



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

THE MATTHEWS MORTGAGE, INCORPORATED

was filed in the office of the Secretary of State on the **seventeenth** day of **May** A.D., One Thousand Nine Hundred **seventy-two** and ~~will be~~ duly recorded on Film No. ~~microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Montpelier, Idaho** in the County of **Bear Lake**

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.

ARTICLES OF INCORPORATION
OF
THE MATTHEWS MORTUARY, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

WE, THE UNDERSIGNED, being natural persons of the age of twenty-one or older and citizens of the United States of America, have this day associated ourselves for the purpose of forming a corporation for profit pursuant to the laws of the State of Idaho; and we adopt the following Articles of Incorporation for such corporation:

I.

The name of this corporation shall be THE MATTHEWS MORTUARY, INCORPORATED.

II.

The period of existence and duration is perpetual.

III.

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

- (a) To conduct funerals, which entails transportation of cadavers, preparing same for burial by embalming, cremation, or any other type of preparation for burial in use today or that may become in use at any time in the future; obtaining burial permits, notifying newspapers and relatives, when needed; to post notices of funerals, planning with clergymen for services in the home, the church, the funeral establishment, and the grave; securing death certificates, arrangement for music and services; the receipt and placement of floral offerings, the reception and ushering for family and friends; to conduct viewings at the request of the relatives of the deceased.
- (b) The corporation shall have the right to sell pre-arranged funeral plans either as a complete payment or by installments.
- (c) To perform ambulance service for the public, in transporting the sick to or from hospitals, rest homes, sanitariums, jails or any other place that such parties may have need of such services.
- (d) To buy, sell, or lease all types of burial equipment such as coffins, vaults or any other type of burial equipment. To manufacture the above equipment should the need ever arise to do so.

- (e) To conduct studies and research and development, and to engage in any other activities for any other application or purpose whatsoever, including, but not limited to industrial, utility, consumer, or scientific, educational, cultural, financial, recreational, agricultural construction and communication applications or purposes.
- (f) To acquire by purchase, subscriptions or otherwise all or part of any interest in the property, assets, business, or goodwill of any corporation, association, firm or individual, and to dispose of, or otherwise deal with such property, assets, business or goodwill.
- (g) To engage in any activity which may promote the interests of the corporation, or enhance the value of its property, to the fullest extent permitted by law, and in furtherance of the foregoing purposes to exercise all powers now or hereafter granted or permitted by law, including the powers specified in the Idaho Corporation Law.
- (h) To enter into agreements, contracts and obligations dealing with said business or any other business that the corporation officers may see fit and necessary for the corporation's existence.

IV.

The principal office of the corporation shall be located at 702 Clay Street, Montpelier, Bear Lake County, Idaho.

V.

The number of directors shall consist of not less than three (3) and shall be fixed by the By-Laws.

VI.

The authorized capital stock of such corporation shall consist of Five Thousand Shares (5,000) of common stock with a par value of \$2.00 each.

VII.

The amount of capital with which such corporation will commence business shall be Ten Thousand Dollars (\$10,000.00).

VIII.

To acquire by purchase or lease, gift, grant, devise, bequest or otherwise, lands and interest in lands, wherever located, and to hold, own, improve, employ, develop, use, manage and deal with any real estate so acquired, and to erect or cause to be erected on any lands owned, held or acquired by the corporation, buildings or other structures, and to manage, operate, lease, rebuild, enlarge,

lands so held, owned or occupied, and to mortgage, pledge, create a security interest in, sell, convey, lease, exchange, transfer, or otherwise dispose of any of the aforesaid interests.

IX.

Any shareholder desiring to sell his shares of stock in the corporation shall first offer such shares to the corporation and such offer shall remain standing for thirty days. Notice shall be given by registered or certified mail, addressed to the principal office of the corporation. If the corporation fails to accept the offer within said thirty days, the shareholders of this corporation shall then have thirty days to purchase said stock at the price at which it was offered to the corporation and in proportion to the shares held by each such shareholder, after the expiration of said thirty days the shareholder shall be free for a period of sixty days to make any other sale of his stock.

X.

The directors shall meet at least once a year, on the second Wednesday of January. Extra directors' meetings can be called at the discretion of the President and Secretary-Treasurer.

XI

The fiscal year of the corporation shall begin on the first day of May and shall end on the thirtieth day of April.

XII

The By-Laws will be drawn up by the directors and presented to the stockholders for approval. The directors may amend the By-Laws but only with the consent of two-thirds of the stockholders.

XIII.

The name and place of residence of each of the incorporators is as follows:

NAME	POST OFFICE ADDRESS	NUMBER OF SHARES	VALUE PER SHARE
Leonard H. Matthews	736 Jackson Montpelier, Idaho	2500	\$2.00
Pamela B. Matthews	736 Jackson Montpelier, Idaho	2499	\$2.00
Thomas Jones	227 North 8th St. Montpelier, Idaho	1	\$2.00

XIV.

The private property of the stockholders shall not be subject to the payment of corporation debts to any extent whatever.

XV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 15th day of May, 1972.


(SEAL)
Leonard H. Matthews


(SEAL)
Pamela B. Matthews


(SEAL)
Thomas Jones

STATE OF IDAHO)
County of Bear Lake) : ss.

On this 15 day of May, 1972, before me, a Notary Public in and for said county and state, personally appeared LEONARD H. MATTHEWS, PAMELA B. MATTHEWS and THOMAS JONES, known to me to be the persons whose names are subscribed to the within 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
Residing at Montpelier, Idaho
(SEAL)