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**ARTICLES OF MERGER
FOR
FLORIDA PROFIT CORPORATION**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction	Document #
Funeral Services, Inc.	Florida	317162

SECOND: The exact name, form/entity type and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	Document #
FSI Transition Merger Company	Florida	P14000044910

THIRD: The Plan of Merger, which contains the Amended & Restated Articles of Incorporation that will be in effect immediately following the merger, that among other things changes the name of the surviving corporation to Funeral Services, Inc., is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: In accordance with the applicable provisions of Chapters 607, Florida Statutes the merger was approved by the shareholders of the merging corporation on May 29, 2014 and by the shareholders of the surviving corporation on May 29, 2014.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by an authorized officer, the 29th day of May, 2014.

FUNERAL SERVICES, INC., a Florida corporation

By: 
W. H. Williams, Jr., President

**FSI Transition Merger Company,
a Florida corporation**

By: 
W. H. Williams, Jr., President

127441-1

EXHIBIT A

PLAN OF MERGER

FUNERAL SERVICES, INC.,
a Florida corporation
with and into
FSI Transition Merger Company,
a Florida corporation

This Plan of Merger (this "Plan") is between Funeral Services, Inc., a Florida corporation ("FSI") and FSI Transition Merger Company, a Florida corporation (the "MergerCo"). FSI and MergerCo are hereinafter collectively called the "Merging Entities."

WITNESSETH:

WHEREAS, the Merging Entities desire to merge, following which MergerCo shall be the surviving entity (the "Merger");

WHEREAS, Section 607.1101 of the Florida Business Corporation Act ("FBCA") permits the merger of the Merging Entities in the manner provided in this Plan; and

WHEREAS, the board of directors of each of the Merging Entities deems the consummation of the Merger in the manner contemplated herein advisable and accordingly have adopted and approved this Plan and have authorized the execution hereof by appropriate corporate action,

NOW, THEREFORE, for and in consideration of the premises and of the covenants and agreements hereinafter set forth, the parties hereto agree as follows:

1. *Merging Corporation.* The exact name and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction
Funeral Services, Inc.	Florida

2. *Surviving Corporation.* The exact name and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction
FSI Transition Merger Company	Florida

3. *Terms and Conditions.* The terms and conditions of the Merger (in addition to those set forth elsewhere in this Plan) and the mode of carrying the same into effect are as follows:

3.1 Upon the filing and approval of, and on the date and at the time specified in, articles of merger with the Florida Department of State (the "Effective Time"): i) FSI shall be merged with

and into MergerCo, and MergerCo shall be the surviving entity (the "Surviving Entity") and shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation under the FBCA; ii) the separate existence of FSI shall cease; iii) the Surviving Entity shall thereupon and thereafter possess all the rights and privileges, immunities, and franchises, of a public as well as of a private nature, of FSI; and all property, real, personal, and mixed, and all debts due on whatever account, including all choices in action, and all and every other interest, of or belonging to or due to FSI, shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; the Surviving Entity shall thenceforth be responsible and liable for all liabilities and obligations of FSI; and any claim existing or action or proceeding pending by or against FSI may be prosecuted as if the Merger had not taken place, or the Surviving Entity may be substituted in its place; and neither the rights of creditors nor any liens upon the property of FSI shall be impaired by the Merger; and iv) all corporate acts, plans, policies, contracts, approvals and authorizations of FSI and their respective partners, officers and agents, that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Entity and shall be as effective and binding thereon as the same were with respect to FSI.

3.2 If at any time after the Effective Time the Surviving Entity shall consider or be advised that any further deeds, assignments or assurances in law or in any other things necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in the Surviving Entity, title to any property or rights of FSI acquired or to be acquired by reason of, or as a result of, the MergerCo, FSI (or the proper officers and directors of such) shall execute and deliver such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise to carry out the purpose of this Plan.

4. *Conversion of Shares.* The manner and basis of converting the shares are as follows:

4.1 Each share of FSI common stock issued and outstanding immediately prior to the Effective Time of the merger will be converted into the right to receive one share of MergerCo common stock.

4.2 Each share of MergerCo common stock issued and outstanding immediately prior to the Effective Time shall not survive the Merger and shall be cancelled.

5. *Articles of Incorporation.* The articles of incorporation of the Surviving Entity immediately after the effective time shall be amended and restated as attached to this Plan of Merger, including the name change to Funeral Services, Inc.

**AMENDED & RESTATED
ARTICLES OF INCORPORATION**

Pursuant to §607.1007, Florida Statutes, the Articles of Incorporation of FSI Transition Merger Company n/k/a Funeral Services, Inc. (the "Corporation"), are amended and restated in their entirety to read as follows:

ARTICLE I

Name

The name of this Corporation shall be Funeral Services, Inc.

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

Term

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

ARTICLE VI

Purpose



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

ARTICLE VII
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 VIII
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.

