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FLORIDA PROFIT/NON PROFIT CORPORATION  
Queen of Peace Cemetery at San Pedro, Inc.

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**Articles of Incorporation of  
Queen of Peace Cemetery at San Pedro, Inc.  
(A Corporation Not For Profit)**

The undersigned, pursuant to the provisions of section 617.0202, Florida Statutes, for the purpose of forming a Florida not for profit corporation, hereby certifies and adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I - Name**

The name of the Corporation is: Queen of Peace Cemetery at San Pedro, Inc. ("Corporation").

**ARTICLE II - Principal Office and Mailing Address**

The physical address and the mailing address of the principal office of the Corporation is 50 East Robinson Street, Orlando, FL 32801.

**ARTICLE III - Purpose**

A. This Corporation is organized and shall be: i) subject to and operated exclusively for religious, charitable and educational purposes; ii) subject to and operated in conformance with the rules, regulations, and standards established and permitted under Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Tax Code"); and iii) operated and conducted in conformance with the Code of Canon Law of the Roman Catholic Church. Within the framework and limitations of the foregoing, this Corporation is organized and shall be operated for the purpose of:

i) engaging in all aspects of the business of establishing, conducting, maintaining and operating a Roman Catholic cemetery in accordance with Chapter 497, Florida Statutes, for the burial of Roman Catholics, and their families, who are in good standing with the Roman Catholic Church and entitled to burial according to the rules and regulations of the Roman Catholic Church;

ii) carrying out the religious, charitable and educational work of the Roman Catholic Church in Central Florida; and

iii) conducting any and all legal business and purposes consistent with the law of the State of Florida.

To the extent permitted by law, the Corporation may do any and all other things that are incidental to the powers of the Corporation and/or necessary or desirable in order to accomplish the above stated purposes of the Corporation:

B. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under section 501(a) of the Tax Code, as

an organization described in section 501(c)(3) thereof. Therefore, the Corporation shall not engage in or otherwise carry out any activity that would result in a loss of its status as a tax exempt entity under section 501(c)(3) or any other applicable sections of the Tax Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

#### **ARTICLE IV - Directors**

Directors shall be appointed and removed by the Sole Member, as provided in the Corporation's bylaws ("Bylaws").

#### **ARTICLE V - Powers**

The Corporation is empowered to engage in any activity or business permitted under the laws of the United States and of the State of Florida, and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as may be hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as tax exempt organizations under section 501(c)(3) of the Tax Code are not permitted to engage, or any activity that is inconsistent with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church.

#### **ARTICLE VI - Registered Office and Agent**

The street address of the registered office of the Corporation is 50 East Robinson Street, Orlando, Florida 32801 and the name of the registered agent of the Corporation at that address is Bryan Joseph.

#### **ARTICLE VII - Incorporator**

The name and mailing address of the incorporator of the Corporation is as follows:

**Name:** Alberto S. Bustamante, III, Esquire

**Address:** Baker & Hostetler LLP, 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

#### **ARTICLE VIII - Term of Existence**

The Corporation shall exist perpetually, unless the Corporation is dissolved, merged or consolidated pursuant to the terms of the Corporation's Bylaws and the laws of the State of Florida.

#### **ARTICLE IX - Sole Member**

The Corporation shall have a single member, which shall be Catholic Cemeteries of Central Florida Holdings, Inc., a Florida Corporation Not for Profit ("Sole Member").

**ARTICLE X - Amendment to Articles**

These Articles may be altered, amended or repealed by the Sole Member in the manner provided by law, provided that such amendments to the Articles shall be in compliance with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church, and of any federal or state law as is, or may hereinafter be, applicable.

**ARTICLE XI - Bylaws**

A. At the initial meeting of the Corporation, the Sole Member may adopt such Bylaws for conducting the Corporation's business and the carrying out of its purposes as the Sole Member may deem necessary, provided the same shall not be inconsistent with these Articles nor contrary to the laws of the State of Florida or the United States, or inconsistent with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church.

B. The Bylaws may be altered, amended, or repealed by the Sole Member accordance with the terms of the Bylaws.

**XII - Dissolution**

The Corporation may be dissolved only by the Sole Member in accordance with the terms of the Bylaws and the laws of the State of Florida.

**ARTICLE XIII - Miscellaneous**

A. For purposes of these Articles, "Canon Law" is defined as the laws of the Roman Catholic Church found in the Code of Canon Law, as amended.

B. All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as amended from time to time, and to the corresponding provision of any similar law subsequently enacted.

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal this 8 day of January, 2011, for the purpose of forming this Corporation Not for Profit under the laws of the State of Florida.

  
Alberto S. Bustamante, III, as Incorporator

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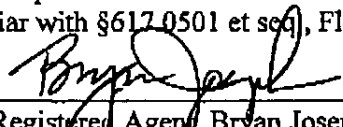
**REGISTERED AGENT CERTIFICATE**

Pursuant to the Florida Not For Profit Corporation Act, the following is submitted in compliance with said statute:

That Queen of Peace Cemetery at San Pedro, Inc., desiring to organize under the laws of the State of Florida, with its registered office being located at 50 East Robinson Street, Orlando, Florida 32801, has named Bryan Joseph, Chief Financial Officer of the Roman Catholic Diocese of Orlando, as its registered agent to accept service of process and to perform such other duties as are required in the State of Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process and service as registered agent for the above-named corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and to comply with the provisions of said statute relative to keeping open said office, and further states that he is familiar with §617.0501 et seq., Florida Statutes.

  
\_\_\_\_\_  
Registered Agent, Bryan Joseph,  
Chief Financial Officer, Roman Catholic  
Diocese of Orlando

DATED: March 1, 2011.

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