

MI0000001929

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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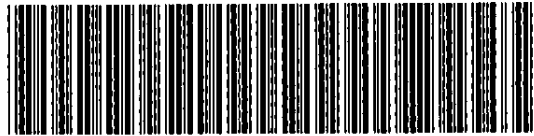
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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10 APR 27 PM 1:37

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR

APR 28 2010

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 27 PM 2:01



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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10 APR 29 AM 10:40

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 27 PM 2:01

April 27, 2010

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: FPG FLORIDA, LLC
Ref. Number: W10000020430

We have received your document for FPG FLORIDA, LLC and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

Because the addition of the words "FLORIDA" or "OF FLORIDA" at the end of a name does not constitute a significant difference, the name "FPG FLORIDA, LLC" is too similar to the name of an existing Florida corporation -- FPG, INC. (Document Number P01000118849).,

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a foreign limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations. Therefore, the limited liability company must select an alternate name for use in the state of Florida. Also, please note that adding "of Florida" or "Florida" to the end of the name is not acceptable.

Please insert the alternate name in the space provided on the application form. You must also attach a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

The alternate name must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable limited liability company suffixes in Florida: "Limited Company," "L.C.," and "LC."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call

(850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 010A00010389

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 27 PM 2:01



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 362281 4306193
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 155.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 27 PM 2 01

ORDER DATE : April 26, 2010

ORDER TIME : 4:31 PM

ORDER NO. : 362281-030

CUSTOMER NO: 4306193

RESUBMIT
Please give original
submission date as file date.

FOREIGN FILINGS

NAME: FPG FLORIDA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. FPG Florida, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")
Foundation Partners of Florida, LLC
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 27-2429941
(FBI number, if applicable)
4. April 26, 2010
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 400 North Ashley Drive, Suite 1900
Tampa, Florida 33602
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:
Foundation Partners Group, LLC
400 North Ashley Drive, Suite 1900
Tampa, Florida 33602
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: _____
Acquisition, ownership and operation of funeral home assets

X

Stephen M. Shaffer
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Stephen M. Shaffer

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 27 PM 2:01

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

FPG Florida, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

BY: 

(Signature)

**Sue G. Knight
as its agent**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

CONSENT OF SOLE MEMBER
OF
FPG FLORIDA, LLC

The undersigned, being the sole member of FPG Florida, LLC, a Delaware limited liability company (the "**Company**"), does hereby consent and agree to the adoption of the following recitals and resolutions as permitted pursuant to the provisions the Delaware Limited Liability Company Act:

WHEREAS, the Company desires to qualify to transact business in the State of Florida, but the true name of the Company is not available in such state for use by the Company at this time; and

WHEREAS, in order to qualify to transact business on the State of Florida, the Company will be required to use an assumed/fictitious name in that state; and

WHEREAS, the Company desires to adopt the assumed/fictitious name "Foundation Partners of Florida, LLC" for use in the State of Florida.

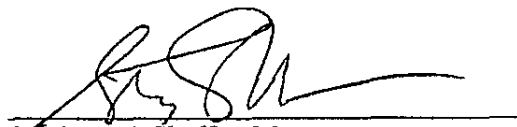
NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts the assumed/fictitious name "Foundation Partners of Florida, LLC" for use in the State of Florida..

FURTHER RESOLVED, that Stephen M. Shaffer, acting as the authorized person on behalf of the Company, is hereby authorized and directed to take all steps and do all acts and things, including the execution and delivery of documents, as are or may be necessary or appropriate to effectuate the purposes and intents of the foregoing recitals and resolution.

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has executed this written consent on and as of the 28th day of April, 2010.

FOUNDATION PARTNERS GROUP, LLC

By: _____


Stephen M. Shaffer, Manager

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FPG FLORIDA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF APRIL, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FPG FLORIDA, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2010.

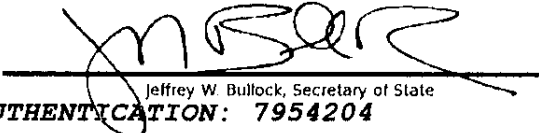
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4815889 8300

100423061

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7954204

DATE: 04-26-10