

## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**ROSE CHAPEL MORTUARY, INC.**

was filed in the office of the Secretary of State on the **Thirteenth** day  
of **November**, A.D. One Thousand Nine Hundred **Sixty-four** and  
~~will be~~ duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**Perpetual existence** from the date hereof, with its registered office in this State located at  
**Idaho Falls** in the County of **Bonneville**.

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **13th** day of **November**,  
A.D., 19 **64**

Secretary of State.

ARTICLES OF INCORPORATION

of

ROSE CHAPEL MORTUARY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the United States of America and the State of Idaho, and each over the age of twenty-one years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, and file this certificate and Articles of Incorporation for that purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is: ROSE CHAPEL MORTUARY, INC.

ARTICLE II.

PURPOSES

The purposes of this corporation shall be:

Section 1. To engage in, conduct, and deal generally with and in any and everything pertaining to or necessary or convenient for the preparation of bodies for burial, including the owning, operation, and management of one or more mortuaries and to do any and all things incidental, necessary or desirable thereto, including all forms of preservation, burial, or cremation of bodies of deceased persons.

Section 2. To engage in the building and maintenance of a funeral chapel, and the dealing in and selling of coffins and caskets, and all such property, goods, wares, and merchandise as are incidental to and used in the business of undertaking and morticians.

Section 3. To purchase, require, own, improve, develop, lease as lessee or lessor, exchange, sell, dispose of and otherwise deal in real estate; to purchase, lease as lessor or lessee, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, acquisition, development, improvement

and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

Section 4. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principle and as agent; also to buy and sell liens on real and personal property and to accept as security thereof liens on and pledges of real and personal property.

Section 5. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be deemed or determined expedient.

Section 6. To purchase, lease as lessee, or otherwise acquire and to hold for investment, improve, maintain and operate the business properties, stock in this and other corporations, automotive vehicles, fixtures and supplies, and other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise dispose of or encumber lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 7. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or a joint-venturer in such transaction.

Section 8. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning or general terms of the general powers of this corporation; nor shall

the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

### ARTICLE III.

#### CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

### ARTICLE IV.

#### PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is Idaho Falls, Bonneville County, Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may, from time to time, decide. The Post Office address of the registered office shall be 2385 South Boulevard, Idaho Falls, Idaho.

Section 2. The operation and business of this corporation shall be carried on in the County of Bonneville, State of Idaho, and in such other counties in the state of Idaho and in other states of the United States as the Board of Directors may, from time to time, decide.

### ARTICLE V.

#### CAPITAL STOCK

Section 1. The amount of the capital stock of the corporation shall be One Hundred Thousand (\$100,000.00) Dollars to consist of Ten Thousand (10,000) shares of the common stock of the par value of Ten (\$10.00) Dollars each.

Section 2. Each of said shares of common stock shall be common voting stock and shall be non-assessable.

Section 3. The subscriptions for the ownership of all shares of stock in this corporation shall be made and taken upon the condition that any holder of shares of stock desiring to sell the same shall first offer his stock to the corporation at his lowest price, and the Board of Directors of this corporation shall have thirty days in which to exercise the corporation's option to purchase the same. Said notice of offer to sell shall be given by a letter addressed to

the registered office of this corporation, and upon failure of the corporation to exercise the option within said thirty days, the selling stockholder shall then offer his stock to the other stockholders of this corporation, who shall have thirty days in which to exercise their option to purchase pro rata such stock at the price offered. After the expiration of said thirty days, the stockholder shall be free to make any other sale of his stock if the option shall not be exercised. This corporation will not transfer any certificates of stock until compliance has been made with the above restriction.

#### ARTICLE VI.

##### MANAGEMENT

Management of this corporation shall be vested in a Board of Directors of three to five directors. The directors shall be elected at the annual meeting of the stockholders, and the number of directors to serve shall be decided at the annual meeting of the stockholders, as provided in the by-laws, and in the manner and the method therein provided.

#### ARTICLE VII.

##### BOARD OF DIRECTORS' MEETINGS

The meetings of the Board of Directors may be held at the principal office of the corporation in this state, or at such other place or places within or without this state, for the transaction of any business of the corporation as the directors may, by resolution, provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

#### ARTICLE VIII.

##### INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>COMMON STOCK</u>
W. Gene Hess	2385 South Boulevard, Idaho Falls, Idaho	1 share /
H. M. Bennett	1300 Susanne Avenue, Idaho Falls, Idaho	1 share
Vernon L. Lloyd	813 Maplewood Drive, Idaho Falls, Idaho	1 share

All of the subscribers to these Articles of Incorporation are of full age, citizens of the United States of America and residents of the State of Idaho.

#### ARTICLE IX.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall, in any way, be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

#### ARTICLE X.

The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 12<sup>th</sup> day of November, 1964.

Welford Gene Hess  
Idaho Falls, Idaho


H. M. Bennett  
Idaho Falls, Idaho

Vernon L. Lloyd  
Idaho Falls, Idaho

STATE OF IDAHO            )  
                                  : ss.  
County of Bonneville)

On this 12<sup>th</sup> day of November, 1964, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared W. Gene Hess, H. M. Bennett, and Vernon L. Lloyd, known to me to be the persons whose names are subscribed to the within and foregoing Certificate and Articles of Incorporation, which they acknowledged to me that they executed as their free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and the year first above written.

  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho