

P96000103036

LAW OFFICES
OF

BEN WATKINS

41 Commerce Street
Apalachicola, Florida 32320
Telephone: (904) 653-2121
Facsimile: (904) 653-9190

Carrabelle Office:

103 Meridian Street South
Post Office Drawer 1335
Carrabelle, Florida 32322-1335
Telephone: (904) 697-4000

Steve M. Watkins, III

J. Ben Watkins
Jan J. Hevier
Douglas W. Gaidry

December 16, 1996

200002033852--9
-12/19/96--01057--019
*****70.00 *****70.00

Secretary of State
Corporate Division
The Capital
Tallahassee, Florida 32301

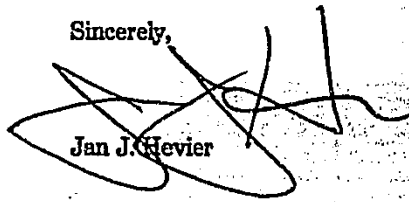
RE: Kelley Funeral Home

Good Morning:

Enclosed find the original and one copy of the Articles of Incorporation of Kelley Funeral Home, along with our check #6110 in the amount of \$70.00 to cover the cost of filing fee, certified copy and registered agent designation.

Please return the certified copy to me.

Sincerely,



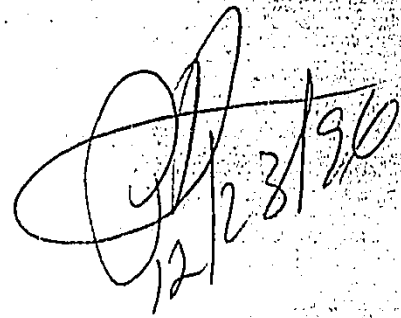
Jan J. Hevier

FILED
96 DEC 19 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JJH/dy

Enclosure

cc: Client
File



ARTICLES OF INCORPORATION

OF

KELLEY FUNERAL HOMES, INC.

FILED

96 DEC 19 PM 3:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida; and further do agree to the following conditions of said corporation.

**ARTICLE I
NAME**

The name of this corporation is Kelley Funeral Homes, Inc..

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to do all things which natural persons might or could lawfully do in the premises.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a nominal or par value of \$1.00 per share.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$100.00.

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence unless dissolved by action of law.

**ARTICLE VI
ADDRESS**

The initial post office address of this corporation in the State of Florida is: P.O. Box 405, Apalachicola, Florida 32329.

The address of the office and principal place of business of the corporation is: Avenue H and 16th Street, Apalachicola, Florida 32320.

**ARTICLE VII
DIRECTORS**

This corporation shall have not less than one Director initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof, but at no time shall there be a number less than one.

**ARTICLE VIII
INITIAL DIRECTORS AND OFFICERS**

The names and post office address of the First Board of Directors and Officers of this corporation are as follows:

NAME	ADDRESS	TITLE	OFFICE
David Kelley	P.O. Box 405 Apalachicola, Florida 32329	President	Director
Tamnie Kelley	P.O. Box 405 Apalachicola, Florida 32329	Secretary/Treasurer	Director

**ARTICLE IX
SUBSCRIBERS**

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT PAID</u>
David Kelley	P.O. Box 605 Apalachicola, Florida 32320	70	\$70.00
Tammie Kelley	P.O. Box 605 Apalachicola, Florida 32329	30	\$30.00

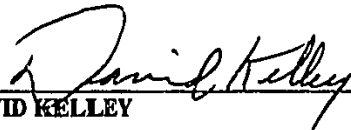
**ARTICLE X
RESIDENT AGENT**

The Resident Agent is: Jan J. Hevier
41 Commerce Street
Apalachicola, Florida 32320

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5 day of December, 1996.



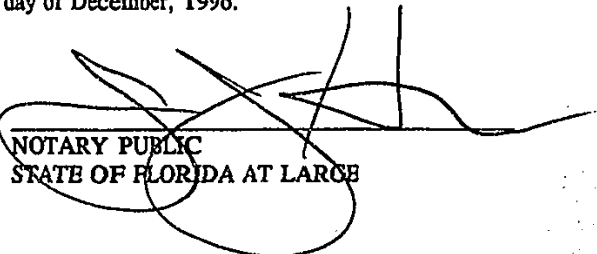
DAVID KELLEY

STATE OF FLORIDA

COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me this 5TH day of December, 1996, by David Kelley, who is personally known to me and who did take an oath.

WITNESS my hand and official seal this 5TH day of December, 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



Jan J. Hevler
MY COMMISSION # CC500975 EXPIRES
October 11, 1999
BONDED THRU TRU FAIN INSURANCE, INC.

FILED

ACCEPTANCE OF REGISTERED AGENT

96 DEC 19 PM 3:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent for Kelley Funeral Homes, Inc., at registered office located at 41 Commerce Street, Apalachicola, Florida, I hereby accept such designation and agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


JAN J. HEVIER, Registered Agent