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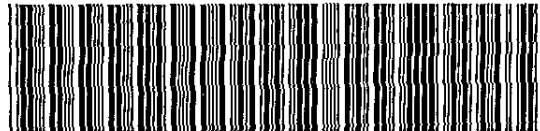
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Certificates of Status \_\_\_\_\_

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05 JUN 23 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

V-T-A 6/23/05

LAW OFFICES  
OF  
BRUCE M. SMITH, P.A.

June 20, 2005

POST OFFICE BOX 450  
GAINESVILLE, FLORIDA 32602  
(352) 377-5085  
FAX (352) 375-3215

Florida Department of State  
Attention: Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Oddfellow Cemetery, Inc.  
New Filing Fee, Certified Copy and  
Request for Certificate of Status

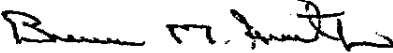
Dear Sir or Madam:

Please find attached hereto an original and one (1) copy of the Articles of Incorporation for Oddfellow Cemetery, Inc., (a new not for profit corporation) and money order number 6350839 in the amount of \$87.50 which is the new filing fee (\$70.00), a certified copy (\$8.75) and the certificate of status (\$8.75) for the above referenced new not for profit corporation.

Please return any and all documents and the certificate of status to: Bruce M. Smith, Esquire, Post Office Box 450, Gainesville, Florida 32602.

If you have any questions, concerns or need additional information to process this matter, please feel free to contact me at (352) 377-5085. Thank you.

Sincerely,

  
Bruce M. Smith

BMS:es

Enclosures as noted above

ARTICLES OF INCORPORATION  
OF  
ODDFELLOW CEMETERY, INC.

FILED  
05 JUN 23 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A NOT FOR PROFIT FLORIDA CORPORATION

The undersigned incorporators hereby forms a corporation under Chapter 617 of the Laws of the State of Florida.

ARTICLE I

The name of the corporation is ODDFELLOW CEMETERY, INC.  
The address of the principal office of this corporation shall be 14236 S. E. 45th Place, Starke, Florida 32091, and the mailing address of the corporation shall be the same.

ARTICLE II

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation with the Office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III

This corporation is organized exclusively for religious, charitable and educational purposes within the meaning of §501 (c) (3) of the Internal Revenue Code, as amended. This corporation shall have all powers granted generally, including, but not limited to, the following:

A. The purpose of Oddfellow Cemetery is to provide burial plots. Some of the plots have already been acquired for family members and additional plots are available. The fees received for the plots will be used to purchase additional land for plots.

B. To receive, maintain, and accept as assets of the Corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational and scientific purposes within the meaning of Section §501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise, or purchase of an such property shall be received or made and accepted if it is conditioned or limited in such a manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than a "charitable purpose" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended;

C. To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Florida Not For Profit Corporation Code;

D. To exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitations as to its amount or value

and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or other-wise dispose of such property and the income principal proceeds of such proceeds for any of the purposes set forth herein; and

E. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### ARTICLE IV

The street address of the initial registered office of the corporation shall be 14236 S. E. 45th Place, Starke, Florida 32091, and the name of the initial registered agent of the corporation at that address is Ms. Daisy Williams.

#### ARTICLE V

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation and By-Laws. The number of directors may be increased or decreased from time to time in the manner provided for in the bylaws of the corporation, provided that the corporation shall always have at least three (3) directors. Initially, this corporation shall have three (3) directors, who are:

Maurice White	902 North Oak Street Starke, Florida 32091
Daisy Williams	14236 S. E. 45th Place Starke, Florida 32091
James Morris	6801 N. W. 33rd Street Starke, Florida 32091

#### ARTICLE VI

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

James Morris President	6801 N. W. 33rd Street Starke, Florida 32091
Maurice White Vice President	902 North Oak Street Starke, Florida 32091
Daisy White Secretary	14236 S. E. 45th Place Starke, Florida 32091
Amanda Chandler Treasurer	4493 S. E. 43rd Terrace Starke, Florida 32091

#### ARTICLE VII

The private property of any of the incorporators, directors, officers, members and donors of this corporation shall be forever exempt from liability for all corporate debts and obligations whatsoever.

#### ARTICLE VIII

The corporation may indemnify any all of its directors and officers, former directors and former officers against expenses incurred by them, including legal fees or judgments or penalties rendered or levied against any such person in any legal action brought against any such person for actions or omissions alleged to have been committed by any such person while a director or an officer of the corporation, provided that the Board of Directors shall determine in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with

fraudulent or criminal intent in regard to the matter involved in the action. This article is made a part of these Articles to comply with and to take full advantage of the Florida State Laws governing such indemnification. This Article is not intended to impose a limitation or requirement upon the Board of Directors nor is it intended to impair or limit in any way the immunity provisions found in Chapter 617 of the Florida Statutes.

#### ARTICLE IX

The names and street addresses of the incorporators to these Articles of Incorporation are:

Maurice White	902 North Oak Street Starke, Florida 32091
Daisy Williams	14236 S. E. 45th Place Starke, Florida 32091
James Morris	6801 N. W. 33rd Street Starke, Florida 32091

#### ARTICLE X

The authorized number, qualifications, and manner of admissions of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

## ARTICLE XI

1. This Corporation is organized as a not for profit corporation pursuant to Chapter 617 of the Florida Statutes, and is a not for profit corporation as described in Section §501(c)(3) of the Internal Revenue Code, as amended.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and/or empowered to pay reasonable compensation for services rendered and to make payments and any distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

3. Anything contained in these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under Section §501 (c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the Florida Not For Profit Corporation Code.



4. In the event of the dissolution and liquidation of this Corporation, to the extent allowed or permitted under applicable laws, the property and assets of the Corporation shall be as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to any organization organized and operating for the same purposes for which the Corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific or educational, or other purposes permitted by Section §501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporations shall be exempt under Section § 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these Articles of Incorporation or the Corporation shall fail to act within a reasonable time in the manner provided in these Articles of Incorporation, the Circuit Court of Bradford County shall, upon application of one or more persons having a real interest in the Corporation or its assets make such distribution provided in these Articles of Incorporation.

#### ARTICLE XII

Amendments to these Articles of Incorporation or By-laws of the corporation shall be proposed by the Board of Directors and approved by a majority of the members present at a regular noticed meeting of the Corporation which shall be held at such time and place as established by the Board of Directors or by the Bylaw.

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
at Starke, Bradford County, Florida this 19th of June, 2005.

Maurice White (SEAL)  
MAURICE WHITE

Daisy Williams (SEAL)  
DAISY WILLIAMS

James Morris (SEAL)  
JAMES MORRIS

STATE OF FLORIDA

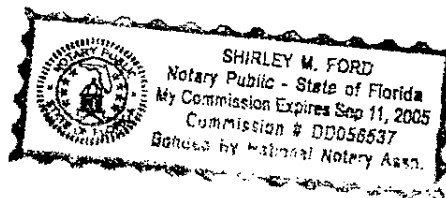
COUNTY OF BRADFORD

I HEREBY CERTIFY that on this day, before me, the undersigned officer, a Notary Public duly authorized to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared MAURICE WHITE, [ ] who are personally know to me or [ ] who presented valid identification to me to be the persons whose name is subscribed to the foregoing Articles of Incorporation and acknowledged before me that she subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid on this 19th day of JUNE, 2005.

Shirley M. Ford  
NOTARY PUBLIC, State of Florida

My Commission Expires:



STATE OF FLORIDA

COUNTY OF BRADFORD

I HEREBY CERTIFY that on this day, before me, the undersigned officer, a Notary Public duly authorized to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared DAISY WILLIAMS, [ ] who are personally know to me or [ ] who presented valid identification to me to be the persons whose name is subscribed to the foregoing Articles of Incorporation and acknowledged before me that she subscribed to said Articles of Incorporation.

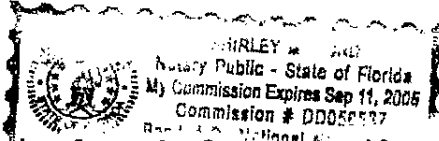
WITNESS my hand and official seal in the County and State aforesaid on this 19th day of JUNE, 2005.

Shirley M. Ford  
NOTARY PUBLIC, State of Florida

My Commission Expires:

STATE OF FLORIDA

COUNTY OF BRADFORD

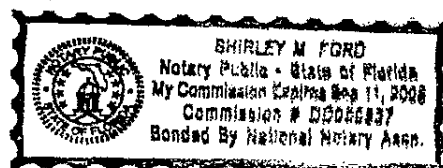


I HEREBY CERTIFY that on this day, before me, the undersigned officer, a Notary Public duly authorized to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared JAMES MORRIS, [ ] who are personally know to me or [ ] who presented valid identification to me to be the persons whose name is subscribed to the foregoing Articles of Incorporation and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid on this 19th day of JUNE, 2005.

Shirley M. Ford  
NOTARY PUBLIC, State of Florida

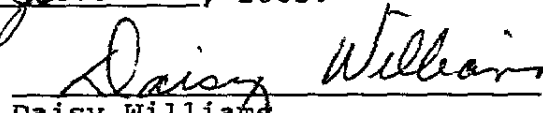
My Commission Expires:



**CERTIFICATION AND ACCEPTANCE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated herein, I hereby agree to act in this capacity and further accept the appointment as registered agent. 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.

Dated on this 19<sup>th</sup> day of June, 2005.

  
Daisy Williams

**FILED**  
**05 JUN 23 PM 3:48**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA