fountainhead Memorial Park, Inc. shall be vested in Fountainhead Memorial Park, LLC and Fountainhead Memorial Park, LLC shall be responsible and liable for all the liabilities and obligations of Fountainhead Memorial Park, Inc.

**FOURTH:** The issued shares of Fountainhead Memorial Park, Inc. shall not be converted or exchanged in any manner inasmuch as Fountainhead Memorial Park, LLC presently owns directly all of the outstanding shares of said corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective

time and date thereof. Each of the issued shares of Fountainhead Memorial Park, Inc. shall be surrendered and extinguished upon the effective time and date of the merger in the State of Florida.

**FIFTH:** The management of Fountainhead Memorial Park, LLC is vested in one manager. The name and business address of such manager is as follows:

<u>Name</u>	<u>Business Address</u>
Timothy J. Claiborne	4114 Sunbeam Road, #101 Jacksonville, Florida 32257

**SIXTH:** The effective time and date of the merger provided for herein shall be at 11:59 p.m. December 31, 2002.

IN WITNESS WHEREOF, this Plan of Merger is hereby signed upon behalf of each of the parties thereto.

Dated: December 12, 2002.

FOUNTAINHEAD MEMORIAL PARK, LLC,  
a Florida limited liability company

By: \_\_\_\_\_

Timothy J. Claiborne,  
Manager

FOUNTAINHEAD MEMORIAL PARK, INC.,  
a Florida corporation

By: \_\_\_\_\_

Timothy J. Claiborne,  
Vice President

FILED  
DEC 18 PM 3:16  
CLERK OF THE STATE  
JACKSONVILLE, FLORIDA  
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12/31/02