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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**FSI Transition Merger Company**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
FSI TRANSITION MERGER COMPANY**

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida:

**ARTICLE I  
Name**

The name of this Corporation shall be FSI Transition Merger Company.

**ARTICLE II  
Address**

The street address of the principal office of this Corporation shall be 1200 Thomasville Road, Tallahassee, Florida 32303. The mailing address shall be P.O. Box 13407, Tallahassee, Florida 32317.

**ARTICLE III  
Capital Stock**

The authorized capital stock of this Corporation shall consist of ten thousand (10,000) shares of voting common stock. The Directors may prescribe a method for the issuance, recall and cancellation of stock certificates. The common stock issued by the Corporation is subject to certain transfer restrictions, which are set forth in the Corporation's Bylaws. Any fractional share of common stock of the Corporation shall be subject to repurchase by the Corporation at the sole discretion of the Directors.

**ARTICLE IV  
Preemptive Rights**

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation.

**ARTICLE V  
Registered Agent and Office**

The registered agent of this Corporation shall be William H. Williams, Jr. The address of the registered office shall be 1200 Thomasville Road, Tallahassee, Florida 32303.

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**ARTICLE VI**  
**Incorporator**

The name and address of the Incorporator for the purpose of filing these Articles of Incorporation is: William H. Williams, Jr., 1200 Thomasville Road, Tallahassee, Florida 32303.

**ARTICLE VII**  
**Term**

The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE VIII**  
**Purpose**

The purposes of this Corporation shall be to conduct any lawful business activity in accordance with applicable law.

**ARTICLE IX**  
**Indemnification**

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by Florida law.

**ARTICLE X**  
**Limitation on Shareholder Voting Rights**

No shareholder shall be permitted to vote or have proxies for more than fifteen percent (15%) of the issued stock (excluding treasury stock) of the Corporation, regardless of the number of shares actually owned by such shareholder. If the shareholder is a non-natural person (including a trust, whether revocable or irrevocable) which directly or indirectly controls or is controlled by or is under common control with or by any other shareholder or group of shareholders (a "Shareholder Group"), such Shareholder Group shall not be permitted to directly or indirectly vote or have proxies for more than fifteen percent (15%) of the issued stock of the Corporation; provided, however, this provision shall not limit the right of the Board of Directors to obtain proxies without limit. In the case of a Shareholder Group who is subject to the fifteen percent (15%) limit, the group shall designate in writing delivered to the Corporation which shares are entitled to vote. Prior to voting in a meeting or in advance of the Corporation seeking a written consent, upon request of the Board of Directors, a shareholder shall certify to the Board of Directors that such shareholder either does not own more than fifteen percent (15%) of the issued stock (excluding treasury stock) of the Corporation or if such shareholder (together with other shareholders that comprise a Shareholder Group) owns more than fifteen percent (15%) of the stock of the Corporation, then such shareholder, together with the other shareholders that comprise the Shareholder Group, shall designate in writing which shares owned by such shareholder or the Shareholder Group are entitled to vote. If one or more shareholders that

comprise the Shareholder Group fail to provide to the Board of Directors adequate information to determine the ultimate beneficial ownership of the ownership in a non-natural person who is a shareholder, then such shares owned by such shareholder shall not be entitled to vote until the provisions of this Article X have been satisfied.

IN WITNESS WHEREOF, the undersigned has executed this instrument effective as of May 19, 2014.

*[Handwritten Signature]*  
By: \_\_\_\_\_  
William H. Williams, Jr. Incorporator

Digitally signed by Bill Williams  
DN: cn=Bill Williams, o=Funeral  
Services, Inc., ou,  
email=Bill.Williams@ftrust.com, c=US  
Date: 2014.05.19 12:00:10 -0400

*Having been named as registered agent to accept service of process for the above stated corporation. at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

*Dated this 19<sup>th</sup> day of May, 2014.*

*[Handwritten Signature]*  
\_\_\_\_\_  
William H. Williams, Jr., Registered Agent

Digitally signed by Bill Williams  
DN: cn=Bill Williams, o=Funeral  
Services, Inc., ou,  
email=Bill.Williams@ftrust.com, c=US  
Date: 2014.05.19 12:00:31 -0400

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