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**EXAMINER**

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2010 OCT 29 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**Of**

**All Faiths Memorial Park, Inc.  
Bay Area Crematory, Inc.  
Florida Hills Memorial Gardens, Inc.  
Glen Haven Memorial Park, Inc.  
Good Shepherd Memorial Gardens, Inc.  
Highland Memory Gardens, Inc.  
Memorial Sunset Park, Inc.  
Turner Crematory, Inc.  
Woodlawn Memory Gardens, Inc.**

**(all Florida corporations)**

**with and into**

**CHAPEL HILL CEMETERY, LLC  
(a Florida limited liability company)**

Pursuant to Fla. Stat. § 607.1108, the undersigned as the Surviving LLC in a merger, hereby submits the following information:

1. The names of the constituent entities and the state under the laws of which each is organized are:

<u>Name</u>	<u>State of Incorporation</u>
All Faiths Memorial Park, Inc.	Florida
Bay Area Crematory, Inc.	Florida
Florida Hills Memorial Gardens, Inc.	Florida
Glen Haven Memorial Park, Inc.	Florida
Good Shepherd Memorial Gardens, Inc.	Florida
Highland Memory Gardens, Inc.	Florida
Memorial Sunset Park, Inc.	Florida
Turner Crematory, Inc.	Florida
Woodlawn Memory Gardens, Inc.	Florida
<b>(the "Merging Entities")</b>	
 Chapel Hill Cemetery, LLC	 Florida
<b>("CH" or the "Surviving LLC")</b>	

2. The laws of Florida permit such merger, and the merger is in compliance with said laws.

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3. The name of the Surviving LLC is **Chapel Hill Cemetery, LLC** ("CH") whose name shall be changed to **S.E. Cemeteries of Florida, LLC** as set forth in the attached Plan and Agreement of Merger. The Surviving LLC is to be governed by the laws of the State of Florida.

4. The shareholders or members, as applicable, of the Merging Entities are as follows:

a. Bay Area Crematory, Inc., Turner Crematory, Inc., Good Shepherd Memorial Gardens, Inc., and Florida Hills Memorial Gardens, Inc. are all wholly owned subsidiaries of Cemetery Management, Inc. ("CMI"), a Florida corporation.

b. Woodlawn Memory Gardens, Inc. is a wholly owned subsidiary of Garden of Memories, LLC ("GOM"), Florida entity. GOM is a wholly owned subsidiary of CMI.

c. All Faiths Memorial Park, Inc. is a wholly owned subsidiary of Baldwin-Fairchild Funeral Homes, LLC ("BFH"), a Florida entity. BFH is a wholly owned subsidiary of CMI.

d. Highland Memory Gardens, Inc. is a wholly owned subsidiary of Glen Haven Memorial Gardens, Inc. who is a wholly owned subsidiary of the Surviving LLC. The Surviving LLC is a wholly owned subsidiary of CMI.

e. Memorial Sunset Park, Inc. is a wholly owned subsidiary of Woodlawn Park Cemetery Company ("WP"). WP is a wholly owned subsidiary of CMI.

The board of directors and shareholders or members, as applicable, of CMI, BFH, GOM, CH, WP and the Merging Entities have adopted the attached Plan and Agreement of Merger by unanimous consent dated October 25, 2010. CMI, BFH, GOM, CH, WP and the Merging Entities waive all notice and mailing requirements required under Florida law.

5. Conversion of Shares. The manner and basis of converting the shares of stock of each corporation into shares, obligations, or other securities of the Surviving LLC shall be as follows:

(a) The issued and outstanding shares of stock of the Merging Entities shall be canceled in consideration of the assumption by the Surviving LLC of all of the assets and liabilities of the Merging Entities.

(b) All of the outstanding membership interest in CH as of the Effective Date shall continue to represent the membership interest in Surviving LLC and shall be unaffected by the Merger.

6. The merger shall be effective as of October 31, 2010 at 11:59 p.m. C.S.T.

Dated this 25th day of October, 2010.

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

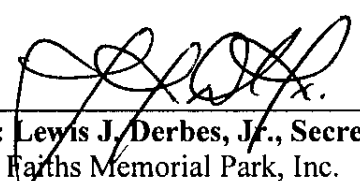
  
**Michael G. Hymel, Vice President of**  
All Faiths Memorial Park, Inc.  
Baldwin-Fairchild Funeral Homes, LLC  
Bay Area Crematory, Inc.  
Cemetery Management, Inc.  
Chapel Hill Cemetery, LLC  
Florida Hills Memorial Gardens, Inc.  
Garden of Memories, LLC  
Glen Haven Memorial Park, Inc.  
Good Shepherd Memorial Gardens, Inc.  
Highland Memory Gardens, Inc.  
Memorial Sunset Park, Inc.  
Turner Crematory, Inc.  
Woodlawn Memory Gardens, Inc.  
Woodlawn Park Cemetery Company

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### CERTIFICATE

I, Lewis J. Derbes, Jr., do hereby certify that the above mentioned and attached Plan and Agreement of Merger was adopted by the unanimous written consent of the Board of Directors and shareholders or members, as applicable, of CMI, BFH, GOM, CH, WP and the Merging Entities, dated October 25, 2010.

  
By: **Lewis J. Derbes, Jr., Secretary for**  
All Faiths Memorial Park, Inc.  
Baldwin-Fairchild Funeral Homes, LLC  
Bay Area Crematory, Inc.  
Cemetery Management, Inc.  
Chapel Hill Cemetery, LLC  
Florida Hills Memorial Gardens, Inc.  
Garden of Memories, LLC  
Glen Haven Memorial Park, Inc.  
Good Shepherd Memorial Gardens, Inc.  
Highland Memory Gardens, Inc.  
Memorial Sunset Park, Inc.  
Turner Crematory, Inc.

Woodlawn Memory Gardens, Inc.  
Woodlawn Park Cemetery Company

**ACKNOWLEDGMENT**

STATE OF LOUISIANA  
PARISH OF JEFFERSON

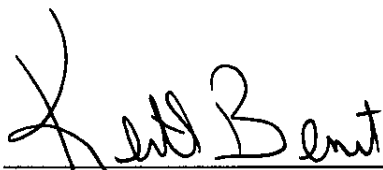
On this 25th day of October, 2010, before me, personally came and appeared, Michael G. Hymel, Vice President of Bay Area Crematory, Inc., Turner Crematory, Inc., Glen Haven Memorial Park, Inc., Memorial Sunset Park, Inc., Highland Memory Gardens, Inc., Florida Hills Memorial Gardens, Inc., Good Shepherd Memorial Gardens, Inc., Woodlawn Memory Gardens, Inc., All Faiths Memorial Park, Inc., Chapel Hill Cemetery, LLC, Garden of Memories, LLC, Baldwin-Fairchild Funeral Homes, LLC, Woodlawn Park Cemetery Company, and Cemetery Management, Inc., who being duly sworn, did depose and say that he is the Vice President of said entities, that the entities described in the foregoing instrument have taken the described action therein as their free act and deed, and he signs his name hereto by order of the Board of Directors of the said entities.

By: 

Michael G. Hymel, Vice President of  
All Faiths Memorial Park, Inc.  
Baldwin-Fairchild Funeral Homes, LLC  
Bay Area Crematory, Inc.  
Cemetery Management, Inc.  
Chapel Hill Cemetery, LLC  
Florida Hills Memorial Gardens, Inc.  
Garden of Memories, LLC  
Glen Haven Memorial Park, Inc.  
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Turner Crematory, Inc.  
Woodlawn Memory Gardens, Inc.  
Woodlawn Park Cemetery Company

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TALLAHASSEE, FLORIDA

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NOTARY PUBLIC

**KEITH M. BENIT**  
NOTARY PUBLIC  
STATE OF LOUISIANA  
BAR ROLL NUMBER 24021  
COMMISSION EXPIRES AT DEATH

**PLAN AND AGREEMENT OF MERGER**

of

**All Faiths Memorial Park, Inc.  
Bay Area Crematory, Inc.  
Florida Hills Memorial Gardens, Inc.  
Glen Haven Memorial Park, Inc.  
Good Shepherd Memorial Gardens, Inc.  
Highland Memory Gardens, Inc.  
Memorial Sunset Park, Inc.  
Turner Crematory, Inc.  
Woodlawn Memory Gardens, Inc.**

**(all Florida corporations)**

**with and into**

**CHAPEL HILL CEMETERY, LLC  
(a Florida limited liability company)**

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TALLAHASSEE, FLORIDA

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This Plan and Agreement of Merger (this "Agreement"), dated as of October 25 2010, is made and entered into by and between Bay Area Crematory, Inc., Turner Crematory, Inc. Glen Haven Memorial Park, Inc., Memorial Sunset Park, Inc., Highland Memory Gardens, Inc., Florida Hills Memorial Gardens, Inc., Good Shepherd Memorial Gardens, Inc., Woodlawn Memory Gardens, Inc., All Faiths Memorial Park, Inc. (hereafter the "Merging Entities"), and Chapel Hill Cemetery, LLC ("CH"), all of which are Florida entities.

**WHEREAS**, the parties hereto wish to provide for the merger of the Merging Entities with and into CH (the "Merger") pursuant to which CH will be the surviving LLC (the "Surviving LLC"), all on the terms and conditions contained therein.

**NOW, THEREFORE**, in consideration of the premises and the mutual agreements hereinafter expressed, and subject to the satisfaction or waiver of the conditions hereof, the parties hereto agree as follows:

1. Merger and Effect of Merger:

(a) The constituent corporations of the Merger are the Merging Entities and Chapel Hill Cemetery, LLC ("CH"), all of which are Florida entities.

(b) The shareholders of the Merging Entities are as follows:

a. Bay Area Crematory, Inc., Turner Crematory, Inc., Good Shepherd Memorial Gardens, Inc., and Florida Hills Memorial Gardens, Inc. are all wholly owned subsidiaries of Cemetery Management, Inc. ("CMI"), a Florida corporation.

b. Woodlawn Memory Gardens, Inc. is a wholly owned subsidiary of Garden of Memories, LLC ("GOM"), Florida entity. GOM is a wholly owned subsidiary of CMI.

c. All Faiths Memorial Park, Inc. is a wholly owned subsidiary of Baldwin-Fairchild Funeral Homes, LLC ("BFH"), a Florida entity. BFH is a wholly owned subsidiary of CMI.

d. Highland Memory Gardens, Inc. is a wholly owned subsidiary of Glen Haven Memorial Gardens, Inc. who is a wholly owned subsidiary of the Surviving LLC. The Surviving LLC is a wholly owned subsidiary of CMI.

e. Memorial Sunset Park, Inc. is a wholly owned subsidiary of Woodlawn Park Cemetery Company ("WP"). WP is a wholly owned subsidiary of CMI.

The board of directors and shareholders or members, as applicable, of CMI, BFH, GOM, CH, WP and the Merging Entities have adopted the attached Plan and Agreement of Merger by unanimous consent dated October 25, 2010. CMI, BFH, GOM, CH, WP and the Merging Entities waive all notice and mailing requirements required under Florida law.

(c) At the Effective Date (defined hereinbelow), the Merging Entities shall be merged with and into CH and the separate corporate existence of the Merging Entities shall thereupon cease. CH shall be the Surviving LLC in the Merger, and CH with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

(d) The Surviving LLC shall succeed to all of the rights, privileges, powers and franchises of a public as well as of a private nature of the Merging Entities and CH, all of the properties and assets of the Merging Entities and CH and all of the debts, causes in action and other interests due or belonging to the Merging Entities and CH, and shall be subject to, and responsible for, all of the debts, liabilities and duties of the Merging Entities and CH.

(e) If, at any time after the Effective Date, the Surviving LLC shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving LLC its right, title or interest in, to or under any of the rights, properties or assets of the Merging Entities and CH acquired or to be acquired by the Surviving LLC as a result of, or in connection with, the Merger or to otherwise carry out this Agreement, the officers and directors of the Surviving LLC shall and will be authorized to execute and deliver, in the name and on behalf of the parties hereto or otherwise, all such deeds,

bills of sale, assignments and assurances and to take and do, in the name and on behalf of the parties hereto or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving LLC or to otherwise carry out this Agreement.

2. Amendment to Articles of Organization of Chapel Hill Cemetery, LLC

(a) The Articles of Organization and Bylaws of the Surviving LLC as existing and constituted immediately prior to the Effective Date shall be and constitute the Articles of Organization and Bylaws of the Surviving LLC except that the entity's name, Chapel Hill Cemetery, LLC, shall be changed to **S.E. Cemeteries of Florida, LLC**.

(b) The members and the officers of the Surviving LLC immediately prior to the Effective Date shall be and constitute the members and the officers, respectively, of the Surviving LLC.

3. Conversion of Shares. The manner and basis of converting the shares of stock of each corporation into shares, obligations, or other securities of the Surviving LLC shall be as follows:

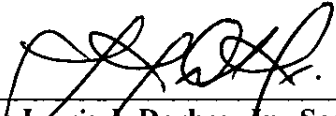
(a) The issued and outstanding shares of stock of the Merging Entities shall be canceled in consideration of the assumption by the Surviving LLC of all of the assets and liabilities of the Merging Entities.

(b) All of the outstanding membership interest in CH as of the Effective Date shall continue to represent the membership interest in the Surviving LLC and shall be unaffected by the Merger.

4. Effective Date. The merger shall be effective as of October 31, 2010 at 11:59 p.m. C.S.T.



**IN WITNESS WHEREOF**, the Merging Entities, Chapel Hill Cemetery, LLC, Garden of Memories, LLC, Baldwin-Fairchild Funeral Homes, LLC, Cemetery Management, Inc. and Woodlawn Park Cemetery Company have duly executed this Agreement as of the date first above written.

  
By: **Lewis J. Derbes, Jr., Secretary for**  
All Faiths Memorial Park, Inc.  
Baldwin-Fairchild Funeral Homes, LLC  
Bay Area Crematory, Inc.  
Cemetery Management, Inc.  
Chapel Hill Cemetery, LLC  
Florida Hills Memorial Gardens, Inc.  
Garden of Memories, LLC  
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