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MERGER OR SHARE EXCHANGE

BECKMAN-WILLIAMSON, L.L.C.

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ARTICLES OF MERGER

of

BECKMAN WILLIAMSON FUNERAL HOME
(a Florida general partnership)

and

BECKMAN - WILLIAMSON, L.L.C.
(a Florida limited liability company)

into

BECKMAN - WILLIAMSON, L.L.C.
(a Florida limited liability company)98 OCT 26 PM 4:42
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DIVISION OF CORPORATIONS

Pursuant to the provisions of Sections 620.8905 and 620.8908 of the Revised Uniform Partnership Act and Section 608.438 of the Florida Limited Liability Company Act, the undersigned business entities, BECKMAN WILLIAMSON FUNERAL HOME, a Florida general partnership, and BECKMAN - WILLIAMSON, L.L.C., a Florida limited liability company, hereby adopt the following Articles of Merger for the purpose of merging them into one of the business entities:

1. The names of the undersigned business entities and the states under the laws of which they are organized are:

Name of Business EntityState of Organization

BECKMAN WILLIAMSON FUNERAL HOME G92063000009 Florida

BECKMAN - WILLIAMSON, L.L.C.

Florida

BECKMAN - WILLIAMSON, L.L.C. is the surviving entity.

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2. The laws of the state under which the constituent business entities are organized permit this merger.

3. The name of the surviving entity is BECKMAN - WILLIAMSON, L.L.C., and it is to be governed by the laws of the State of Florida.

This document was prepared by:
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4. The Plan of Merger attached hereto as Exhibit "A" and incorporated by reference was approved by the Partners of BALDWIN WILLIAMSON FUNERAL HOME in the manner prescribed by the Florida Revised Uniform Partnership Act and by the Members of BALDWIN - WILLIAMSON, L.L.C. in the manner prescribed by the Florida Limited Liability Company Act.

5. This merger shall be effective upon the filing of these Articles of Merger with the Florida Secretary of State.

Dated this 15TH day of October, 1998.

BECKMAN WILLIAMSON FUNERAL HOME,
a Florida general partnership

By: Oliver W. Follweiler III
OLIVER W. FOLLWEILER, III, Partner

BECKMAN - WILLIAMSON, L.L.C.,
a Florida limited liability company

By: Charles A. Sikes
CHARLES A. SIKES, Member

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EXHIBIT "A"

98 OCT 26 PM 4:42

SECRETARY OF STATE
DIVISION OF CORPORATIONS**PLAN OF MERGER**

of

BECKMAN WILLIAMSON FUNERAL HOME
(a Florida general partnership)

and

BECKMAN - WILLIAMSON, L.L.C.
(a Florida limited liability company)

into

BECKMAN - WILLIAMSON, L.L.C.
(a Florida limited liability company)

This **PLAN OF MERGER** adopted by and for **BECKMAN WILLIAMSON FUNERAL HOME**, a general partnership organized under the laws of the State of Florida, by unanimous written approval of its Partners dated October 15th, 1998, and **BECKMAN - WILLIAMSON, L.L.C.**, a limited liability company organized under the laws of the State of Florida, by written action of its Members, dated October 15th, 1998.

The names of the business entities planning to merge are **BECKMAN WILLIAMSON FUNERAL HOME** ("BWFH"), a Florida general partnership, and **BECKMAN - WILLIAMSON, L.L.C.** ("BWLLC"), a Florida limited liability company.

The surviving business entity shall be **BECKMAN - WILLIAMSON, L.L.C.** and its name shall remain **BECKMAN - WILLIAMSON, L.L.C.**

1. The address of BWFH is 101 North Brevard Avenue, Cocoa Beach, Florida 32931; its place of organization is the State of Florida; and its governing law is the Florida Revised Uniform Partnership Act, as amended from time to time. The address of BWLLC is 101 North Brevard Avenue, Cocoa Beach, Florida 32931; its place of organization is the State of Florida; and its governing law is the Florida Limited Liability Company Act, as amended from time to time.

2. BWFH shall be merged into BWLLC, pursuant to the provisions of the laws of the State of Florida. BWLLC shall be the surviving business entity when the merger becomes effective, and shall sometimes be hereinafter referred to as the "surviving business entity". BWLLC shall continue to exist as said surviving business entity under its present name pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of BWFH, which is sometimes hereinafter referred to as the "non-surviving business entity", shall cease to exist when the merger becomes effective, in accordance with the laws of the State of Florida.

3. The Articles of Organization of the surviving business entity when the merger becomes effective shall be the Articles of Organization of said surviving business entity and said Articles of Organization shall continue in full force and effect until amended and changed in the

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manner prescribed by the provisions of the Florida Limited Liability Company Act.

4. The present Regulations and Operating Agreement, if any, of the surviving business entity will be the Regulations and Operating Agreement of said surviving business entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the Florida Limited Liability Company Act.

5. The manner and basis of converting the interests of the BWFH and BWLLC into interests in the surviving business entity is as follows:

(a) After the merger, each Partner's interest in BWFH shall be converted into an interest in the surviving business entity which is proportionate to the number of Members of the surviving business entity. After the merger, each Member's interest in BWLLC shall be converted into an interest in the surviving business entity which is proportionate to the number of Members of the surviving business entity.

(b) Prior to the merger, there are three Partners of BWFH and one Member of BWLLC. After the merger, there will be four Members of the surviving business entity and each Member of the surviving business entity will own an equal one-fourth (1/4th) interest in the surviving business entity.

6. In that the merger of the non-surviving business entity with and into the surviving business entity shall have been duly authorized in compliance with the Florida Revised Uniform Partnership Act, and the Plan of Merger having been approved by the members of the surviving business entity in the manner prescribed by the Florida Limited Liability Company Act, the non-surviving business entity and the surviving business entity hereby stipulate that they will cause to be executed, 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.

7. The Partners of the non-surviving business entity and the Members of the surviving business entity, 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.

8. The merger shall be effective upon the filing of Articles of Merger with the Florida Secretary of State.

ARTICLES OF MERGER
Merger Sheet

MERGING:

BECKMAN WILLIAMSON FUNERAL HOME

,

INTO

BECKMAN-WILLIAMSON, L.L.C., a Florida corporation, L98000002384

File date: October 26, 1998

Corporate Specialist: Tammi Cline