

P950000455-76

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 13 AM 11:40

6/13/95

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY SHW \_\_\_\_\_

WALK-IN Will Pick Up 6-13 2:00

RE: Bernardo Garcia  
Funeral Home  
(Kendall), Inc.

No. 51845

G.C. FEE. DISBURSED

- ☒ Capital Express™
- ☒ Art. of Inc. File
- ☐ Corp. Record Search
- ☐ Ltd. Partnership File
- ☒ Foreign Corp. File
- ☐ ( ) Cert. Copy(s)
- ☐ Art. of Amend. File
- ☐ Dissolution/Withdrawal
- ☐ C U S-
- ☐ Fictitious Name File
- ☐ Name Reservation
- ☐ Annual Report/Reinstatement
- ☐ Reg. Agent Service
- ☐ Document Filing
- ☐ Corporate Kit
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ Document Retrieval
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ File No.'s, \_\_\_\_\_ Copies
- ☐ Courier Service
- ☐ Shipping/Handling
- ☐ Phone ( ) \_\_\_\_\_
- ☐ Top Priority
- ☐ Express Mail Prep. \_\_\_\_\_
- ☐ FAX ( ) \_\_\_\_\_ pgs.

30000151 1533  
-06/13/95-01013-018  
\*\*\*122.50 \*\*\*122.50

RECEIVED  
95 JUN 13 AM 10:00  
DIVISION OF CORPORATIONS

SUBTOTALS \_\_\_\_\_

|                                |          |
|--------------------------------|----------|
| FEE.....                       | \$ _____ |
| DISBURSED.....                 | \$ _____ |
| SURCHARGE.....                 | \$ _____ |
| TAX on corporate supplies..... | \$ _____ |
| SUBTOTAL.....                  | \$ _____ |
| PREPAID.....                   | \$ _____ |
| BALANCE DUE.....               | \$ _____ |
| .....                          | \$ _____ |

Please remit Invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 13 AM 11:40

**BERNARDO GARCIA FUNERAL HOME (KENDALL), INC.**

**ARTICLE I  
NAME**

The name of this Corporation is **BERNARDO GARCIA FUNERAL HOME (KENDALL), INC.** and its mailing address is c/o Pedro A. Martin, Esquire, Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A. 1221 Brickell Avenue, Miami, Florida 33131.

**ARTICLE II  
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated "Common Shares."

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is c/o Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A., 1221 Brickell Avenue, Miami, Florida, 33131, and the name of the initial registered agent of this Corporation is Pedro A. Martin, Esq.

**ARTICLE VI**  
**INITIAL DIRECTORS**

The Corporation shall initially have two directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

| <u>Name</u>     | <u>Address</u>                                     |
|-----------------|----------------------------------------------------|
| Bernardo Garcia | 8215 S.W. 40th Street<br>Miami, Florida 33155-3334 |

**ARTICLE VII**  
**DIRECTOR QUORUM AND VOTING**

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE VIII**  
**VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

## **ARTICLE IX**

### **CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

## **ARTICLE X**

### **AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

## **ARTICLE XI**

### **POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

## **ARTICLE XII**

### **DIVIDENDS**

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

## **ARTICLE XIII**

### **INDEMNIFICATION**

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and

any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

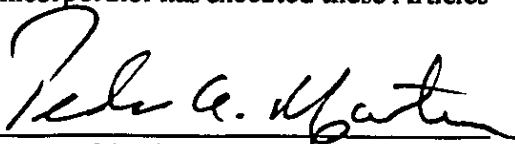
**ARTICLE XIV**  
**INCORPORATOR**

The name and address of the person signing these Articles is:

Pedro A. Martin, Esq.

Greenberg, Traurig, Hoffman,  
Lipoff, Rosen & Quentel, P.A.  
1221 Brickell Avenue  
Miami, Florida, 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 9th day of June, 1995.

  
Pedro A. Martin, Esq.

**ACKNOWLEDGMENT**

STATE OF FLORIDA

COUNTY OF DADE

NOTARY PUBLIC  
SEAL OF OFFICE:

- ) On this the 9th day of June, 1995, before me, the  
) undersigned Notary Public of the State of Florida,  
) personally appeared Pedro A. Martin, Esq., and whose  
name is subscribed to the within instrument, and  
he acknowledges that he executed it.

WITNESS my hand and official seal.

*Marta R. De Armas*

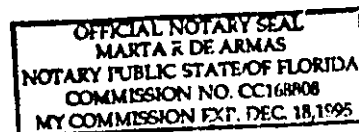
NOTARY PUBLIC, STATE OF FLORIDA

Marta R. De Armas

Print or Type Name of Notary Public

My Commission Expires:

- ☒ Personally known to me, or  
☐ Produced identification: \_\_\_\_\_



**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS**

**95 JUN 13 AM 11:40**

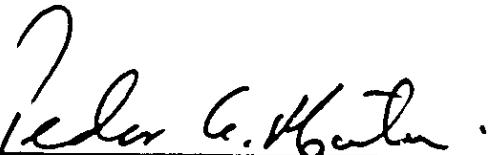
**WITNESSETH**

That **BERNARDO GARCIA FUNERAL HOME (KENDALL), INC.**, desiring to organize under the laws of the State of Florida, has named **Pedro A. Martin, Esq., Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A.**, 1221 Brickell Avenue, Miami, Florida, 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 9th day of June, 1995.

  
\_\_\_\_\_  
Pedro A. Martin, Esq.  
Registered Agent