

L07955

ARTICLES OF MERGER Merger Sheet

MERGING: -----

BREVARD MEMORIAL PARK ASSOCIATION, INC., a Florida corporation,
document number 198834

FLORIDA MEMORIAL CEMETERY, INC., a Florida corporation, document
number 210992

FORT MYERS MEMORIAL GARDENS, INC., a Florida corporation, document
number 176731

GULF PINES MEMORIAL PARK, INC., a Florida corporation, document number
219933

MANASOTA MEMORIAL PARK, INC., a Florida corporation, document number
018131

MANSSION MEMORIAL PARK, INC., a Florida corporation, document number
185134

SUNSET MEMORY GARDENS, INC., a Florida corporation, document number
305469

INTO

GIBRALTAR MAUSOLEUM OF FLORIDA, INC., a Florida corporation, L07955

File date: December 23, 1996 , effective December 31, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 280.00

L 07935

11 HAYS STREET
TALLAHASSEE, FL 32301-2600
904-222-9171
904-222-0393 FAX



ACCOUNT NO. : 072100000032
REFERENCE : 196704 4324348
AUTHORIZATION : Patricia P
COST LIMIT : \$ 280.00

FILED
96 DEC 23 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 20, 1996
ORDER TIME : 5:34 PM
ORDER NO. : 196704-005
CUSTOMER NO: 4324348

EFFECTIVE DATE
12/31/96

CUSTOMER: Lisa M. Newburn, Legal Asst 100002035881--7
Service Corporation Intl.
1929 Allen Parkway
Houston, TX 770190548

ARTICLES OF MERGER

SEE NOTES

INTO

GIBRALTAR MAUSOLEUM OF
FLORIDA, INC.

RECEIVED
96 DEC 23 AM 10:29
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Victoria L. Perez
EXAMINER'S INITIALS: _____

Mesgh
CRG
12-23

ARTICLES OF MERGER

OF

**BREVARD MEMORIAL PARK ASSOCIATION, INC.,
FLORIDA MEMORIAL CEMETERY, INC.,
FORT MYERS MEMORIAL GARDENS, INC.,
GULF PINES MEMORIAL PARK, INC.,
MANASOTA MEMORIAL PARK, INC.,
MANSION MEMORIAL PARK, INC.,
AND
SUNSET MEMORY GARDENS, INC.**

INTO

GIBRALTAR MAUSOLEUM OF FLORIDA, INC.

FILED
96 DEC 23 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12/31/96

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Brevard Memorial Park Association, Inc., Florida Memorial Cemetery, Inc., Fort Myers Memorial Gardens, Inc., Gulf Pines Memorial Park, Inc., Manasota Memorial Park, Inc., Mansion Memorial Park, Inc. and Sunset Memory Gardens, Inc. (the "non-surviving corporations") with and into Gibraltar Mausoleum of Florida, Inc., as approved and adopted by written consent of the shareholders of the non-surviving corporations entitled to vote thereon given on December 15, 1996, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Gibraltar Mausoleum of Florida, Inc., entitled to vote thereon given on December 15, 1996, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

2. Gibraltar Mausoleum of Florida, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The effective time and date of the merger herein provided for shall be 9:00 a.m. on December 31, 1996.

Executed on December 15, 1996.

BREVARD MEMORIAL PARK ASSOCIATION, INC.

By: Joan B. Goff
Joan B. Goff, Treasurer

FLORIDA MEMORIAL CEMETERY, INC.,

By: Joan B. Goff
Joan B. Goff, Treasurer

FORT MYERS MEMORIAL GARDENS, INC.,

By: Joan B. Goff
Joan B. Goff, Treasurer

GULF PINES MEMORIAL PARK, INC.,

By: Joan B. Goff
Joan B. Goff, Treasurer

MANASOTA MEMORIAL PARK, INC.,

By: Joan B. Goff
Joan B. Goff, Treasurer

MANSION MEMORIAL PARK, INC.,

By: Joan B. Goff
Joan B. Goff, Treasurer

SUNSET MEMORY GARDENS, INC.

By: Joan B. Goff
Joan B. Goff, Treasurer

GIBRALTAR MAUSOLEUM OF FLORIDA, INC.

By: Joan B. Goff
Joan B. Goff, Treasurer

PLAN OF MERGER adopted for Brevard Memorial Park Association, Inc., Florida Memorial Cemetery, Inc., Fort Myers Memorial Gardens, Inc., Gulf Pines Memorial Park, Inc., Manasota Memorial Park, Inc., Mansion Memorial Park, Inc. and Sunset Memory Gardens, Inc., all business corporations organized under the laws of the State of Florida, by resolution of each of their Board of Directors on December 15, 1996, and adopted for Gibraltar Mausoleum of Florida, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 15, 1996. The names of the corporations planning to merge are Brevard Memorial Park Association, Inc., Florida Memorial Cemetery, Inc., Fort Myers Memorial Gardens, Inc., Gulf Pines Memorial Park, Inc., Manasota Memorial Park, Inc., Mansion Memorial Park, Inc. and Sunset Memory Gardens, Inc. (collectively, the "non-surviving corporations"), all business corporations organized under the laws of the State of Florida, and Gibraltar Mausoleum of Florida, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which the non-surviving corporations plan to merge is Gibraltar Mausoleum of Florida, Inc.

1. The non-surviving corporations and Gibraltar Mausoleum of Florida, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Gibraltar Mausoleum of Florida, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of the non-surviving corporations, shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The issued shares of the non-surviving corporations shall not be converted and exchanged in any manner but each said share which is issued as of the effective time and date of the merger shall be surrendered and extinguished. The issued shares of the surviving corporation shall not be converted and exchanged in any manner, but each said share which is

- issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporations and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporations and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporations and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporations and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.