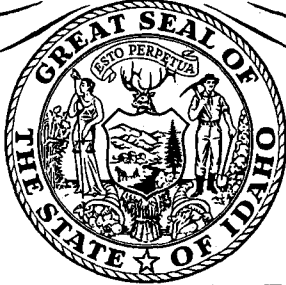


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

MEMORIAL PLANS, INC.

a corporation duly organized and existing under the laws of **Oregon** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **11th** day of **October** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **11th** day of **October** 19**65**, a designation of **T. H. Eberle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **11th** day of **October**, A.D. 19**65**.

Secretary of State.



I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Department of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of
.....
MEMORIAL PLANS, INC.

with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that MEMORIAL PLANS, INC.
is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this Department that are required by the Laws of this State.

In Testimony Whereof I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this 7th day of October, 1965.

Frank J. Healy
Corporation Commissioner

By *Helen K. Kargen*
Chief Clerk



ARTICLES OF INCORPORATION

of

EMERIAL PLANS, INC.

FILE NO. 76314

FILED

IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON

JUL 29 1965

FRANK J. HEALY
CORPORATION COMMISSIONER

I, the undersigned, a natural person of the age of twenty-one (21) years or more, acting as Incorporator under the Oregon Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation is EMERIAL PLANS, INC., and its duration shall be perpetual.

ARTICLE II.

The purpose or purposes for which this Corporation is organized are: The general operation and conduct of a business acting as a general agent for the sale of funeral insurance and funeral plans and to perform any and all acts necessary to the accomplishment of said purposes and to have and exercise all powers, rights, and privileges as conferred by the State of Oregon upon corporations.

ARTICLE III.

The aggregate number of shares which this Corporation shall have authority to issue is 50,000 shares of stock with a par value of \$1.00.

ARTICLE IV.

The Corporation will not commence business until \$1,000.00 has been received by it as consideration for the issuance of its shares.

ARTICLE V.

The address of the initial registered offices of the Corporation is 1300 Wilcox Building, Portland, Oregon, and the name of its initial registered agent at such address is ROBERT C. HALL.

ARTICLE VI.

The number of Directors constituting a Board of Directors is:

Name:

Address:

ROBERT C. WALL	1200 Wilson Building, Portland, Oregon
ROBERT E. ANDERSON	1200 Wilson Building, Portland, Oregon
JAMES B. BREATHOWEN	1200 Wilson Building, Portland, Oregon

ARTICLE VII.

The name and address of the Incorporator is:

Name:

Address:

ROBERT C. WALL	1200 Wilson Building, Portland, Oregon
----------------	--

ROBERT C. WALL

STATE OF OREGON

)

100

COUNTY OF MULTNOMAH

)

I, CLARA E. JOHNSON, a Notary Public for Oregon, hereby certify that on the 28 day of July, 1965, personally appeared before me ROBERT C. WALL, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this day and year last above written.

CLARA E. JOHNSON

Notary Public for Oregon

My Commission Expires: 4/2/66

2. Articles of Incorporation