

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

MEMORIAL VAULTS OF BURLEY, 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 _____

MEMORIAL MONUMENTS & VAULTS, 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 20, 19 83



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

1 AMENDED & RESTATED ARTICLES OF INCORPORATION
2 OF MEMORIAL VAULTS OF BURLEY, INC.
3 NOW KNOWN AS MEMORIAL MONUMENTS & VAULTS, INC.

4 The undersigned acting as Directors and President and
5 Assistant Secretary of the above-named Corporation amend and
6 restate the Articles of Incorporation as follows:

7 AMENDED ARTICLE I

8 The name of the Corporation shall be Memorial Monuments
9 & Vaults, Inc.

10 AMENDED ARTICLE II

11 The purpose for which the Corporation is organized is
12 the transaction of any and all lawful business for which Corpora-
13 tions may be incorporated under the Idaho Business Corporation
14 Act.

15 AMENDED ARTICLE III

16 The Corporation shall have all of the power, authority
17 and capacity set forth in the Idaho Business Corporation Act as
18 now enacted or hereafter amended.

19 RESTATED ARTICLE IV

20 The Corporation shall have perpetual existence unless
21 sooner terminated.

22 RESTATED ARTICLE V

23 The location and post office address of the registered
24 office of the Corporation is 2001 East 16th Street in the City of
25 Burley, County of Cassia, State of Idaho, or at such other place as
26 the Board of Directors shall designate and Joseph B. Chandler shall
 serve as the registered agent of the Corporation.

JUN 20 10 30 AM '03
SECRETARY OF STATE

PARSONS, SMITH, STONE & FLETCHER
LAWYERS
BURLEY, IDAHO

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AMENDED ARTICLE VI

The total number of shares which the Corporation is authorized to issue is 150,000 shares having a par value of \$1.00 each. Any none issued shares herein authorized may be issued from time to time by the Corporation in such manner, amounts, and proportions, and for such consideration as shall be determined from time to time by the Board of Directors.

RESTATED ARTICLE VII

At all elections of the directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which, except for those provisions as to cumulative voting, he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number of directors to be voted for, or any two or more of them, as he may see fit.

RESTATED ARTICLE VIII

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph B. Chandler	Box 685 Burley, Idaho 83318
Timothy L. Harris	729 18th Way Burley, Idaho 83318

RESTATED ARTICLE IX

The names and post office addresses of the members of

1 the initial Board of Directors of the Corporation, who shall serve
2 until the first meeting of shareholders or until their successors
3 have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph B. Chandler	Box 685 Burley, Idaho 83318
Timothy L. Harris	729 18th Way Burley, Idaho 83318

8 AMENDED ARTICLE X

9 There are 5,000 shares of the Corporation outstanding
10 and all are entitled to vote upon this amendment. All shares
11 voted unanimously for the amendment on February 23, 1983. The
12 Restated Articles of Incorporation correctly set forth without
13 change the corresponding provisions of the original Articles of
14 Incorporation and this document supercedes the original Articles
15 of Incorporation and all other amendments thereto.

16 DATED this 15 day of July, 1983.

17 MEMORIAL MONUMENTS & VAULTS, INC.

18
19 BY Joseph B. Chandler
20 Joseph B. Chandler
21 President

22 BY Timothy L. Harris
23 Timothy L. Harris
24 Assistant Secretary
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26

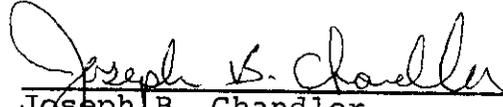
PARSONS, SMITH, STONE & FLETCHER
LAWYERS
BURLEY, IDAHO

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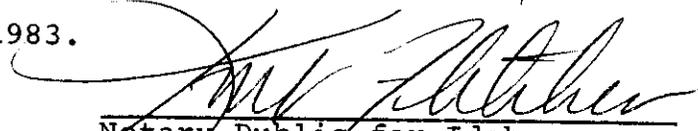
STATE OF IDAHO)
) ss.
County of Cassia)

Joseph B. Chandler being first duly sworn on oath,
deposes and says:

That he is the President in the above-named Corporation,
that he has read the contents of the above and foregoing Amended
and Restated Articles of Incorporation and knows the contents
thereof and the facts therein stated he believes to be true.


Joseph B. Chandler

Subscribed and sworn to before me, this 15 day
of July, 1983.

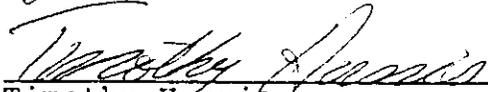

Notary Public for Idaho
Residing at Burley, ID

CONSENT TO AMENDMENT & RESTATEMENT OF
ARTICLES OF INCORPORATION

The undersigned being all of the Shareholders of Memorial Vaults of Burley, Inc., consent to the amendment and restatement of the Articles of Incorporation as set forth in the resolution adopted by the Board of Directors and Shareholders at their meeting on February 23, 1983, and consent to change the name of the Corporation to Memorial Monuments & Vaults, Inc.

DATED February 23, 1983.


Joseph B. Chandler


Timothy Harris

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS & SHAREHOLDERS OF
MEMORIAL VAULTS OF BURLEY, INC.

A special meeting of Memorial Vaults of Burley, Inc., was held on February 23, 1983, at 137 West 13th Street, Burley, Idaho. Present were:

Joseph B. Chandler
Timothy Harris
Wilson C. Chandler

Upon motion duly made, seconded and carried it was agreed that a combined meeting of the Board of Directors and Shareholders could be held.

It was noted that the Articles of Incorporation needed to be amended in order to reflect the current operation of the Corporation, to change the corporate name, and to allow for expansion of the Corporation. After some discussion and upon motion duly made, seconded and carried, it was unanimously

"RESOLVED that the name of the Corporation would be changed to Memorial Monuments & Vaults, Inc., and that the Articles of Incorporation would be amended and restated as set forth in the attachment to these minutes."

The acts of the Directors and Officers of the Corporation since the last meeting were ratified by all present as being in the best interest of the Corporation, including those acts done in the name of Memorial Vaults of Burley, Inc., and Memorial Monuments & Vaults, Inc.

A general discussion of the business transactions being entered into followed. All present thought that it was a good time to consider expanding the Corporation. Joseph B. Chandler reported that Kerry Robinson, a current customer of the Corporation, was interested in purchasing stock in the Corporation in exchange for the equipment he used in his business located in Boise, Idaho. It was also reported that Kerry desired to remain in Boise, thus allowing for expansion of the Corporation's territory. Upon motion duly made, seconded and carried, Joseph B. Chandler was directed to look into expansion of the Corporation and authorized to perform any and all acts required in order to achieve such expansion.

There being no further business to come before the meeting, it was adjourned.

DATED February 23, 1983.



Timothy C. Harris
Assistant Secretary