

State of Idaho

Department of State

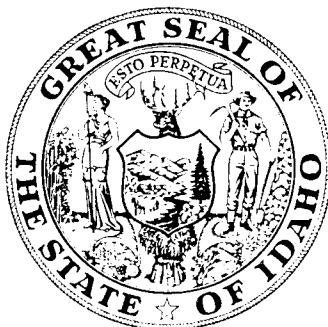
CERTIFICATE OF AMENDMENT OF

PACK RIVER CEMETERY ASSOCIATION

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 PACK RIVER CEMETERY ASSOCIATION duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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: November 19, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl D. [Signature]*

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AMENDED ARTICLES OF INCORPORATION
OF
PACK RIVER CEMETERY ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, President and Secretary respectively of PACK RIVER CEMETERY ASSOCIATION, do hereby certify as follows:

Pursuant to notice given according to statute, a meeting of the members of Pack River Cemetery Association was held on the 26th day of October, 1992, for the purpose of amending Articles II, III, IV, V, VI, VII, VIII, IX, X, and XI of the Articles of Incorporation of Pack River Cemetery Association. At said meeting said Articles were so amended, and Articles II, III, IV, V, VI, VII, VIII, IX, X and XI of the Articles of Incorporation of Pack River Cemetery Association were amended to read as follows:

I.

This Association shall be known as PACK RIVER CEMETERY ASSOCIATION.

II.

Article II originally read that the purpose for which the Association was formed was to promote and maintain a non-profit, undemoninational, public cemetery, in Section 22, Township 58 North, Range One West, Bonner County, State of Idaho. The wording is now changed and there additionally is added the subdivision in which the cemetery is located.

Article II as amended reads:

The purpose for which this Corporation is formed is to promote, maintain and improve a cemetery upon the

Northeast Quarter of Southeast Quarter of Northeast Quarter of Section 22, Township 58 North, Range 1 West, Boise Meridian, Bonner County, Idaho, and to operate a cemetery thereon for burial purposes, open and accessible to persons of any and all sects and denominations.

III.

Article III originally stated the place of transaction of business to be at the Pack River School House. That place is changed to the actual cemetery.

Article III as amended reads:

The principal place of business for the transaction of business shall be at the Pack River Cemetery, Bonner County, Idaho.

IV.

Article IV originally provided for a 50 year existence which has been amended to be perpetual. Said Article is further changed by the addition of the statement: "Pecuniary profit is not the object of this Corporation and the Corporation is a Non-profit Corporation.

Article IV as amended reads:

The existence of this Corporation shall be perpetual.

Pecuniary profit is not the object of this Corporation and the Corporation is a Non-profit Corporation.

V.

Article V originally provided governing by five directors to be elected by a majority of the People present at the annual meeting. That Article is amended to provide for election of successor directors by the existing directors.

Article V as amended reads:

The Corporation shall be governed by a board of five directors and their successors shall be elected by a majority of those members attending the annual meeting.

VI.

Article VI originally providing the directors have an annual meeting at the Pack River School on the third Monday of each May is stricken and amended to provide that the annual meeting of the Corporation shall be at the Pack River Cemetery on the Sunday before the legal Memorial Day of each May.

Article VI as amended reads:

The annual meeting of the Corporation shall be at the Pack River Cemetery on the Sunday before the legal Memorial Day of each May.

ARTICLE VII.

Article VII providing that special meetings of the Association may be called by the President by giving a notice is amended to change the wording thereof.

Article VII as amended reads:

Special meetings of the members of the Corporation may be called by the President by giving a notice.

ARTICLE VIII.

Article VIII providing that the Articles of Incorporation be amended by a two-thirds vote of the People owning a share in the Corporation is amended to provide for a two-thirds vote of those members attending the annual meeting.

Article VIII as amended reads:

The Articles of Incorporation may be amended by a two-thirds vote of those members attending the annual meeting.

ARTICLE IX.

Article IX providing for no capital stock and is organized not for pecuniary profit is amended by striking therefrom that the Association shall have no capital stock and is not organized for pecuniary profit and by providing for membership in the Corporation and certificates of membership.

Article IX as amended reads:

(a) There shall be no capital stock but the membership herein shall be by virtue of being a member of this Corporation according to the rules, regulations and by-laws of this Corporation.

(b) Membership shall be based upon certificates of membership for consideration to be fixed by the duly elected and acting board of directors and may be from time to time changed by action of said board. The voting power of each member is equal, with each certificate of membership being allowed one vote. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest therein than any other member.

ARTICLE X.

Article X is amended as to the wording thereof.

Article X as amended reads:

This Corporation shall have power to acquire, hold, exchange, sell, convey, encumber, and dispose of property, both real and personal, in fee simple, or otherwise, for the purpose of carrying out the object of the Corporation.

ARTICLE XI.

Article XI is amended as to the wording thereof.

Article XI as amended reads:

These Articles of Incorporation are made pursuant to and in accordance with the laws, rules and regulations of the State of Idaho.

The foregoing Articles were executed in duplicate and adopted as the AMENDED ARTICLES OF INCORPORATION OF PACK RIVER CEMETERY ASSOCIATION in Bonner County, Idaho.

IN WITNESS WHEREOF, the President of said Corporation has hereunto set his hand and caused the seal of said Corporation to be affixed and attached to this by the Secretary thereof on this 22nd day of Oct., 1992.

PACK RIVER CEMETERY ASSOCIATION

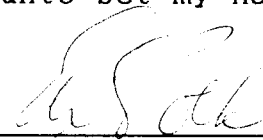
By: James R. Wood
President

Attest: Werner Stahl
Secretary

STATE OF IDAHO,)
 :SS.
County of Bonner,)

On this 2nd day of Nov., 1992, before me, the undersigned, a Notary Public for said State, personally appeared JAMES R. WOOD and VERNON SHADEL known or identified to me to be the President and Secretary respectively of PACK RIVER CEMETERY ASSOCIATION and the persons whose names are subscribed to the above and foregoing instrument, and acknowledged to me that they executed said instrument in such capacity for and upon behalf of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and date last above written.




Notary Public for the State of
Idaho, residing at Sandpoint.
My commission expires: 7/1/1998.

STATE OF IDAHO,)
 : ss.
County of Bonner,)

I, the undersigned, a Notary Public, do hereby certify that on this 2nd day of November, 1992, personally appeared before me VERNON SHADEL who, being by me first duly sworn, declared that he is the Secretary of PACK RIVER CEMETERY ASSOCIATION and that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and date last above written.



Notary Public for the State of Idaho,
Residing at Sandpoint therein.
My commission expires: 7/1/1998.