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John T. Reading, Jr., P.A.

Attorney at Law

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TALLAHASSEE, FLORIDA

December 27, 1995

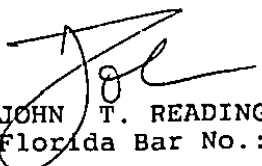
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

re: THE OLIVER PUGH CEMETARY ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$70.00. This represents the cost of the Charter Tax, and Filing Fee for Registered Agent Certificate for the above named corporation.

Very Truly yours,


JOHN T. READING, JR.
Florida Bar No.: 771759

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

THE OLIVER PUGH CEMETARY ASSOCIATION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is THE OLIVER PUGH CEMETARY ASSOCIATION, INC.

ARTICLE II

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE III

DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV

PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. To establish and operate a charitable organization for the purpose of: (a) maintaining a continuous listing of decedents complete with family information; (b) preserving the property known as the Oliver Pugh Cemetery for future generations of friends and relatives within the community as intended when the cemetery was started; (c) providing for continual maintenance of the cemetery grounds, including but not limited to: fence repair and/or replacement; tree removal; maintenance; grounds maintenance supplies and labor, if necessary; (c) establishing a family membership fund to provide for maintenance and repairs.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit 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 limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

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

ARTICLE V
LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purposes) hereof.

ARTICLE VI
MEMBERS

The qualifications for members and the manner of their admission are" A member must be a resident of the area for more than four (4) weeks. Other requirements may be found in the By-Laws of the organization.

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Non-voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

NAME	STREET	CITY, ST. ZIP
James E. Pugh	6587 Pughs Chapel Road	Molino, Florida 32577

Edgar Gulsby	120 Mintz Lane	Cantonment, Florida 32533
Clarence Gulsby	3320 Moino Road	Molino, Florida

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 6587 Pughs Chapel Road, Molino, Florida 32577. The corporation's principal office address and the mailing address is the same. The name initial Registered Agent is JAMES E. PUGH.

ARTICLE VIII

INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three (3). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

NAME	STREET	CITY, ST. ZIP
James E. Pugh	6587 Pughs Chapel Road	Molino, Florida 32577
Edgar Gulsby	120 Mintz Lane	Cantonment, Florida 32533
Clarence Gulsby	3320 Moino Road	Molino, Florida

ARTICLE IX

OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

NAME	STREET	
James E. Pugh	6587 Pughs Chapel Road	President
Edgar Gulsby	120 Mintz Lane	Vice-President
Clarence Gulsby	3320 Moino Road	Treasurer

ARTICLE X

INCORPORATORS

The name and address of each Incorporator is as follows:

James E. Pugh 6587 Pughs Chapel Road, Molino, Florida 32577.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIII

NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE XIV

BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees/Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the voting members.

ARTICLE XV

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 15th day of December

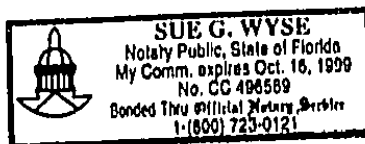
James E. Pugh
Incorporator-James E. Pugh

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME personally appeared, James E. Pugh,
to me well known and known to me to be the person described in and
who executed the foregoing instrument, and severally acknowledged
to and before me that he executed said instrument for the
purposes therein expressed.

WITNESS my hand and official seal this 1st day
of December, 1995 in the aforesaid County and State.

Sue G. Wyse
NOTARY PUBLIC
State of Florida At Large
My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby accepts the appointment as Registered Agent of THE OLIVER PUGH CEMETARY ASSOCIATION, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 13th day of December, 1995.

James E. Pugh
REGISTERED AGENT
(JAMES E. PUGH)