

P200000084503

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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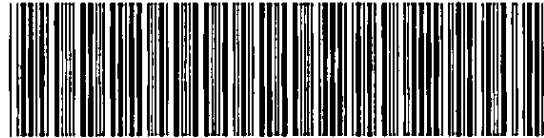
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/09/20--01016--003 ++78.75

EFFECTIVE DATE

12/31/20

Handwritten signature/initials

JAN 25 2021

I ALBRITTON

W. Glenn Dempsey, Attorney-at-Law, PLLC
38 S. Sewall's Point Road
Stuart, Florida 34996

December 8, 2020

Via FedEx

New Filing Section
Florida Department of State
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

In re: Taylor & Modeen Funeral Home, Inc.

Dear Sir:

Enclosed you will find two copies of the Articles of Merger between Taylor & Modeen Funeral Home, Inc., a Florida corporation, and Taylor & Modeen Realty Company, a Connecticut corporation authorized to do business in Florida. Under the Articles of Merger, Taylor & Modeen Realty Company is merged into Taylor & Modeen Funeral Home, Inc., with Taylor & Modeen Funeral Home, Inc. being the surviving corporation.

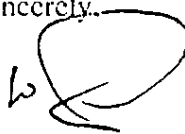
The merger is to become effective on the later of the (i) date that the Articles of Merger have been filed by the Florida Department of State, or (ii) December 31, 2020. Since the Articles of Merger are being filed with your office prior to the December 31st date, it is our intention for the merger to become effective on December 31, 2020.

You will also find enclosed a check for \$78.75 payable to the "Florida Department of State," in payment of the filing fee and certified copy fee for the Articles of Merger.

I would appreciate it if you would file the Articles of Merger with the Florida Secretary of State. After the Articles have been filed, I would appreciate it if you would mail me a certified copy of the Articles for my files.

Thank you for your assistance in this matter. If you should have any questions, please give me a call at (561) 346-1393.

Sincerely,

A handwritten signature in black ink, appearing to be "W. Glenn Dempsey", written over a large, loopy circular flourish.

W. Glenn Dempsey

WGD/sab
Enclosures

EFFECTIVE DATE
12/31/20

Original to be
Filed

ARTICLES OF MERGER

1. In accordance with Section 607.1105 of the Florida Statutes, **TAYLOR & MODEEN FUNERAL HOME, INC.**, a Florida for profit corporation, Florida Business ID Number P20000084503 (hereinafter referred to as "T & M Funeral Home"), hereby files these Articles of Merger with the Florida Department of State in order to merge **TAYLOR & MODEEN REALTY COMPANY**, a Connecticut for profit corporation, Connecticut Business ID Number 0045238 (hereinafter referred to as "T & M Realty Company") into T & M Funeral Home, which corporation will be the surviving corporation in the merger.

2. A copy of the Agreement and Plan of Merger between T & M Funeral Home and T & M Realty Company is attached to these Articles of Merger as an exhibit.

3. The merger shall become effective upon the later of (i) the date that these Articles of Merger are filed with both the Florida Department of State and the Connecticut Secretary of State, or (ii) December 31, 2020.

4. The Articles of Merger and Agreement and Plan of Merger between T & M Funeral Home and T & M Realty Company were approved by all the shareholders and directors of T&M Funeral Home by unanimous written consent in accordance with Sections 607.0704 and 607.0821 of the Florida Statutes.

0-2-2020

5. The Certificate of Merger and Agreement and Plan of Merger between T & M Funeral Home and T & M Realty Company were approved by all the shareholders and directors of T & M Realty Company by unanimous written consent in accordance with Sections 33-698 and 33-749, Chapter 601, Title 33, of the General Statutes of Connecticut.

6. The participation of T & M Funeral Home and T & M Realty Company in the merger was duly authorized in accordance with the organic laws of both the state of Connecticut and the state of Florida.

IN WITNESS WHEREOF, these Articles of Merger were signed by an authorized officer of T & M Funeral Home and T & M Realty Company this 5th day of December, 2020.

TAYLOR & MODEEN FUNERAL HOME, INC.

By: Carol T. Block
Carol T. Block, President

TAYLOR & MODEEN REALTY COMPANY

By: Carol T. Block
Carol T. Block, President

Exhibit

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is signed this 5th day of December, 2020 (the "Merger Agreement"), by and between **TAYLOR & MODEEN FUNERAL HOME, INC.**, a Florida corporation (hereinafter referred to as "T & M Funeral Home") and **TAYLOR & MODEEN REALTY COMPANY**, a Connecticut corporation (hereinafter referred to as "T & M Realty Company").

RECITALS

WHEREAS, T & M Funeral Home is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated by Articles of Incorporation filed on October 9, 2020 and assigned document number P20000084503; and

WHEREAS, T & M Realty Company is a corporation duly organized and existing under the laws of the State of Connecticut, having been incorporated by Articles of Incorporation filed on October 29, 1968 and assigned business ID number 0045238; and

WHEREAS, on December 3, 2020, all the shareholders and directors of T & M Funeral Home and T & M Realty Company approved this Merger Agreement by unanimous written consent.

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein set forth, T & M Funeral Home and T & M Realty Company hereby agree as follows:

I. MERGER

1.1 Merger. Upon the Effective Date of the Merger, T & M Realty Company shall be merged with and into T & M Funeral Home, and the separate existence of T & M Realty Company shall cease and T & M Funeral Home shall be the corporation surviving the merger.

1.2 Effective Date of the Merger. The merger of T & M Realty Company into T & M Funeral Home shall become effective upon the later of (a) the date that the Articles of Merger and Certificate of Merger are filed both with the Florida Department of State and the Connecticut Secretary of State, or (b) December 31, 2020. The date and time when the merger shall become effective is hereinafter called the "Effective Date of the Merger."

1.3 Effect of Merger. Upon the Effective Date of the Merger, the separate existence of T & M Realty Company shall cease, and T & M Funeral Home, as the surviving corporation (a) shall continue to own and possess all of the assets, rights, powers and property that it owned immediately prior to the merger, (b) shall be subject to all actions previously taken by the Board of Directors of T & M Funeral Home and T & M Realty Company, (c) shall succeed, without other transfer, to all of the assets, rights, powers and property of T & M Realty Company, as provided under the applicable provisions of the Connecticut Business Corporation Act and the Florida Business Corporation Act, (d) shall continue to be subject to all of its debts, liabilities and obligations that it had immediately prior to the merger, and (e) shall succeed without other transfer to all of the debts, liabilities and obligations of T & M Realty Company in the same manner as if T & M Funeral Home had itself incurred them, as provided under the applicable provisions of the Connecticut Business Corporation Act and the Florida Business Corporation Act.

II. EXCHANGE OF SHARES

2.1 Exchange of Shares of T & M Realty Company into Shares of T & M Funeral Home.
Upon the Effective Date of the Merger, each issued and outstanding share of common stock of

T & M Realty Company shall be converted into one share of common stock of T & M Funeral Home having a par value of One Dollar (\$1.00) per share.

2.2 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of T & M Realty Company common stock may, at such stockholder's option, surrender the same for cancellation by T & M Funeral Home, and each such holder shall be entitled to receive in exchange therefore a certificate representing the number of shares of T & M Realty Company's common stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate of T & M Realty Company common stock shall be deemed for all purposes to represent the number of whole shares of T & M Funeral Home's common stock into which such shares were converted in the merger.

III. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

3.1 Articles of Incorporation. On the Effective Date of the Merger, the Articles of Incorporation of T & M Funeral Home shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.

3.2 By-Laws. On the Effective Date of the Merger, the By-Laws of T & M Funeral Home shall be the By-Laws of the surviving corporation, until the same shall be altered, amended, or repealed, or until new By-Laws shall be adopted in accordance with the provisions thereof.

3.3 Directors and Officers. On the Effective Date of the Merger, the Board of Directors and officers of T & M Funeral Home shall become the Board of Directors and officers of the surviving corporation and shall continue in that capacity until their successors are duly elected and qualified.

IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by T & M Funeral Home or by its successors or assigns, there shall be executed and delivered on behalf of T & M Realty Company such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record T & M Funeral Home's title to and possession of all of the properties, interests, assets, rights, privileges, immunities, powers, franchises and authority of T & M Realty Company, and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of T & M Funeral Home shall be authorized in the name and on behalf of T & M Realty Company to take any and all such action and to execute and deliver all such deeds or other instruments.

4.2 Governing Law. This Merger Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Articles of Merger were signed by an authorized officer of T & M Funeral Home and T & M Realty Company this 5th day of December, 2020.

TAYLOR & MODEEN FUNERAL HOME, INC.

By: Carol T. Block
Carol T. Block, President

TAYLOR & MODEEN REALTY COMPANY

By: Carol T. Block
Carol T. Block, President