



Department of State

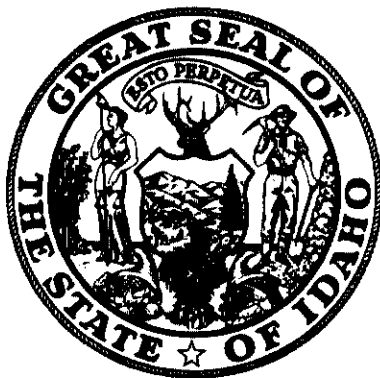
**CERTIFICATE OF INCORPORATION
OF**

HENDERSON FUNERAL HOME, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 2, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

The undersigned, acting to incorporate a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is Henderson Funeral Home, Inc.

2. DURATION: The period of its duration is perpetual.

3. PURPOSES: This corporation may transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares at \$1.00 par value common stock.

5. PREEMPTIVE RIGHTS: Shareholders shall have preemptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

6. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the corporation's By-Laws, including restrictions on transfer of shares.

7. REGISTERED AGENT AND OFFICE: The initial registered agent is:

Bob M. Cornelison

and the initial registered office is:

431 North 15th Avenue
Pocatello, Idaho 83201

8. BOARD OF DIRECTORS: The initial Board of Directors shall consist of two individuals who will serve until the first annual shareholder meeting or until their successors are elected and qualified. The directors' names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Bob M. Cornelison	431 North 15th Avenue Pocatello, Idaho 83201
Brenda S. Cornelison	431 North 15th Avenue Pocatello, Idaho 83201

9. INCORPORATOR: The name and address of the incorporator is:

Bob M. Cornelison
431 North 15th Avenue
Pocatello, Idaho 83201

10. STOCK TRANSFER RESTRICTIONS: Transfer of this corporation's stock shall be restricted; those restrictions are set forth in detail in this Corporation's By-Laws.

DATED: Jan 27, 1989.

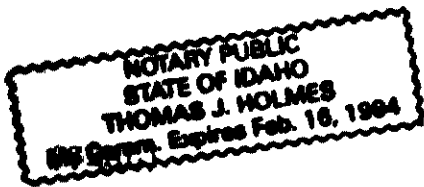


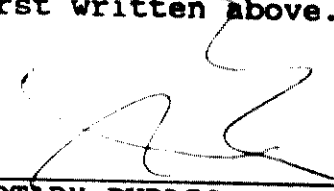
BOB M. CORNELISON, INCORPORATOR

STATE OF IDAHO)
SS
COUNTY OF BANNOCK)

On this 27 day of January, 1989, before me, the undersigned Notary Public, in and for said State, personally appeared Bob M. Cornelison, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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




NOTARY PUBLIC - STATE OF IDAHO
My Commission Expires: _____