

NID 20000009785

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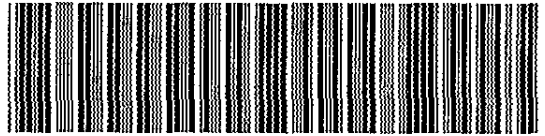
(Business Entity Name)

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DIVISION OF CORPORATIONS

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December 20, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

SMP II, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

ARTICLES OF INCORPORATION

OF

SMP II, INC.

A Florida corporation not for profit

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TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this corporation is: SMP II, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The purpose of SMP II, Inc. shall be solely to engage in the ownership and operation of a cemetery for the burial of human bodies.

ARTICLE 4

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address and mailing address of the principal office of the corporation is c/o Bethune Cookman College, 640 Mary McLeod Bethune Blvd., Daytona Beach, FL 32114. The name and address of the initial registered agent of the corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

ARTICLE 5

MEMBERSHIP

The Corporation shall have members in accordance with the procedures and guidelines provided for in the Bylaws.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is three (3) and the name and address of each person who is to serve as a member thereof are as follows:

Dr. Oswald P. Bronson, Sr.
640 Mary McLeod Bethune Blvd.
Daytona Beach, FL 32114

E. Dean Montgomery
640 Mary McLeod Bethune Blvd.
Daytona Beach, FL 32114

Kiritkumar B. Patel
640 Mary McLeod Bethune Blvd.
Daytona Beach, FL 32114

The number of directors may be changed from time to time by the by-laws but shall never be less than three.

ARTICLE 7

NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE 8

DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as cemetery organizations under Section 501(c)(13) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), as the Board of Directors shall determine.

ARTICLE 9

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Dr. Oswald P. Bronson, Sr.
640 Mary McLeod Bethune Blvd.
Daytona Beach, FL 32114


ARTICLE 10

AMENDMENTS TO ARTICLES OF INCORPORATION

These articles may be amended from time to time as necessary, by a majority vote of the board of directors.

ARTICLE 11

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 17th day of December, 2002.



Dr. Oswald P. Bronson, Sr., Incorporator

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, SMP II, Inc. hereby designates Palmetto Charter Services, Inc., 150 Magnolia Avenue, Daytona Beach, Florida 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.


SMP II, INC.


Dr. Oswald P. Bronson, Sr., Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of SMP II, Inc. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.


By: Scott W. Cichon
Its: Vice President