

P97000073059

98 FEB 19 9
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John A. [unclear]
Requestor's Name
542 EAST PARK AVENUE
Address
Tallahassee 222-5555
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Memorial Services Corporation
(Corporation Name) (Document #)
2. FOREST LAWN ACQUISITION, INC. Mergers &
(Corporation Name) (Document #) Name
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #) Change

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer, Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger
<input type="checkbox"/>	Veriier

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION

98 FEB 19 PM 3:36

RECEIVED

Call when ready

500002435745--6
-02/20/98-01001--024
****123.50 ****123.50

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEMORIAL SERVICES CORPORATION, a Florida corporation P94000017343

INTO

FOREST LAWN ACQUISITION, INC. which changed its name to

MEMORIAL SERVICES CORPORATION, a Florida corporation, P97000073059

File date: February 19, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER OF MEMORIAL SERVICES CORPORATION
WITH AND INTO FOREST LAWN ACQUISITION, INC.
ITS PARENT CORPORATION

98 FEB 19 PM 12:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1104 of the Florida General Corporation Act, Forest Lawn Acquisition, Inc. hereby adopts the following Articles of Merger for the purpose of merging Memorial Services Corporation, a subsidiary corporation, into Forest Lawn Acquisition, Inc. as the surviving corporation:

1. The parties to the within merger are MEMORIAL SERVICES CORPORATION and FOREST LAWN ACQUISITION, INC. FOREST LAWN ACQUISITION, INC. is the surviving corporation.

2. The attached Plan of Merger was approved by the Board of Directors of Forest Lawn Acquisition, Inc., as the surviving corporation, in the manner prescribed by the Florida General Corporation Act, and by the Board of Directors of Memorial Services Corporation, the subsidiary corporation.

3. The number of outstanding shares of each class of Memorial Services Corporation and the number of such shares of each class owned by Forest Lawn Acquisition, Inc. are as follows:

NUMBER OF SHARES
OUTSTANDING

7,500

NUMBER OF SHARES
OWNED BY SURVIVING
CORPORATION

7,500

4. A copy of the Plan of Merger set forth in Article 1 was delivered to Forest Lawn Acquisition, Inc., the sole shareholder

of the subsidiary corporation and Forest Lawn Acquisition, Inc.
waives any waiting period required prior to filing these Articles
with the Department of State, State of Florida.

Dated this 9th day of ^{February,} ~~January,~~ 1998.

FOREST LAWN ACQUISITION, INC.

By: 

JEFFREY L. CASHNER
PRESIDENT

~~STATE OF~~ PROVINCE OF BRITISH
~~COUNTY OF~~ COLUMBIA, CANADA

The foregoing instrument was acknowledged before me this
9th day of February, 1998, by JEFFREY L. CASHNER,
President of FOREST LAWN ACQUISITION, INC., a Florida
corporation, on behalf of the corporation, and who is personally
known to me.


NOTARY PUBLIC

J. GEOFFREY LYSTER
Barrister & Solicitor

2100 - 1075 West Georgia Street
Vancouver, B.C. V6E 3G2
Ph (604) 631-4838

(Print, type, stamp and expiration date)

Commission no fixed date.

WRITTEN ACTION OF BOARD OF DIRECTORS OF
MEMORIAL SERVICES CORPORATION, DATED February 9, 1998


The undersigned, being all of the Directors of Memorial Services Corporation, a Florida corporation, hereby take the following written actions in lieu of holding a meeting regarding the same, all pursuant to the provisions of Florida Statutes, Section 607.0821:

RESOLVED that the attached plan of merger between Memorial Services Corporation and Forest Lawn Acquisition, Inc., whereby the surviving corporation would be Forest Lawn Acquisition, Inc. is hereby approved and adopted.

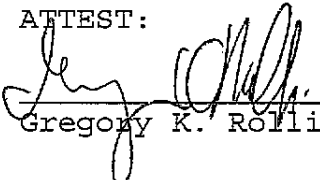
A copy of the attached plan of merger was delivered to Forest Lawn Acquisition, Inc., the sole shareholder of Memorial Services Corporation and said shareholder consented to said plan of merger and waived any waiting period required under Florida Law.

Dated this 9th day of February, 1998.


RAYMOND H. LOEWEN, Director


PETER S. HYNDMAN, Director

ATTEST:


Gregory K. Rollings, Secretary

PLAN OF MERGER

THIS PLAN OF MERGER dated this 9th of ~~January~~ FEBRUARY, 1998,
between MEMORIAL SERVICES CORPORATION, hereinafter called the
"MSC" and FOREST LAWN ACQUISITION, INC. hereinafter called the
"surviving corporation."

STIPULATIONS

A. FOREST LAWN ACQUISITION, INC., is a corporation
organized and existing under the laws of the State of Florida,
with its principal office at 2900 Gulf Breeze Parkway, Gulf
Breeze, Florida.

B. FOREST LAWN ACQUISITION, INC., has a capitalization of
100 authorized shares of \$1.00 par value common stock, of which
100 shares of \$ 1.00 par value common stock are issued and
outstanding.

C. MEMORIAL SERVICES CORPORATION, is a corporation
organized and existing under the laws of the State of Florida,
with its principal office at 2900 Gulf Breeze Parkway, Gulf
Breeze, Florida.

D. MEMORIAL SERVICES CORPORATION, has a capitalization
of 7,500 authorized shares of \$1.00 par value common stock of
which 7,500 shares are issued and outstanding. FOREST LAWN
ACQUISITION, INC. is the sole shareholder of MEMORIAL SERVICES

CORPORATION.

E. The boards of Directors of the corporations deem it desirable and in the best business interests of the corporations and their shareholders that MEMORIAL SERVICES CORPORATION be merged into FOREST LAWN ACQUISITION, INC. pursuant to the provisions of section 607.1104, et seq., of the Florida General Corporation Act in order that the transaction qualifies as a "reorganization" within the mean of section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the corporations agree as follows:

Section One. Merger.

MEMORIAL SERVICES CORPORATION shall merge with and into FOREST LAWN ACQUISITION, INC. which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of MSC shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of MSC, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of MSC, and neither the rights of creditors nor any liens on the

property of MSC shall be impaired by the merger.

Section Three. Conversion of Shares. FOREST LAWN ACQUISITION, INC., is the sole stockholder in MEMORIAL SERVICES CORPORATION, and upon the effective date of the merger the outstanding shares of MEMORIAL SERVICES CORPORATION shall be cancelled.

Section Four. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of FOREST LAWN ACQUISITION, INC. shall continue to be the Articles of Incorporation and Bylaws of the surviving corporation following the effective date of the merger.

Section Five. Directors and Officers. The directors and officers of FOREST LAWN ACQUISITION, INC. on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices or until their successors have been elected or appointed and qualified.

Section Six. Principal Place of Business and Registered Agent. The principal office location and the registered agent of FOREST LAWN ACQUISITION, INC. shall continue to be the principal office location and registered agent of the surviving corporation following the effective date of the merger.

Section Seven. Prohibited Transactions. Neither of the corporations shall, prior to the effective date of the merger,

engage in any activity or transaction other than in the ordinary course of business, except that MSC and the surviving corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger shall be filed with the Florida Department of State.

Section Nine. Name Change. Immediately following the effective date of this merger the name of the surviving corporation shall be changed to MEMORIAL SERVICES CORPORATION.

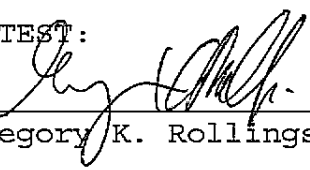
Section Ten. Abandonment of Merger. This plan of Merger may be abandoned at any time prior to the effective date hereof (1) on the unanimous agreement of the board of directors of either of the corporations; or (2) by action of the board of directors of any one or more of the corporations on the happening of any of the following events:

(a) If, between the date of this agreement and the effective date of the merger, there has been, in the opinion of either corporation's Board of Directors, a material adverse change in the business or financial condition of, or affecting either of, the corporations this plan of Merger may be revoked by such Board of Directors

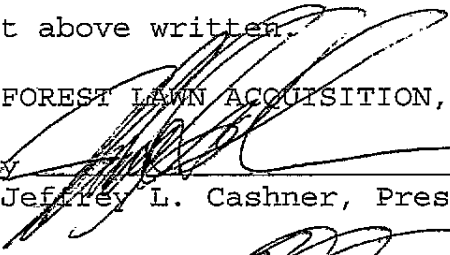
Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective

secretaries pursuant to the authorization of their respective
Boards of Directors on the date first above written.

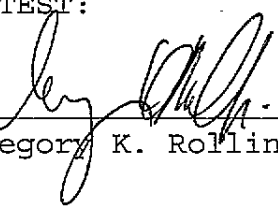
ATTEST:

By 
Gregory K. Rollings, Secretary

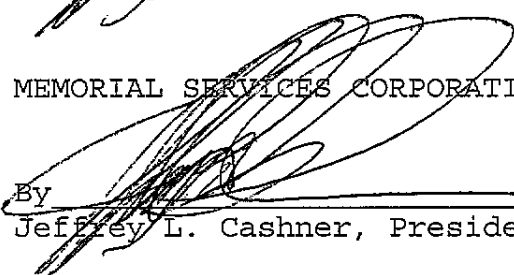
FOREST LAWN ACQUISITION, INC.

By 
Jeffrey L. Cashner, President

ATTEST:

By 
Gregory K. Rollings, Secretary

MEMORIAL SERVICES CORPORATION

By 
Jeffrey L. Cashner, President

WRITTEN ACTION OF STOCKHOLDER AND BOARD OF DIRECTORS OF
MEMORIAL SERVICES CORPORATION, DATED FEBRUARY 9, 1998

The undersigned, being all of the Stockholders and Directors of Memorial Services Corporation, a Florida corporation, (the "Corporation") hereby take the following written actions in lieu of holding a meeting regarding the same, all pursuant to the provisions of Florida Statutes, Section 607.0704 and 607.0821.

1. Directors. RESOLVED that RAYMOND L. LOEWEN and PETER S. HYNDMAN are hereby duly elected as Directors by the stockholder to serve the Corporation for the ensuing year until the next annual meeting of the stockholders or until their successors are duly elected and qualified.

2. Officers. RESOLVED that the following officers are hereby duly appointed by the Directors to serve the Corporation for the ensuing year or until their successors are duly appointed:

President	Jeffrey L. Cashner
Vice-President	Lawrence Miller
Vice-President	William R. Shane
Vice-President	Peter Gray
Vice-President	Frank Milles
Vice-President	Paul Waimberg
Vice-President	Douglas Kinzer
Vice-President/ Secretary/Treasurer	Gregory K. Rollings

Vice-President	Robert D. Russell
Assistant Secretary	Peter S. Hyndman
Assistant Secretary	Paul Hart
Assistant Secretary	Thomas Barlow
Assistant Secretary	Joe Hardiman

3. Registered Agent. RESOLVED that John A. Rudolph, Jr., 542 East Park Avenue, Tallahassee, Florida is hereby appointed as registered agent of the Corporation pending further action by the Board of Directors.

4. Registered Office. RESOLVED that the registered office of the Corporation is hereby moved to 542 East Park Avenue, Tallahassee, Florida 32301 pending further action by this Board of Directors.

Dated this 9th day of February, 1998.

FOREST LAWN ACQUISITION, INC.

By: 

Jeffrey L. Cashner, President

MEMORIAL SERVICES CORPORATION

By: 

RAYMOND L. LOEWEN, Director

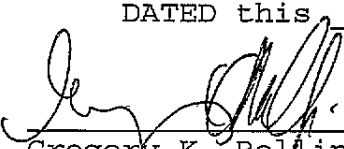
By: 

PETER S. HYNDMAN, Director

CERTIFICATE AS TO ADOPTION OF
PLAN OF MERGER BY DIRECTORS

This is to certify that the attached Plan of Merger has been adopted by the directors of FOREST LAWN ACQUISITION, INC., pursuant to section 607.1104 (1)(b), Florida Statutes, and that, as of the date hereof, the outstanding shares of the corporation were such that the number of treasury shares of common stock of the corporation to be issued under the Plan of Merger does not exceed 20 percent (20%) of such outstanding shares of the corporation.

DATED this 9th day of February, 1998.



Gregory K. Rollings, Secretary

STATE OF PROVINCE OF BRITISH
COUNTY OF COLUMBIA, CANADA

I, J. Geoffrey Lyster, a notary public, do certify that on this the 9th day of February, 1998, personally appeared before me Gregory K. Rollings, who, being first duly sworn, declared that he is the secretary of FOREST LAWN ACQUISITION, INC., that he signed the foregoing document as secretary of the corporation, and that the statements therein contained are true.



NOTARY PUBLIC

J. GEOFFREY LYSTER
Barrister & Solicitor
2100 - 1075 West Georgia Street
Vancouver, B.C. V6E 3G2
Ph (604) 631-4836

(Print, type, stamp and expiration date)
Commission expires: no fixed date.

PLAN OF MERGER

THIS PLAN OF MERGER dated this 9th of February, 1998,
between MEMORIAL SERVICES CORPORATION, hereinafter called the
"MSC" and FOREST LAWN ACQUISITION, INC. hereinafter called the
"surviving corporation."

STIPULATIONS

A. FOREST LAWN ACQUISITION, INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2900 Gulf Breeze Parkway, Gulf Breeze, Florida.

B. FOREST LAWN ACQUISITION, INC., has a capitalization of 100 authorized shares of \$1.00 par value common stock, of which 100 shares of \$ 1.00 par value common stock are issued and outstanding.

C. MEMORIAL SERVICES CORPORATION, is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2900 Gulf Breeze Parkway, Gulf Breeze, Florida.

D. MEMORIAL SERVICES CORPORATION, has a capitalization of 7,500 authorized shares of \$1.00 par value common stock of which 7,500 shares are issued and outstanding. FOREST LAWN ACQUISITION, INC. is the sole shareholder of MEMORIAL SERVICES

CORPORATION.

E. The boards of Directors of the corporations deem it desirable and in the best business interests of the corporations and their shareholders that MEMORIAL SERVICES CORPORATION be merged into FOREST LAWN ACQUISITION, INC. pursuant to the provisions of section 607.1104, et seq., of the Florida General Corporation Act in order that the transaction qualifies as a "reorganization" within the mean of section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the corporations agree as follows:

Section One. Merger.

MEMORIAL SERVICES CORPORATION shall merge with and into FOREST LAWN ACQUISITION, INC. which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of MSC shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of MSC, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of MSC, and neither the rights of creditors nor any liens on the

property of MSC shall be impaired by the merger.

Section Three. Conversion of Shares. FOREST LAWN ACQUISITION, INC., is the sole stockholder in MEMORIAL SERVICES CORPORATION, and upon the effective date of the merger the outstanding shares of MEMORIAL SERVICES CORPORATION shall be cancelled.

Section Four. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of FOREST LAWN ACQUISITION, INC. shall continue to be the Articles of Incorporation and Bylaws of the surviving corporation following the effective date of the merger.

Section Five. Directors and Officers. The directors and officers of FOREST LAWN ACQUISITION, INC. on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices or until their successors have been elected or appointed and qualified.

Section Six. Principal Place of Business and Registered Agent. The principal office location and the registered agent of FOREST LAWN ACQUISITION, INC. shall continue to be the principal office location and registered agent of the surviving corporation following the effective date of the merger.

Section Seven. Prohibited Transactions. Neither of the corporations shall, prior to the effective date of the merger,

engage in any activity or transaction other than in the ordinary course of business, except that MSC and the surviving corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger shall be filed with the Florida Department of State.

Section Nine. Name Change. Immediately following the effective date of this merger the name of the surviving corporation shall be changed to MEMORIAL SERVICES CORPORATION.

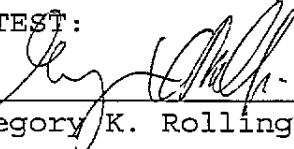
Section Ten. Abandonment of Merger. This plan of Merger may be abandoned at any time prior to the effective date hereof (1) on the unanimous agreement of the board of directors of either of the corporations; or (2) by action of the board of directors of any one or more of the corporations on the happening of any of the following events:

(a) If, between the date of this agreement and the effective date of the merger, there has been, in the opinion of either corporation's Board of Directors, a material adverse change in the business or financial condition of, or affecting either of, the corporations this plan of Merger may be revoked by such Board of Directors

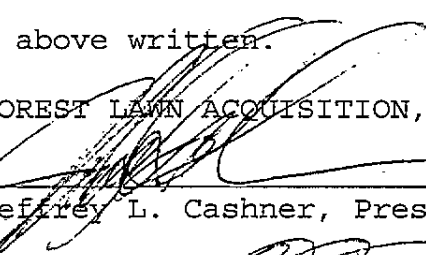
Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective

secretaries pursuant to the authorization of their respective
Boards of Directors on the date first above written.

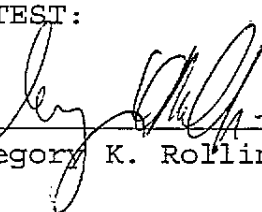
ATTEST:

By 
Gregory K. Rollings, Secretary

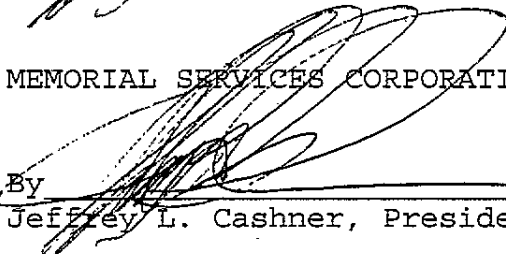
FOREST LAWN ACQUISITION, INC.

By 
Jeffrey L. Cashner, President

ATTEST:

By 
Gregory K. Rollings, Secretary

MEMORIAL SERVICES CORPORATION

By 
Jeffrey L. Cashner, President

WRITTEN ACTION OF BOARD OF DIRECTORS OF
FOREST LAWN ACQUISITION, INC. DATED FEBRUARY 9, 1998.

The undersigned, being all of the Directors of Forest Lawn Acquisition, Inc., a Florida corporation, (the "Corporation") hereby take the following written actions in lieu of holding a meeting regarding the same, all pursuant to the provisions of Florida Statutes, Section 607.0821:

1. RESOLVED that the attached plan of merger between the Corporation and Memorial Services Corporation, whereby the surviving corporation would be Forest Lawn Acquisition, Inc. is hereby approved and adopted.

2. RESOLVED that immediately following the merger of Memorial Services Corporation into the Corporation in accordance with the plan of merger, the name of the Corporation shall be changed from FOREST LAWN ACQUISITION, INC. to MEMORIAL SERVICES CORPORATION.

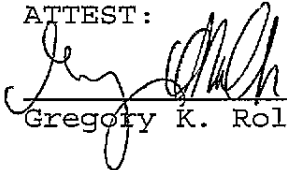
A copy of the attached plan of merger was received by the Corporation, which is the sole shareholder of Memorial Services Corporation, and said shareholder consented to said plan of merger and waived any waiting period required under Florida Law.

Dated the 9th day of February, 1998.


RAYMOND L. HOEWEN, Director


PETER S. HYNDMAN, Director

ATTEST:


Gregory K. Rollings, Secretary