

**ARTICLES OF INCORPORATION
OF
J5 CEMETERY ASSOCIATION, INC.**

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In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Chapter 30, Title 301 et seq. of the Idaho Code, the undersigned natural persons, each of whom are of full age and residence of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation, and certify:

**ARTICLE I
NAME**

The name of this corporation is J5 CEMETERY ASSOCIATION, INC., hereinafter called the "Corporation."

**ARTICLE II
PURPOSES**

The Corporation is a nonprofit corporation under the laws of the State of Idaho and is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Service Code of 1986, as amended (the "Code").

Without in any way limiting the foregoing general purposes, the specific purpose of this Corporation is to facilitate the operation of a cemetery association.

**ARTICLE III
ADDRESS**

The registered and principal office of the Corporation is located at 1047 E 2700 S, Hagerman, ID 83332.

**ARTICLE IV
DURATION**

The duration of the Corporation is perpetual, unless dissolved according to law.

**ARTICLE V
POWERS**

Except as limited by these Articles of Incorporation or its By-laws, the Corporation shall have and exercise all its rights and powers in furtherance of its purposes as are now or may hereinafter be conferred on nonprofit corporations pursuant to Title 30, Idaho Statutes and other applicable law.

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ARTICLE VI
MEMBERSHIP AND VOTING RIGHTS

Only Shane West, Kanice Freeman, Charle West-Silva and Kade West shall be members of the Association. Each member shall be entitled to one vote on any issue brought before the general membership of the association.

This Article shall not be amended without the consent of two-thirds (2/3) of the members of the association.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of at least three (3), Directors, who must be members of the Corporation, at meetings duly held pursuant to the By-Laws and at which a quorum is present in person or by proxy. A quorum shall consist of a majority of the Directors present in person or by proxy. The Board, by majority vote, may remove an officer of the Corporation. The names and addresses of the initial Board of Directors is as follows:

Shane West
550 N 3rd East
Mountain Home, ID 83647

Kanice Freeman
5311 Horse Ranch Rd
Perkins, OK 74059

Charle West-Silva
109 Smalley Circle
Buhl, ID 83316

Kade West
1047 E 2700 S
Hagerman, ID 83332

ARTICLE VIII
DISSOLUTION

Upon dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which at time of disposition, qualify as an exempt organization or organizations under Section 501 (c)(3) and 170 (c)(2) of the Code or to the government of the United States, the State of Idaho, or any city or county within the State of Idaho exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized exclusively for the aforementioned purposes.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is Kade West, 1047 E 2700 S, Hagerman, ID 83332.

ARTICLE X
REGISTERED AGENT

Kade West is hereby appointed the initial registered agent of this Corporation.

ARTICLE XI
LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, any member, director, or officer of the Corporation or any other private individual, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II (Purposes) hereof and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation; provided however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article VIII hereof.

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

Section 4. The Corporation shall not invest or conduct other activities that would cause the Corporation to become a "private foundation," as such term is defined in Section 509 of the Code.

ARTICLE XII
OFFICERS

The Officers of the Corporation shall consist of a President, two Vice Presidents, Secretary, Treasurer and such other Officers and Assistance Officers as may be provided in the By-Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws. The name and addresses of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Shane West	550 N 3 rd East, Mountain Home, ID 83647	President
Kanice Freeman	5311 Horse Ranch Rd, Perkins, OK 74059	Vice President
Charle West-Silva	109 Smalley Circle, Buhl, ID 83316	Secretary
Kade West	1047 E 2700 S, Hagerman, ID 83332	Treasurer

ARTICLE XIII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Idaho law.

Amendments to these Articles shall require the assent of those members casting two-thirds (2/3) of the votes of the Corporation membership at any regular member's meeting called specifically for that purpose.

ARTICLE XIV INDEMNIFICATION


The Corporation shall indemnify each Officer and Director including former Officers and Directors to the full extent permitted by the laws of the State of Idaho.

ARTICLE XV BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the approval of two-thirds (2/3) of the voting members of the association, and may be altered, amended or rescinded by the approval of two-thirds (2/3) of the voting members.

The power to adopt, after amend and repeal the By-Laws shall be solely made by the approval of two-thirds (2/3) of the voting members of the association.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 25 day of November, 2009.



 KADE WEST
 Incorporator

STATE OF IDAHO

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) ss.
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County of Twin Falls

On this 25 day of November, 2009, before me, the undersigned, a Notary Public in and for said State, personally appeared KADE WEST known to me to be the Incorporator of J5 CEMETERY ASSOCIATION, INC., the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

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



Kathy Brown
NOTARY PUBLIC
Residing at: Twin Falls, ID
My Commission Expires: 5-15-14

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of J5 CEMETERY ASSOCIATION, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 25 day of November, 2009.



KADE WEST
Registered Agent