

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

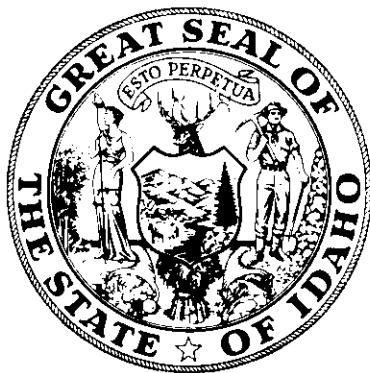
SHAFFER-JENSEN FUNERAL SERVICES, INC.

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 SHAFFER-JENSEN FUNERAL SERVICES, INC.

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: **December 19, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

DEC 29 1983

ARTICLES OF INCORPORATION

SHAFFER-JENSEN FUNERAL SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being competent citizens of the United States of America, and all having reached the age of majority, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

I.

That the corporate name of this corporation shall be: SHAFFER-JENSEN FUNERAL SERVICES, INC.

II.

That the purposes and objects for which this corporation is formed are as follows:

(a) To provide funeral services, embalming and general mortician services, prepaid burial insurance, trust accounts services; to provide all funeral related products, such as, but not limited to caskets, headstones, etc.; to do all things related to the funeral services business.

(b) To purchase all inventory and equipment necessary to operate the business.

(c) To borrow money for the purpose of this corporation to issue bonds, notes and debentures and other evidences of indebtedness therefore, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portions of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

(d) To build any or all buildings, or structures, or improve or change any real property owned or leased by said corporation when such action may be necessary or convenient for the con-

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ATTORNEYS AT LAW
26 SOUTH 9TH STREET • PAYETTE, IDAHO 83661
TELEPHONE 642-4458

1 duct of the business of the corporation, or to remove or to waste
2 any and all real property held or issued by the corporation as may
3 become necessary, essential or merely convenient for the conduct of
4 said corporation.

5 (e) To enter into any contract, co-operative agreement,
6 profit sharing plan, retirement plan with its officers and employees
7 as the corporation may deem advantageous or expedient, or enter into
8 any relationship or contract for compensation of said officers or
9 employees, or otherwise to reward or pay such persons for their ser-
10 vices as the Directors may deem fit.

11 (f) To exercise generally the powers customarily exer-
12 cised by business corporations, and particularly to exercise all
13 powers provided by the laws of the State of Idaho, referring more
14 specifically to Section 30-114 of the Idaho Code, in any State in
15 the United States and throughout the world, and also to incorporate
16 or qualify to do business in any State in the United States or any
17 country throughout the world.

18 (g) To carry on any other business, or to do anything in
19 connection with the objects and purposes above mentioned that may
20 be essential, necessary, proper, expedient, or merely convenient
21 for the corporation to accomplish successfully or promote the said
22 objects and purposes of the corporation. The foregoing clauses, by
23 reason of the specific enumeration of powers, shall not be held to
24 restrict the powers of the corporation to do any of the things with-
25 in the purview of its general purposes.

26 III.

27 This corporation shall have perpetual existence.

28 IV.

29 The principal place of business shall be 112 N. 9th Street,
30 Payette, Idaho and the location and mailing address of the registered
31 office in this state shall be 112 N. 9th Street, Payette, Idaho 83661,
32 and the registered agent shall be DICK E. BUTCHER of the same address.

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V.

That the authorized capitalization of this corporation shall consist of FIVE HUNDRED (500) shares of Class "A" voting common stock at no par value and TWO THOUSAND (2,000) shares of class "B" non-voting preferred stock, which shall have a par value of ONE HUNDRED and NO/100 (\$100.00) DOLLARS per share.

VI.

The corporate powers of said corporation shall be vested in the Board of Directors, three (3) in number, which may be increased or decreased by a majority vote of the Board. The Articles and the By-Laws of this corporation may be amended by a simple majority of the Board, or a simple majority of the Shareholders. The names and addresses of the first Board of Directors are as follows:

- Dick E. Butcher
112 North 9th Street
Payette, Idaho 83661
- Mardi E. Butcher
112 North 9th Streete
Payette, Idaho 83661
- Bert L. Osborn
P.O. Box 307
Payette, Idaho 83661

VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall constitute the Articles of Incorporation.

VIII

The corporate stock of said corporation, at the date of incorporation, is subscribed as follows:

- Dick E. Butcher, 250 shares of Class "A" Common stock
- Mardi E. Butcher, 250 shares of Class "A" Common stock

After an inventory and final accounting showing an exact contribution by all shareholders, stock will be issued to all parties to reflect said parties' actual equity. The Directors of the corporation shall authorize the issuance and sale of the 2,000

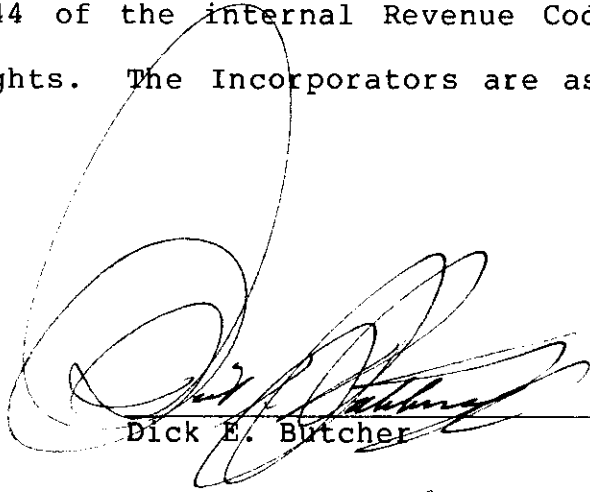
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1 shares of Class "B" Preferred stock of this corporation in an offer-
2 ing not to exceed two (2) years and in a manner which will allow
3 the stock to qualify the resulting Stockholders thereof for tax
4 benefits under Section 1244 of the internal Revenue Code. There
5 shall be no preemptive rights. The Incorporators are as follows,
6 to-wit:

7 DICK E. BUTCHER

8 MARDI E. BUTCHER



Dick E. Butcher

Mardi E. Butcher
Mardi E. Butcher

14 STATE OF IDAHO)
15 : ss.
16 County of Payette)

17 On this 28th day of December, 1983, before me, the
18 undersigned, a Notary Public in and for said State, personally ap-
19 peared DICK E. BUTCHER, known to me to be the person whose name is
20 subscribed to the within Articles of Incorporation, and acknowledged
21 to me that he executed the same.

22 IN WITNESS WHEREOF, I have hereunto set my hand and af-
23 fixed my official seal the day and year in this certificate first
24 above written.

Nancy Sarowsky
Notary Public for Idaho
Residing at Fruitland, Idaho

24 STATE OF IDAHO)
25 : ss.
26 County of Payette)

27 On this 28th day of December, 1983, before me, the
28 undersigned, a Notary Public in and for said State, personally ap-
29 peared MARDI E. BUTCHER, known to me to be the person whose name
30 is subscribed to the within Articles of Incorporation, and acknow-
31 ledged to me that she executed the same.

32 IN WITNESS WHEREOF, I have hereunto set my hand and af-
fixed my official seal the day and year in this certificate first
above written.

Nancy Sarowsky
Notary Public for Idaho
Residing at Fruitland, Idaho