

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

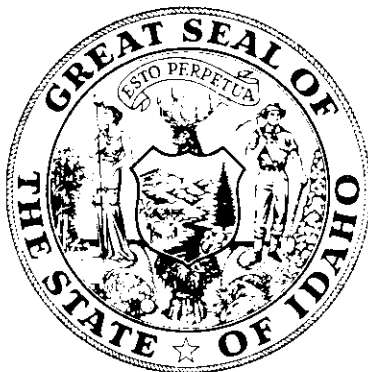
PINE HILLS FUNERAL CHAPEL, INC.

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of PINE HILLS FUNERAL CHAPEL, INC.

duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated July 18, 19 85



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

RECEIVED  
SEC. OF STATE  
'85 JUL 18 AM 10 09

RESTATED ARTICLES OF INCORPORATION  
OF

PINE HILLS FUNERAL CHAPEL, INC.

GILBERT'S FUNERAL CHAPEL, INC., an Idaho Corporation, by and through its duly elected President, LYLE A. STROTTMANN, and Secretary-Treasurer JOELLEN STROTTMANN, do hereby declare the following as RESTATED ARTICLES OF INCORPORATION, executed in compliance with Idaho Code Section 30-1-59(a) and 30-1-64. The purpose of executing these RESTATED ARTICLES OF INCORPORATION is to change the name of the Corporation from GILBERT'S FUNERAL CHAPEL, INC., to PINE HILLS FUNERAL CHAPEL, INC., pursuant to a resolution of the Corporation executed July 12, 1985. The following ARTICLES OF INCORPORATION set forth all of the operative provisions of the original ARTICLES OF INCORPORATION of GILBERT'S FUNERAL CHAPEL, INC. as amended, and correctly recite all corresponding provisions of the original ARTICLES OF INCORPORATION, except as amended, and further declare that the following RESTATED ARTICLES OF INCORPORATION shall supersede the original ARTICLES OF INCORPORATION and all amendments thereto.

ARTICLE I

NAME: That the name of this corporation is and shall be: PINE HILLS FUNERAL CHAPEL, INC.

## ARTICLE II

PURPOSE: That the purposes for which the said corporation is organized and formed are as follows, to-wit:

A. To engage in undertaking, embalming and directing of funerals of deceased persons, the ownership and maintenance of a funeral chapel or chapels, 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 undertakers and morticians, and also the owning and operating of motor vehicles and such other modes or vehicles of conveyance for hire, including ambulances, which said motor vehicles or other conveyances now are or may be used in the ordinary course of the business of undertaking, embalming and funeral directing; and to do any; or all things necessary or incident to the business of the corporation, and to exercise the powers herein set forth as fully as natural persons, whether as principal, agent, trustee or otherwise.

B. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real or personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation; and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, debentures and securities and other evidence of indebtedness of other corporations, domestic or foreign.

C. To purchase or otherwise acquire the whole of that certain business operating under the name and style of Gilbert's Funeral Chapel, in Orofino, Idaho, and the property and liabilities thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.

D. To do all or any of the above things as principal, agent, contractor, trustee, and by or through trustees, agents or otherwise; and to do all such other things as are necessary, convenient or expedient to the above purposes.

#### ARTICLE III

DURATION: That this corporation shall have perpetual existence unless and until dissolved in the manner prescribed by law.

#### ARTICLE IV

OFFICE AND REGISTERED AGENT: That the principal office of and for this corporation, and the place where the business of the said corporation shall be transacted, is and shall be at Orofino, County of Clearwater, State of Idaho. The Registered Agent of the corporation shall be LYLE A. STROTTMANN, whose street address is 939 Michigan Avenue, Orofino, Idaho 83544.

#### ARTICLE V

SHARES: That this corporation is authorized to issue only one class of shares of stock, the total number of which is and shall be two thousand five hundred (2,500) shares of the par value of

Fifty Dollars (\$50.00) per share; for a total aggregate par value of One Hundred Twenty-Five Thousand Dollars (\$125,000.00).

#### ARTICLE VI

SUBSCRIPTIONS: The amount of capital stock originally subscribed to was three (3) shares, the same being subscribed by the original incorporators, the names and addresses of whom, and the amount of stock actually subscribed to by each, being as follows:

William E. Gilbert	Box 307, Orofino, Idaho	1
Josephine Gilbert	Box 307, Orofino, Idaho	1
Lyle A. Strottmann	Box 143, Orofino, Idaho	1

#### ARTICLE VII

DIRECTORS: That the business of the corporation shall be managed by a board of three directors, whose qualifications, terms of office, powers and duties shall be prescribed in the Code of By-Laws of the corporation.

#### ARTICLE VIII

AMENDMENT: That these ARTICLES OF INCORPORATION may be amended by the vote of the holders of a majority of the voting power of all shareholders at any regular meeting, or at any special meeting duly called upon notice of the specific purpose.

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QUALIFICATIONS: That each of the incorporators has certified and declared that he is over the age of twenty-one (21) years, and a citizen of the United States.

DATED this \_\_\_\_\_ day of July, 1985.

PINE HILLS FUNERAL CHAPEL, INC.

LYLE A STROTTMANN  
President

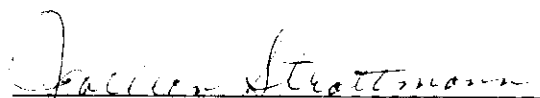
Joellen Strottmann  
JOELLEN STROTTMANN  
Secretary-Treasurer

STATE OF IDAHO )  
County of Clearwater ) ss.

JOELLEN STROTTMANN, being first duly sworn on oath, deposes and says:

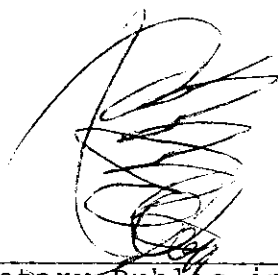
1. That she is the duly elected Secretary-Treasurer of GILBERT'S FUNERAL CHAPEL, INC., a corporation organized under and pursuant to the laws of the State of Idaho; that the foregoing RESTATED ARTICLES OF INCORPORATION have been signed by the President and Secretary of the corporation as their voluntary act, after written consent of the sole shareholder of the

corporation to change the corporate name from GILBERT'S FUNERAL CHAPEL, INC., to PINE HILLS FUNERAL CHAPEL, INC. had been obtained, and a resolution duly adopted authorizing said name change, by the board of directors.

  
JOELLEN STROTTMANN  
Secretary-Treasurer

Corporate Seal:

SUBSCRIBED and SWORN to before me this 12 day of July,  
1985.

  
\_\_\_\_\_  
Notary Public in and for the  
State of Idaho, residing at  
Orofino, therein.