

L1400019107C

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

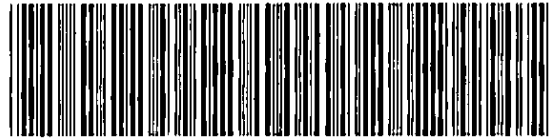
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

will wait

Office Use Only



300314362613

06/12/18--01007--002 **50.00

S TALLENT
JUN 12 2018

Menger

FILED
18 JUN 12 AM 9:28
2018 JUN 12 AM 8:52
MASSACHUSETTS
RECEIVED
MASSACHUSETTS
RECEIVED

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: OCI Funeral Services of Florida, LLC
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Kim O'Neal
Contact Person
Gray Robinson P.A.
Firm/Company
301 S. Bronough St., Ste. 600
Address
Tallahassee, FL 32301
City, State and Zip Code
kim.oneal@gray-robinson.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kim O'Neal at 850, 556-5830
Name of Contact Person Area Code 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

ARTICLES OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY

The following Articles of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s. 605.1025, Florida Statutes:

First: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Remembrance Services of Florida, LLC	Florida	Limited liability company L050000 37598
SCI Funeral Services of Florida, LLC	Florida	Limited liability company L14000 191070

Second: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SCI Funeral Services of Florida, LLC	Florida	Limited liability company

Third: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss. 605.1021 - 605.1026; and by each member of such limited liability company who as a result of the merger will have interest holder's liability under s. 605.1023(1)(b).

Fourth: This entity exists before the merger and is a domestic filing entity.

Fifth: This entity agrees to pay any members with appraisal rights the amount to which members are entitled under ss. 605.1006 and 605.1061 - 605.1072, Florida Statutes.

Sixth: The delayed effective date of the merger shall be **June 12, 2018 at 9:20 am EDT**.

Seventh: The Plan of Merger is attached hereto as Exhibit A. The Plan of Merger was adopted by, the surviving party and the merging party.

[Signature Page Follows]

FILED
18 JUN 12 AM 9:20
CLERK OF CIRCUIT COURT
JULIA HASSER

[Signature Page to Articles of Merger]

The undersigned hereby affirm that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Remembrance Services of Florida, LLC,
a Florida limited liability company

By: Michael Triesch
Name: Michael Triesch
Title: Vice President

SCI Funeral Services of Florida, LLC,
a Florida limited liability company

By: Michael Triesch
Name: Michael Triesch
Title: Vice President

Exhibit A

Plan of Merger

The following plan of merger (this "Plan of Merger") is hereby adopted and submitted in compliance with Section 605.1022, Florida Statutes.

First: The name, jurisdiction of formation, and type of entity of each merging entity are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Remembrance Services of Florida, LLC	Florida	Limited liability company
SCI Funeral Services of Florida, LLC	Florida	Limited liability company

Second: The name, jurisdiction of formation, and type of entity of the surviving entity in the merger is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
SCI Funeral Services of Florida, LLC	Florida	Limited liability company

Third: The terms and conditions of the merger are as follows:

(a) As a result of the merger and at the effective time of the merger (the "Effective Time") as set forth in the articles of merger (the "Articles of Merger") filed with the Florida Department of State, Division of Corporations ("DOS"), the separate corporate existence of Remembrance Services of Florida, LLC, a Florida limited liability company (the "Disappearing Entity"), will cease and SCI Funeral Services of Florida, LLC, a Florida limited liability company (the "Surviving Entity"), will continue to survive the merger as the surviving entity. As a result of the merger, the Surviving Entity will succeed to and assume, by operation of law, all the rights and obligations of the Disappearing Entity.

(b) The articles of organization of the Surviving Entity in effect as of the Effective Time shall continue to be the articles of organization of the Surviving Entity until altered, amended or repealed.

(c) At the Effective Time, the effect of the merger shall be as provided in the applicable provisions of Florida Revised Limited Liability Company Act (as amended from time to time, the "LLC Act"), including without limitation the provisions of Section 605.1026 of the LLC Act, which are incorporated herein by reference.

Fourth: The manner and basis of converting the ownership interests of each entity into ownership interests, obligations, or other equity securities of the Surviving Entity or any other entity or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire ownership interests of each entity into rights to acquire ownership interests, obligations, or other equity securities of the Surviving Entity or any other entity or, in whole or in part, into cash or other property are as follows:

(a) The ownership interests of the Surviving Entity that are issued and outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled, retired and extinguished without any conversion thereof, and no payment will be made with respect thereto.

(b) Each ownership interest of the Disappearing Entity that is issued and outstanding immediately prior to the Effective Time (as a percentage of the total issued and outstanding ownership interests of the

Disappearing Entity immediately prior to the Effective Time) shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled, retired, extinguished and converted into an equivalent percentage of ownership interests of the Surviving Entity.

Fifth: This Plan of Merger may be amended, modified or supplemented, in whole or in part, at any time prior to the Effective Time with the written consent of the Disappearing Entity and the Surviving Entity.

Sixth: This Plan of Merger may be abandoned at any time prior to the Effective Time by filing with the DOS a statement of abandonment, duly executed by the Disappearing Entity and the Surviving Entity. Such statement of abandonment must contain the name of the Disappearing Entity and the Surviving Entity, the date on which the Articles of Merger were delivered to the DOS for filing, and a statement that the merger has been abandoned in accordance with Section 605.1024 of the LLC Act.

* * * * *