

**CERTIFICATE OF FORMATION BY CONVERSION FOR
S.E. FUNERAL HOMES OF ALABAMA, LLC.**

- (1) The name of the converting entity is S.E. Funeral Homes of Alabama, Inc., an Alabama corporation that was formed on August 12, 1966 and whose address is 3715 Highway 25 South, Montevallo, AL 35115.
- (2) The name of the converted entity will be S.E. Funeral Homes of Alabama, LLC.
- (3) The formation and termination documents of the converting entity are filed in the Office of the Judge of Probate in Shelby County.
- (4) The resulting converted entity will be a limited liability company governed by Sections 10A-1-3.05 and 10A-5-2.02 of the Code of Alabama.
- (5) The converting entity is continuing its existence in the form of the converted entity.
- (6) This conversion was approved by the sole shareholder of the converting entity pursuant to Code of Ala. § 10A-1-8.01.
- (7) The sole shareholder in the converting entity will be the sole member of the converted entity.
- (8) The certificate of formation of the converted entity is as follows:
 - a. The name of the limited liability company is S.E. Funeral Homes of Alabama, LLC.
 - b. The name "S.E. Funeral Homes of Alabama, LLC" is available for use in Alabama because "S.E. Funeral Homes of Alabama, LLC" is being formed pursuant to a conversion of the existing corporation "S.E. Funeral Homes of Alabama, Inc." under Code of Ala. § 10A-1-8.01.
 - c. This form was prepared by:
Charles D. Marshall, III
Chaffe McCall, LLP
2300 Energy Centre
1100 Poydras Street
New Orleans, LA 70163-2300
 - d. The street address of the principal office of the limited liability company is:
3715 Highway 25 South, Montevallo, AL 35115
 - e. The mailing address of the principal office of the limited liability company is:
P.O. Box 647, Montevallo, AL 35115

Alabama
Sec. Of State
Entity Change D/C
021-646
Date 10/21/2011
Time 17:00
111107 2 PM
File \$100.00
Ackn \$.00
Exp \$100.00
Total \$200.00
07/002

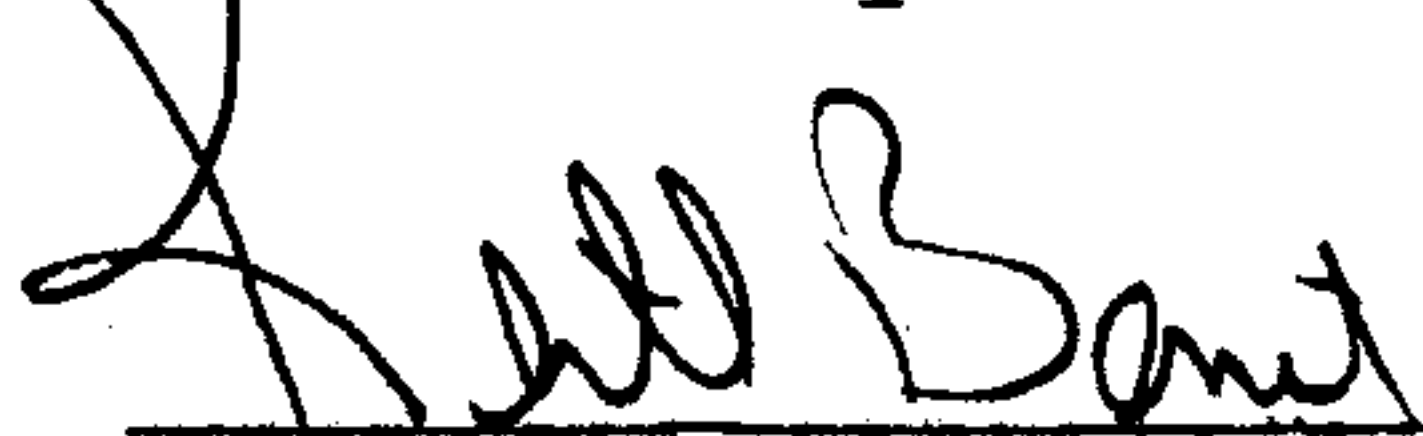
- f. The name and address of the Registered Agent is:
CT Corporation
2 North Jackson St., Suite 605
Montgomery, AL 36104
- g. The purpose for which the limited liability company is formed is for the transaction of any lawful business for which limited liability companies may be organized in Alabama under title 10A, chapter 5 of the Code of Alabama.
- h. The duration of the limited liability company is perpetual.
- i. The undersigned specifies that the effective date of the filing of the limited liability company is October 31, 2011 at 11:59 C.S.T. pursuant to Code of Ala. §10A-1-4.12.

October 5, 2011


S.E. SOUTH-CENTRAL, LLC


Michael G. Hymel, Vice President

Sworn to and subscribed before me
this 5th day of October, 2011.



Notary Public


20111115000345070 2/2 \$56.00
Shelby Cnty Judge of Probate, AL
11/15/2011 02:48:02 PM FILED/CERT

KEITH M. BENIT
NOTARY PUBLIC
STATE OF LOUISIANA
NOTARY NUMBER 60879
COMMISSION EXPIRES AT DEATH

Secretary of State
State of Alabama

I hereby certify that this is a true and complete
copy of the document filed in this office on

October 21, 2011
DATE November 7, 2011


Secretary of State 

Alabama
Sec. Of State
Entity Change D/C
021-646
Date 10/21/2011
Time 17:00
111107 2 Pg
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