

BFT

1545 Carver Drive
Richmond Heights, Florida 33176
Phone: (305) 232-3571
"A service to remember."

FILED
00 FEB -9 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wilbert Barrett
Funeral Director
Emanuel Fryar
Notary Public
Manager
Tommie Thompson
Service Rep.

300003130133
-02/09/00-01/02-01/03
*****78.75 *****78.75

February 8, 2000

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Fl. 32399

Enclosed is a check in the amount of \$78.75, which represents the in-
corporation filing fee for Barrett-Fryar Funeral Home, Inc. If additional
information is needed, please contact us at (305) 232-3571.

Wilbert L. Barrett
Wilbert L. Barrett, Partner

F. CHESLER FEB 1 5 2000

ARTICLES OF INCORPORATION

OF

BARRETT-FRYAR FUNERAL HOME, INC.

The undersigned subscribe to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

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ARTICLE 1- NAME

The name of the corporation is **BARRETT-FRYAR FUNERAL HOME, INC.**

ARTICLE 2- PURPOSE OF CORPORATION

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLES 3- PRINCIPAL OFFICE

The address of the principal office of this corporation is 14545 Carver Drive , Miami, Florida 33176 and the mailing address is the same.

ARTICLE 4 – INCORPORATORS

The names and addresses of the incorporators of this corporation are as follow:

Wilbert L. Barrett
8802 SW 161st Street
Miami, Florida 33157

Emanuel R. Fryar, Jr
14961 Lincoln Blvd
Miami, Florida 33176

ARTICLE 5 – PRESIDENT

The initial President of the corporation shall be Wilbert L. Barrett whose address is listed under Article 4 above.

ARTICLE 6 – CORPORATE CAPITALIZATION

- 6.1 The maximum number of shares that this Corporation is authorized to have outstanding is **FIVE THOUSAND (5,000)** shares of common stock, each having the par value of **ONE DOLLAR (\$1.00)**.
- 6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds of convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right the board of directors may deem advisable in connection with such issuance.
- 6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject such restrictions or limitations, if any, as may set forth in the bylaws of the Corporation.
- 6.4 The board of directors of the Corporation may, articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

ARTICLE 7 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 9 – TITLE

The Corporation to the extent permitted by law, shall be entitled to treat the person in whose name any share or rights is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is 14545 Carver Drive, Miami, Florida 33176. The name and address of the registered agent of this Corporation is Wilbert L. Barrett, 14545 Carver Drive, Miami, Florida 33176.

ARTICLE 11 – BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 – EFFECTIVE DATE

These Articles of Incorporation shall become effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to an amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto and granted subject to this reservation.

IN WITNESS WHEREOF, We have hereunto set our hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of January, 2000.

Wilbert L. Barrett
Wilbert L. Barrett, Incorporator

Emanuel R. Fryar Jr.
Emanuel R. Fryar Jr., Incorporator

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