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Division of Corporations
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MERGER OR SHARE EXCHANGE
Charlotte Funeral Services, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$50.00

RECEIVED

13 JAN 31 AM 8:02

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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13 JAN 31 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Charlotte Funeral Services, LLC (Document No. L11000141265)

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Becky Diller, Corporate Paralegal

Contact Person

Quarles & Brady LLP

Firm/Company

101 E. Kennedy Boulevard, Suite 3400

Address

Tampa, FL 33062-5195

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Becky Diller

at (

813

387-0279

Name of Contact Person

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**CERTIFICATE OF MERGER
OF
SELECT CEMETERY PARTNERS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY
WITH AND INTO
CHARLOTTE FUNERAL SERVICES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida limited liability companies, in accordance with section 608.4382, Florida Statutes.

I.

The merging party is SELECT CEMETERY PARTNERS, LLC, a Florida limited liability company (the "Merging Entity"), whose document number is L11000141264, and whose principal place of business is located at 50 Mahogany Drive, Naples, Florida 34108.

II.

The surviving party is CHARLOTTE FUNERAL SERVICES, LLC, a Florida limited liability company (the "Surviving Entity"), whose document number is L11000141265, and whose principal place of business is located at 9400 Indian Springs Road, Punta Gorda, Florida 33950.

III.

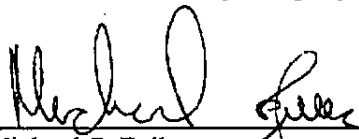
The Agreement and Plan of Merger attached hereto as Exhibit A was duly approved by both the sole manager and sole member of the Merging Entity, and the sole manager and sole member of the Surviving Entity, in accordance with the applicable provisions of Chapter 608, Florida Statutes.

IV.


Pursuant to the Agreement and Plan of Merger, the merger shall be effective as of the date this Certificate of Merger is filed with the Corporation Division of the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger, this 30 day of January, 2013.

SELECT CEMETERY PARTNERS, LLC,
a Florida limited liability company

By: 
Michael S. Fuller, as sole manager and
sole member

CHARLOTTE FUNERAL SERVICES, LLC,
a Florida limited liability company

By: 
Michael S. Fuller, as sole manager and
sole member

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Exhibit A

**AGREEMENT AND PLAN OF MERGER
OF
SELECT CEMETERY PARTNERS, LLC
WITH AND INTO
CHARLOTTE FUNERAL SERVICES, LLC**

This Agreement and Plan of Merger ("Agreement") is made pursuant to the relevant provisions of the Florida Limited Liability Company Act as of this 30 day of January, 2013, between CHARLOTTE FUNERAL SERVICES, LLC, a Florida limited liability company, whose address is 9400 Indian Springs Road, Punta Gorda, Florida 33950 (the "Surviving Entity"), and SELECT CEMETERY PARTNERS, LLC, a Florida limited liability company, whose address is 50 Mahogany Drive, Naples, Florida 34108 (the "Merging Entity").

RECITALS

WHEREAS, the sole manager and sole member of the Surviving Entity and the sole manager and sole member of the Merging Entity have waived notice of special meetings of the respective companies as permitted by Florida law in order to review this Plan of Merger and consider whether it is in the best interest of the respective companies; and

WHEREAS, the sole manager and sole member of the Surviving Entity deems it desirable and in the best interests of Surviving Entity to enter into and approve this Agreement; and

WHEREAS, the sole manager and sole member of the Surviving Entity has approved this Agreement and Plan of Merger as of the Effective Time (as hereinafter defined), as evidenced by execution of this Agreement and the unanimous written consent filed in the minutes of the Surviving Entity; and

WHEREAS, the sole manager and sole member of the Merging Entity deems it desirable and in the best interests of the Merging Entity to enter into and approve this Agreement; and

WHEREAS, the sole manager and sole member of the Merging Entity has approved this Agreement and Plan of Merger as of the Effective Time, as evidenced by execution of this Agreement and the unanimous written consent filed in the minutes of the Merging Entity.

NOW, THEREFORE, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, the Surviving Entity and the Merging Entity hereby agree as follows:

1. **Merger of the Companies.**

In accordance with and pursuant to Sections 608.438 through 608.4383 of the Florida Limited Liability Company Act, the Merging Entity shall be merged with and into the Surviving Entity. The parties agree to prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the membership units of the Merging Entity into membership units or other securities of the Surviving Entity as hereinafter set forth.

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2. **Units to be Merged.**

(a) The total number of membership units which the Merging Entity is authorized to issue is One Hundred (100) membership units. One Hundred Percent (100%) of the authorized units are issued and outstanding.

(b) The total number of membership units which the Surviving Entity is authorized to issue is One Hundred (100) membership units. One Hundred Percent (100%) of the authorized units are issued and outstanding.

(c) The identity of members and their relative percentage ownership of the Surviving Entity and the Merging Entity prior to the merger are as follows.

SURVIVING ENTITY

<u>Member</u>	<u>Number of Units</u>	<u>Percentage</u>
Michael S. Fuller	100	100%

MERGING ENTITY

<u>Member</u>	<u>Number of Units</u>	<u>Percentage</u>
Michael S. Fuller	100	100%

3. **Method of Converting Units.**

The manner and basis of converting the outstanding interests of each company into interests of the Surviving Entity are as follows:

(a) At the Effective Time of the merger, each issued and outstanding membership interest of the Merging Entity shall, without any action on the part of the holder thereof, be cancelled and no membership interests of the Surviving Entity or other consideration shall be issued in exchange therefor.

(b) At the Effective Time of the merger, the issued and outstanding membership interest of the Surviving Entity shall not be affected by the merger.

4. **Rights to Acquire Interests.**

The Merging Entity has no right to acquire any outstanding membership interests of the Surviving Entity.

5. **Surviving Entity.**

At the Effective Time of the merger, the separate corporate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed, without other transfer, to all the rights and property of the Merging Entity, and shall be subject to all the debts and liabilities of the Merging Entity in the same manner as if the Surviving Entity had itself incurred them. All rights

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of creditors and all liens on the property of each constituent company shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

6. **Merger Permitted Under the Laws of Florida.**

This merger is permitted under the relevant provisions of the Florida Limited Liability Company Act.

7. **Name of Surviving Entity.**

The Surviving Entity shall be "CHARLOTTE FUNERAL SERVICES, LLC."

8. **Effective Time of Merger.**

The Effective Time of the merger shall be the date of filing of the Certificate of Merger with the Corporation Division of the Florida Department of State (the "Effective Time").

9. **Principal Office.**

The principal office of the Surviving Entity shall remain 9400 Indian Springs Road, Punta Gorda, FL 33950 following this merger.

10. **Name and Address of the Manager.**

Management of the Surviving Entity shall be vested in a manager. The name and address of the Manager following the merger shall be:

<u>Manager</u>	<u>Address</u>
Michael S. Fuller	50 Mahogany Drive Naples, FL 34108

11. **Distributions Prior to Merger.**

Until this Agreement of Merger becomes effective or is abandoned, neither company may make distributions to its members.

12. **Extraordinary Transactions.**

Neither company shall, prior to the Effective Time, engage in any activity nor transaction other than in the ordinary course of business, except as contemplated by this Agreement.

13. **Submission to Members: Effective Time.**

This Agreement has been submitted to the respective managers and members of the companies in the manner provided under applicable Florida law. Any statutory or other notice requirements are hereby waived by the members and managers. The signatures of the undersigned managers and members of each such company representing 100% of the members

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of the respective companies are in favor of the adoption of this Agreement, and this Agreement shall become effective on the date set forth above.

14. **Abandonment of Merger.**

At any time prior to the approval of this Plan of Merger by the Surviving Entity and/or the Merging Entity, and at any time prior to the filing of the Certificate of Merger with the Florida Department of State, the planned merger may be abandoned, subject to any contractual rights, by either the Surviving Entity or the Merging Entity upon an affirmative vote of a majority of either company's manager without further action by either company's members.

15. **Articles of Organization.**

The Articles of Organization following the merger shall be the Articles of Organization of the Surviving Entity as filed in Florida, and no changes are necessitated by the contemplated merger.

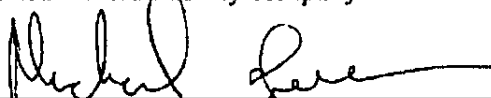
16. **Operating Agreement.**

The Operating Agreement following the merger shall be the Operating Agreement for the Surviving Entity and no changes are necessitated by the contemplated merger.

IN WITNESS WHEREOF, the undersigned, constituting the sole manager and sole member of the Surviving Entity and the sole manager and sole member of the Merging Entity, have executed this Agreement on the day and year first above written.

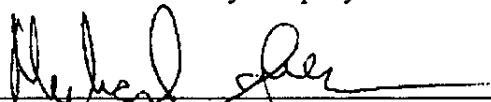
SURVIVING ENTITY:

CHARLOTTE FUNERAL SERVICES, LLC,
a Florida limited liability company

By: 
Michael S. Fuller, sole manager and sole member

MERGING ENTITY:

SELECT CEMETERY PARTNERS, LLC,
a Florida limited liability company

By: 
Michael S. Fuller, sole manager and sole member