

# HOLD FOR PICK-UP FOR

UCC RETRIEVALS, INC.  
SHEILA BARGE / TRACI GOODMAN / MARA-BETH LOVING  
(804) 559.5919

STATE CORPORATION COMMISSION  
1300 EAST MAIN STREET  
RICHMOND VA 23209-1197

DEAR SIRs,

PURSUANT TO INSTRUCTIONS OF COUNSEL, I ENCLOSE FOR FILING ON  
BEHALF OF:

SUNSET MEMORIAL GARDENS, INC.

ARTICLES OF CONVERSION

*05/18/54*  
*040723 0087*

## **\*\*PLEASE RETURN (1) CERTIFIED COPY OF THE ATTACHED FILING**

CHECK(S) IN PAYMENT OF THE REQUIRED FEES ARE ENCLOSED. I WOULD APPRECIATE YOU  
TELEPHONING ME AT (804) 559-5919 IF THERE IS A PROBLEM WITH THIS FILING AND TO  
ADVISE ME WHEN THE EVIDENCE IS AVAILABLE TO BE PICKED UP.

THANK YOU FOR YOUR ASSISTANCE IN THIS REGARD.

SINCERELY,  
Sheila Barge

*effective July 23, 2004*

*Domestic Conversion of* EFFECTIVE DATE MUST BE  
*Sunset Memorial Gardens, Inc.* 07/23/2004  
*(a Va corp)*  
*to*  
*Sunset Memorial Gardens LLC*  
*(a Va LLC)*

*RBP*  
*7-29-04*

*100.00* *2 7/26/04*

*1 Certified copy*  
*Bill*

S128789



THEODORE V. MORRISON, JR.  
CHAIRMAN

CLINTON MILLER  
COMMISSIONER

MARK C. CHRISTIE  
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK  
CLERK OF THE COMMISSION  
P.O. BOX 1197  
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION  
Office of the Clerk

July 23, 2004

SHEILA BARGE  
UCC RETRIEVALS  
HOLD FOR PICKUP

\*

RE: Sunset Memorial Gardens LLC  
ID: S128789 - 7  
DCN: 04-07-23-0087

Dear Customer:

This is your receipt for \$100.00 covering the fees for filing articles of entity conversion with this office.

The effective date of the certificate of entity conversion is July 23, 2004. When the certificate is effective, SUNSET MEMORIAL GARDENS, INC. is converted to a limited liability company organized under the laws of this Commonwealth with the following name:

**Sunset Memorial Gardens LLC**

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

A handwritten signature in black ink that reads 'Joel H. Peck'.

Joel H. Peck  
Clerk of the Commission

CNVRLRCT  
CNVR  
CIS0436



**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

July 23, 2004

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

**SUNSET MEMORIAL GARDENS, INC.**

to comply with the requirements of law and confirms payment of all required fees.

Therefore, it is ORDERED that this

**CERTIFICATE OF ENTITY CONVERSION**

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission effective July 23, 2004.

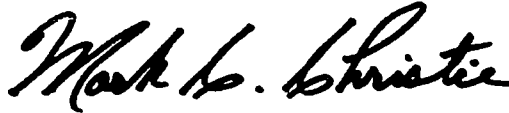
When the certificate becomes effective, SUNSET MEMORIAL GARDENS, INC. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

**Sunset Memorial Gardens LLC**

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner



**ARTICLES OF ENTITY CONVERSION**  
**OF**  
**SUNSET MEMORIAL GARDENS, INC.**

The undersigned corporation, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, hereby executes the following articles of entity conversion and sets forth:

**ONE**

The name of the corporation immediately prior to the filing of these articles of entity conversion is Sunset Memorial Gardens, Inc.

The corporation shall convert to a Virginia limited liability company and its name shall be Sunset Memorial Gardens LLC.

**TWO**

The Plan of Entity Conversion of Sunset Memorial Gardens, Inc., including the manner and basis of converting shares of the corporation into interests of the surviving limited liability company, is attached as Exhibit 1 hereto and is incorporated herein in full.

The Articles of Organization of Sunset Memorial Gardens LLC as the surviving limited liability company, as they will be in effect immediately after consummation of the conversion, are attached as Exhibit 2 hereto and are incorporated herein in full.

**THREE**

The Plan of Entity Conversion was adopted by the unanimous written consent of the corporation's sole shareholder, Sunset Memorial Gardens Subsidiary, Inc.

Executed in the name of the corporation this 20<sup>th</sup> day of July, 2004.

**Sunset Memorial Gardens, Inc.**

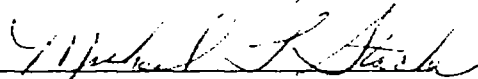
By:   
Name: Michael L. Stache  
Title: President





Exhibit 1



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## PLAN OF ENTITY CONVERSION

This Plan of Entity Conversion (the "Plan") is made this 20th day of July, 2004, by Sunset Memorial Gardens, Inc., a Virginia corporation (the "Corporation") and its sole shareholder, Sunset Memorial Gardens Subsidiary, Inc., a Virginia corporation (the "Shareholder").

### WITNESSETH

WHEREAS, the Board of Directors of the Corporation unanimously deemed it desirable and in the best interests of the Corporation and its sole Shareholder for the Corporation to be converted into a Virginia limited liability company (the "Conversion") as authorized, approved and directed by the Board of Directors which adopted this Plan; and,

WHEREAS, the sole Shareholder of the Corporation also deemed the Conversion desirable and in the best interests of the Corporation and itself as authorized, approved and directed by the sole Shareholder which approved this Plan;

NOW, THEREFORE, the Corporation and sole Shareholder, by their duly authorized undersigned Officers, as authorized, approved and directed by their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions herein contained, and for other good and valuable consideration, and intending to be legally bound, do hereby agree upon and prescribe the terms and conditions of the Conversion, and provide for the Conversion set forth in this Plan, and the mode of carrying them into effect, in accordance with the laws of the Commonwealth of Virginia as follows:

1. Conversion. In accordance with the provisions of the Virginia Stock Corporation Act and the Virginia Limited Liability Company Act (collectively, the "Act"), at the Effective Time (as hereinafter defined), the Corporation shall be converted to and become a Virginia limited liability company named Sunset Memorial Gardens LLC (the "LLC").

2. Effective Time. The Effective Time of the Conversion shall be upon the filing of the Articles of Entity Conversion of the Corporation and the Articles of Organization of the LLC (as hereinafter attached) with the State Corporation Commission of the Commonwealth of Virginia subject to issuance of a certificate of entity conversion by the State Corporation Commission (the "Effective Time").

3. Conversion of Shares. At the Effective Time of the Conversion, all of the issued and outstanding shares of capital stock, including treasury stock, of the Corporation, shall automatically be cancelled and become of no effect whatsoever with respect to the Corporation, and/or the LLC, and shall automatically be converted into units of limited liability company membership interests in the LLC, with the sole Shareholder of the Corporation holding 100% of the units of limited liability company membership interests in the LLC and being the sole member of the LLC ("Member"). Each share of stock of the sole Shareholder of the Corporation immediately prior to the Effective Time of the Conversion shall be so converted into one unit of limited liability company membership interest in the LLC held by the sole Shareholder as the sole Member of the LLC.



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4. Articles of Organization. Attached hereto as Appendix 1 to this Plan are the Articles of Organization of the LLC, to be filed with the State Corporation Commission of the Commonwealth of Virginia, to be in effect immediately upon the Effective Time of the Conversion unless and until such Articles are modified after the Effective Time in accordance with the Virginia Limited Liability Company Act.

5. Articles of Entity Conversion. Attached as Appendix 2 to this Plan are the Articles of Entity Conversion of the Corporation to be filed with the State Corporation Commission of the Commonwealth of Virginia.

6. Managers. At the Effective Time of the Conversion, the directors of the Corporation immediately prior to the Effective Time shall become the managers of the LLC. Each such manager in the LLC shall hold such office until the expiration of his term of office being served immediately prior to the Effective Time of the Conversion, or his earlier death, resignation or removal by the sole Member in accordance with the Articles of Organization and the Operating Agreement of the LLC and applicable law.

7. Officers. At the Effective Time of the Conversion, the officers of the Corporation immediately prior to the Effective Time shall become the same officers of the LLC. Each such officer in the LLC shall hold such office until the expiration of his term of office being served immediately prior to the Effective Time of the Conversion, or his earlier death, resignation or removal by the managers in accordance with the Articles of Organization and the Operating Agreement of the LLC and applicable law.

8. Assets. At the Effective Time of the Conversion, all property real, personal, and mixed owned by the converting Corporation; all rights, privileges, immunities, licenses, permits and franchises of the converting Corporation, of a public as well as a private nature; and all debts or obligations due the converting Corporation; are taken and deemed to remain and be vested in the resulting LLC without the necessity of any deed or other instrument of conveyance to the resulting LLC.

9. Liabilities. At the Effective Time of the Conversion, the resulting LLC shall remain and be responsible and liable for all the liabilities and obligations of the converting Corporation. Neither the rights of creditors, nor any liens upon the property of the converting Corporation shall be impaired by the Conversion.

10. Effect. The Conversion shall have the effects set forth in Section 13.1-722.13 of the Virginia Stock Corporation Act. Without limiting the generality of the foregoing, and subject thereto, the Corporation shall continue its existence in the form of the LLC as a limited liability company under the laws of the Commonwealth of Virginia. The resulting LLC from the converted Corporation, upon the Effective Time of the Conversion, is for all purposes the same business entity that existed before the conversion as provided by the Act.


11. Amendment. This Plan may be amended by the Board of Directors of the Corporation and sole Shareholder at any time prior to the issuance of the certificate of entity conversion by the State Corporation Commission of the Commonwealth of Virginia.



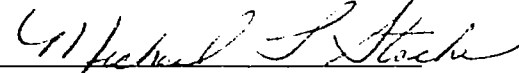
12. Governing Law. This Plan, the Articles of Entity Conversion, the Articles of Organization and such other documents as are necessary and appropriate to implement this Plan shall be filed as required by the laws of the Commonwealth of Virginia with the State Corporation Commission of Virginia and shall be governed by and construed in all respects in accordance with the laws of the Commonwealth of Virginia.

IN WITNESS WHEREOF, this Plan of Entity Conversion has been duly executed on the date first written above.

**Sunset Memorial Gardens, Inc.**

By:   
Name: Michael L. Stache  
Title: President

**Sunset Memorial Gardens Subsidiary, Inc.**

By:   
Name: Michael L. Stache  
Title: President





Appendix 1




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**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

**ARTICLES OF ORGANIZATION OF A  
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia, the undersigned states as follows:

1. The name of the limited liability company is **Sunset Memorial Gardens LLC**.
2. A. The name of the limited liability company's initial registered agent is Corporation Service Company.  
  
B. The registered agent is a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.
3. The limited liability company's initial registered office address, which is identical to the business office of the initial registered agent, is 11 South 12<sup>th</sup> Street, Richmond, VA 23218, which is located in City of Richmond.
4. The limited liability company's principal office is located at 3702 Loren Drive, Fredericksburg, VA 22401.
5. Organizer: Sunset Memorial Gardens Subsidiary, Inc.

By:  July 20, 2004  
Michael L. Stache, President  
(215) 826-2800



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Appendix 2



**ARTICLES OF ENTITY CONVERSION**  
**OF**  
**SUNSET MEMORIAL GARDENS, INC.**

The undersigned corporation, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, hereby executes the following articles of entity conversion and sets forth:

**ONE**

The name of the corporation immediately prior to the filing of these articles of entity conversion is Sunset Memorial Gardens, Inc.

The corporation shall convert to a Virginia limited liability company and its name shall be Sunset Memorial Gardens LLC.

**TWO**

The Plan of Entity Conversion of Sunset Memorial Gardens, Inc., including the manner and basis of converting shares of the corporation into interests of the surviving limited liability company, is attached as Exhibit 1 hereto and is incorporated herein in full.

The Articles of Organization of Sunset Memorial Gardens LLC as the surviving limited liability company, as they will be in effect immediately after consummation of the conversion, are attached as Exhibit 2 hereto and are incorporated herein in full.

**THREE**

The Plan of Entity Conversion was adopted by the unanimous written consent of the corporation's sole shareholder, Sunset Memorial Gardens Subsidiary, Inc.

Executed in the name of the corporation this 20<sup>th</sup> day of July, 2004.

**Sunset Memorial Gardens, Inc.**

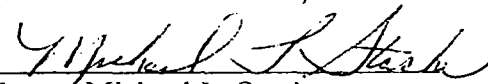
By:   
Name: Michael L. Stache  
Title: President





Exhibit 2




**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

**ARTICLES OF ORGANIZATION OF A  
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia, the undersigned states as follows:

1. The name of the limited liability company is **Sunset Memorial Gardens LLC**.
2. A. The name of the limited liability company's initial registered agent is Corporation Service Company.  
  
B. The registered agent is a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.
3. The limited liability company's initial registered office address, which is identical to the business office of the initial registered agent, is 11 South 12<sup>th</sup> Street, Richmond, VA 23218, which is located in City of Richmond.
4. The limited liability company's principal office is located at 3702 Loren Drive, Fredericksburg, VA 22401.
5. Organizer: Sunset Memorial Gardens Subsidiary, Inc.

By:  July 20, 2004  
Michael L. Stache, President  
(215) 826-2800



CIS0322  
SCC024

CISM0180

CIS  
CORPORATE DATA INQUIRY

07/26/04  
14:18:55

CORP ID: 0518154 - 0 STATUS: 00 ACTIVE STATUS DATE: 03/29/01  
CORP NAME: SUNSET MEMORIAL GARDENS, INC. \_\_\_\_\_

DATE OF CERTIFICATE: 03/19/1999 PERIOD OF DURATION: INDUSTRY CODE: 00  
STATE OF INCORPORATION: VA VIRGINIA STOCK INDICATOR: S STOCK  
MERGER IND: CONVERSION/DOMESTICATION IND:  
GOOD STANDING IND: Y MONITOR INDICATOR:  
CHARTER FEE: 50.00 CASE NO: CASE STATUS: HEARING DTE:  
R/A NAME: CORPORATION SERVICE COMPANY

STREET: 11 S 12TH ST  
PO BOX 1463

AR RTN MAIL:

CITY: RICHMOND STATE : VA ZIP: 23218

R/A STATUS: C CORP/LLC/RLLP R EFF. DATE: 06/12/03 LOC.: 216

ACCEPTED AR#: 204 19 1230 DATE: 03/10/04 RICHMOND CITY

CURRENT AR#: 204 19 1230 DATE: 03/10/04 STATUS: A ASSESSMENT INDICATOR: 0

YEAR	FEES	PENALTY	INTEREST	TAXES	BALANCE	TOTAL SHARES
04	100.00					1.000

COMMAND: .....

4A| 06.016



CIS0322  
SCC024 CISM0250

CIS  
MICROFILM INQUIRY

07/26/04  
14:18:59

CORP ID: 0518154 - CORP STATUS: 00 ACTIVE  
CORP NAME: SUNSET MEMORIAL GARDENS, INC. \_\_\_\_\_

COURT LOCALITY: 216 RICHMOND CITY TOTAL CHARTER FEES: 50.00

MICROFILM NO	DOCUMENT TYPE	DATE	CHARTER FEE	PAGES
03 06 04 0593	RAC > REGISTERED AGE	06/12/03		1
01 04 01 0221	REIN > REINSTATEMENT	03/29/01		1
00 08 08 1458	TERM > TERMINATION	07/31/00		1
00 07 04 0465	RAC > REGISTERED AGE	07/12/00		1
99 03 06 0094	NEWC > NEW CHARTER	03/19/99	50.00	2

COMMAND: .....  
4A| 06.014

