

Sent By: Gilligan, King, Gooding;  
Division of Corporations

352 867 0237;

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**MERGER OR SHARE EXCHANGE**

**Hiers Funeral Home, Inc.**

Certificate of Status	1
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Estimated Charge	\$113.75

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*Man  
K. W.  
1/2008*

### ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Hiers Funeral Home, Inc.	Florida	P94000088948

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Hiers Memorial Chapel, Inc.	Florida	P94000000649
Bellevue Funeral Home, Inc.	Florida	K81976

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date of filing these Articles.

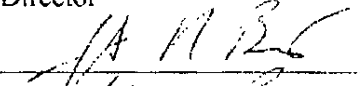
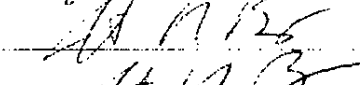
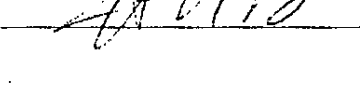
**Fifth:** Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 1, 2008.

**Sixth:** Adoption of Merger by **merging** corporations **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporations on July 1, 2008.

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Hiers Funeral Home, Inc.		Justin N. Baxley, President
Hiers Memorial Chapel, Inc.		Justin N. Baxley, President
Bellevue Funeral Home, Inc.		Justin N. Baxley, President

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## PLAN OF MERGER

Merger between Hiers Funeral Home, Inc. (the "Surviving Corp.") and Hiers Memorial Chapel, Inc. and Belleview Funeral Home, Inc. (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of Hiers Funeral Home, Inc. in accordance with this Plan. Shares of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall be adjusted and reissued as outstanding shares of Surviving Corp.'s stock pursuant to the Proposed Merger Stock Schedule unanimously approved by the shareholders of the Constituent Corporations.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will be issued to reflect accurate ownership interests as necessary.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated

by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with 607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles, as specified herein.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.