

ARTICLES OF INCORPORATION--NON-PROFIT ORGANIZATION

OF

HUNT CEMETERY ASSOCIATION, INC.

FILED/EFFECTIVE

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CLERK OF STATE
STATE OF IDAHO

We, the undersigned, for the purpose of forming a non-profit corporation, under and pursuant to Title 30, Chapter 3, of the "Idaho Non-Profit Corporation Act" and amendments thereof, do hereby associate ourselves as a non-profit organization and do hereby adopt the following Articles of Incorporation:

I.

The name of the corporation is HUNT CEMETERY ASSOCIATION, INC.

II.

The period of its duration is perpetual.

III.

This Corporation shall be a non-profit corporation.

IV.

This Corporation shall have as members every person who acquires a lot or lots and such members shall have one vote each regardless on the number of lots owned. (IC 27-205)

V.

A quorum to transact all business which the members may lawfully transact shall consist of five (5) or more members. (IC 27-205)

VI.

Certificates of membership and certificates of title to the lots sold shall be issued in such form as may be provided by the bylaws or by resolutions of the members or directors. It shall not be necessary to record certificates of title to lots sold but a duplicate copy of each certificate shall be retained by the corporation. (IC 27-206)

IDAHO SECRETARY OF STATE

1. ARTICLES OF INCORPORATION -- NON-PROFIT ORGANIZATION

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VII.

This corporation is organized to own operate and maintain a cemetery or cemeteries, and such other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue code.

This corporation shall be and remain a non-profit corporation wherein pecuniary profit is not the object of the members of the corporation; it is organized and shall exist under the provisions of Idaho Code, Section 30-3-1 to 30-3-145, as amended, inclusive; no part of the earnings of this corporation shall inure to the benefit of any member or members but shall be devoted exclusively to the purposes of said corporation and to charitable, patriotic, civic and benevolent purposes.

VIII.

The principal place of business of this corporation shall be in Pinehurst, Shoshone County, Idaho.

IX.

The address of the principal registered office is located in Pinehurst, Idaho and the business or corporation address shall be: 105 Fairway Shopping Center, Pinehurst, ID 83501.

The name of and address of its initial registered agent is: Gail Haynes Nearing, 105 Fairway Shopping Center, PO Box 504, Pinehurst, ID 83850.

X.

The government and business affairs of this corporation shall be managed by a board of not less than three directors.

2. ARTICLES OF INCORPORATION -- NON-PROFIT ORGANIZATION

The number, qualifications, terms of office, manner of election and the powers and duties of the directors shall be set forth and prescribed in the By-Laws.

The Board of Directors shall elect a president, vice-president, secretary and a treasurer and may provide for such other officers and agents as it may deem necessary to transact the business of the corporation.

No member shall be liable for, nor shall any of their property be subject to any debts or obligations of the corporation.

XI.

The names and addresses of each incorporator constituting the First Board of Directors, all of whom are citizens of the United States of America, are as follows:

^A
Gail Hynes Nearing
105 Fairway Shopping Center
PO Box 504
Pinehurst Idaho 83501

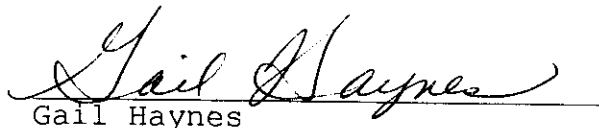
XII.

This corporation shall have no capital stock, nor shall any member, at any time, upon dissolution of said corporation, or in any other way, be considered to be the owner of any corporate assets, or be entitled to any extent to any of the assets or funds or property of said corporation, all of which assets, funds or property shall be exclusively devoted to the maintenance of the corporation. This provision, however, is not to prevent the return of expenses incurred by members in the fulfillment of duties being reasonable compensation to such members of said corporation.

XIII.

This corporation shall be governed by a code of By-Laws not inconsistent with the laws of the State of Idaho, and amendments there to, and repeal thereof any portion may be made, pursuant to the then applicable statutes of the State of Idaho.

DATED this 27 day of February, 2001.



Gail Haynes

3. ARTICLES OF INCORPORATION -- NON-PROFIT ORGANIZATION

STATE OF IDAHO)
 : ss
County of Shoshone)

On this 27th day of February, 2001, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared, Gail Haynes to me known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same as her free and voluntary act and deed for the purposes therein specified.

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


Dan Ruggie
Notary Public in and for Idaho
Residing at: Wallace therein
Commission expires: 10/09/2003

4. ARTICLES OF INCORPORATION -- NON-PROFIT ORGANIZATION