

Filing Fee: \$150.00

ID Number:

139904



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:
StoneMor GP LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is April 4, 2004

5. The period of duration of the limited liability company is (if perpetual, so state) perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

170 Westminster Street, Suite 900

Providence

RI

02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is Corporation Service Company
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

c/o Corporation Service Company; 2711 Centerville Road, Suite 400

Wilmington DE 19808

9. The mailing address for the limited liability company is:

155 Rittenhouse Circle

Bristol PA 19007

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SECRETARY OF STATE
CORPORATIONS DIV.
MAY 3 11 08 AM '04

FILED

MAY 03 2004

By

[Signature]
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10. The limited liability company is to be managed by:

(Check one box only)

☐ its members or ☒ by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

<u>Manager</u>	<u>Address</u>
<u>See Attachment A</u>	

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: April 27, 2004

StoneMor GP LLC

Print Exact Name of Limited Liability Company Making Application

By



William R. Shane, Signature of authorized person
Manager

ATTACHMENT A**STONEMOR GP LLC
LIST OF MANAGERS**

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Lawrence Miller	155 Rittenhouse Circle Bristol, PA 19007	Manager/Director/President/ Chief Executive Officer
William R. Shane	155 Rittenhouse Circle Bristol, PA 19007	Manager/Director/Executive Vice President/Chief Financial Officer/Treasurer/Secretary
Allen R. Freedman	155 Rittenhouse Circle Bristol, PA 19007	Manager/Director
Robert B. Hellman, Jr.	155 Rittenhouse Circle Bristol, PA 19007	Manager/Director
Martin R. Lautman	155 Rittenhouse Circle Bristol, PA 19007	Manager/Director
Fenton R. Talbott	155 Rittenhouse Circle Bristol, PA 19007	Manager/Director
Jeffrey A. Zawadsky	155 Rittenhouse Circle Bristol, PA 19007	Manager/Director
Michael L. Stache	155 Rittenhouse Circle Bristol, PA 19007	Manager/Senior Vice President/Chief Operating Officer
Gregg Strom	155 Rittenhouse Circle Bristol, PA 19007	Manager/Vice President – Business Development
Paul Waimberg	155 Rittenhouse Circle Bristol, PA 19007	Manager/Vice President – Finance
Robert Stache	155 Rittenhouse Circle Bristol, PA 19007	Manager/Senior Vice President – Sales

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STONEMOR GP LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3084172

DATE: 04-30-04