



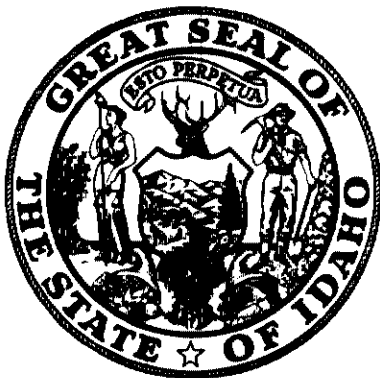
CERTIFICATE OF INCORPORATION
OF

MEMORIAL MONUMENTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 8, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Matthews*

SEP 29 11 59 AM '87
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MEMORIAL MONUMENTS, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being natural persons of full age and being citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation, to-wit:

I

NAME

The name of this corporation shall be MEMORIAL MONUMENTS, INC.

II

PURPOSES

The purposes for which this corporation is formed are as follows:

(a) To engage in the general business of selling, manufacturing, engraving and installing memorial monuments or grave markers of all types and descriptions, either at wholesale or retail, and to acquire such property, real and personal, as may be necessary or advisable to conduct and carry on such business and this corporation shall have all of the statutory powers conferred upon corporations by Title 30 of the Idaho Code, as it now exists or may hereafter be amended.

III

DURATION

The period of existence and duration of this corporation shall be perpetual.

IV

REGISTERED OFFICE

The initial location of the principal place of business and registered office of the corporation shall be at 598 West Franklin Street in Meridian, Idaho. The name of the registered agent of the corporation, who may be found at that address, is Joseph B. Chandler, whose post office address is 4655 Freedom, Meridian, Idaho 83642.

V

CAPITAL STOCK

The amount of the capital stock shall be \$150,000, to consist of 1500 shares of common stock with a par value of \$100 per share. No distinction shall exist between the shares of the corporation and all such shares shall have the same rights in the corporation. All or any portion of the capital stock may be issued for cash or in payment for real or personal property, or any other right or thing of value for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash, and the board of directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock. Such stock shall not be issued until fully paid for and when so issued shall be non-assessable.

VI

INCORPORATORS

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

NAME	POST OFFICE ADDRESS
Joseph B. Chandler	4655 Freedom Meridian, Idaho 83642

Carolyn R. Chandler

4655 Freedom
Meridian, Idaho 83642

Kerry T. Robinson

3125 North Linder
Meridian, Idaho 83642

Roseanna J. Robinson

3125 North Linder
Meridian, Idaho 83642

VII

GOVERNING BODY

The governing body of this corporation shall consist of a board of directors, who shall be elected annually as provided by the by-laws. The number of the board of directors may be changed from time to time as prescribed by the by-laws but shall be not less than one nor more than seven. The names and post office addresses of those who are selected to act as directors until the first annual election are as follows:

NAME	POST OFFICE ADDRESS
Joseph B. Chandler	4655 Freedom Meridian, Idaho 83642
Kerry T. Robinson	3125 North Linder Meridian, Idaho 83642

VIII

PRIVATE PROPERTY OF STOCKHOLDERS

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

IX

POWERS OF THE BOARD OF DIRECTORS

In addition to other powers, the board of directors is authorized to make, alter or amend the by-laws of the corporation, to fix the amount of capital stock to be reserved as working capital, or treasury stock, over and above its capital stock paid in, and to authorize and cause to be executed mortgages, liens or other encumbrances on the real and personal property of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 29 day of September, 1987.

Joseph B. Chandler
Joseph B. Chandler

Carolyn R. Chandler
Carolyn R. Chandler

Kerry R. Robinson
Kerry R. Robinson

Roseanna J. Robinson
Roseanna J. Robinson

STATE OF IDAHO,)
) ss.
COUNTY OF ADA,)

On this 29th day of SEPTEMBER, 1987, before me, the undersigned, a Notary Public in and for the State of Idaho, appeared JOSEPH B. CHANDLER, CAROLYN R. CHANDLER, KERRY T. ROBINSON AND ROSEANNA J. ROBINSON, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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


Notary Public for Idaho

