

FILED EFFECTIVE

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ARTICLES OF INCORPORATION

**SECRETARY OF STATE
STATE OF IDAHO**

OF

COLONIAL FUNERAL HOMES, INC.

Effective on the date filed with the Secretary of State ("**Effective Date**"), the Articles of Incorporation of Colonial Funeral Homes, Inc. ("**Corporation**"), are in their entirety as follows:

I.

NAME OF THE CORPORATION

The name of the Corporation is "Colonial Funeral Homes, Inc."

II.

PURPOSES OF THE CORPORATION

The purposes for which the Corporation is organized is to (i) own and operate a funeral home business and (ii) to do any and all other lawful activities.

III.

SHARES

A. Authorized Shares. The aggregate number of shares the Corporation is authorized to issue shall be 10,000, with no par value, consisting of 10,000 common shares of voting stock ("**Common Stock**").

B. Treasury Shares. Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be Treasury Shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

IV.

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

V.

CUMULATIVE VOTING

Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

IDAHO SECRETARY OF STATE
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**VI.
NOTICE OF MEETINGS AND VOTING**

C. Notice. Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Bylaws of the Corporation.

D. Voting. Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes.

**VII.
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 2005 South 4th Avenue, Pocatello, Idaho 83201, and the name of the registered agent at such address is Jared M. Clinger.

**VIII.
BOARD OF DIRECTORS**

The number of directors constituting the board of directors of the Corporation will be no less than two (2) and no greater than three (3). Under the Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is two (2). The names and addresses of such persons to serve as the directors are as follows:

<u>Name</u>	<u>Address</u>
Jared M. Clinger	2005 South 4th Avenue Pocatello, Idaho 83201
Michelle M. Clinger	2005 South 4th Avenue Pocatello, Idaho 83201

**IX.
INCORPORATOR**

For purposes of the Articles of Incorporation, the name and address of the Incorporator is:

Jared M. Clinger
2005 South 4th Avenue
Pocatello, Idaho 83201

**X.
LIMITATION OF LIABILITY**

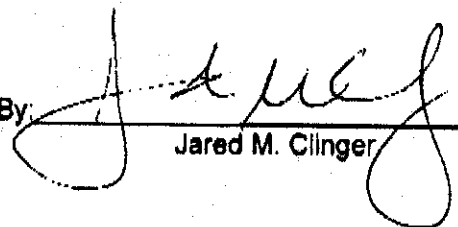
A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the

shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

**XI.
INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

Executed: May 27, 2008

By: 
Jared M. Clinger