

Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP
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 the original of the articles of incorporation of

MEMORIAL ART, INC.

was filed in the office of the Secretary of State on the **Twenty-seventh** day
of **April** A.D. One Thousand Nine Hundred **Sixty-six** and
will be **XXXXXX microfilm**
duly recorded on Film No. 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
Hayden, from the date hereof, with its registered office in this State located at **Minidoka.**
in the County of

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 **27th** day of **April**,
66
A.D., 19 .

Secretary of State.

MEMORIAL ART, INC.

NORTH END OF HEYBURN BRIDGE & ADJACENT TO CEMETERY



PERSONALIZED - DISTINGUISHED MONUMENTS

TELEPHONE 678-2507

P. O. BOX 33
HEYBURN, IDAHO 83336

ARTICLES OF INCORPORATION OF MEMORIAL ART, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, as set forth in Title 30, Idaho Code, Volume 5, do hereby certify as follows:

I

The name of the corporation is : 'MEMORIAL ART, INC.'

II

The purposes for which said corporation is formed are:

(a) To manufacture granite wares, marble wares, grave stones of every kind and character; to purchase, vend, erect and place the same; to purchase granite, marble and stone generally: to carve, cut, letter and manufacture the same into monuments, grave stones, furniture slabs and to vend, erect and place the same; to mine, quarry and prepare for market granite, marble and other stones and minerals and manufacture the same into products thereof and transport and sell the same in crude or manufactured form and as an incident to such business to acquire, hold and sell real estate and to have, maintain and place the necessary tools, appliances and plant.

(b) Generally to do all things necessary or convenient which are incident to or connected with, the general business above-mentioned, or any part thereof.

III

This corporation shall have the power, authority and capacity as follows:

(a) It shall have capacity to set possessed by natural persons, but shall have authority to perform only such acts as are necessary or proper to accomplish its purposes, and which are not repugnant to law;

MEMORIAL ART, INC.

NORTH END OF HEYBURN BRIDGE & ADJACENT TO CEMETERY



PERSONALIZED - DISTINGUISHED MONUMENTS

TELEPHONE 678-2507

P. O. BOX 33
HEYBURN, IDAHO 83336

-2-

(b) Without limiting or enlarging the grant of authority contained in subdivision 1, section 30-114, Idaho Code, it is hereby provided that such corporation shall have authority:

(1) To have succession by its corporate name for the time stated in its articles of incorporation, and when no period is limited, perpetually;

(2) To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal;

(3) To have and use a corporate seal which may be altered at pleasure;

(4) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease, real and personal property: to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

(5) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation;

(6) (6) To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding twenty dollars for any one offense;

(7) To issue shares and admit shareholders, and to sell other shares for the payment of assessments or installments;

(8) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation;

MEMORIAL ART, INC.

NORTH END OF HEYBURN BRIDGE & ADJACENT TO CEMETERY



PERSONALIZED - DISTINGUISHED MONUMENTS

TELEPHONE 678-2507

P. O. BOX 33
HEYBURN, IDAHO 83336

-3-

(9) To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in Foreign countries and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or ~~add~~ convey real and personal property situate out of this state, provided such powers are included within the objects set forth in its articles of incorporation.

(10) To do all acts as are necessary and expedient to accomplish its stated purposes.

IV

The corporation is to have perpetual existence.

V

The location and post-office address of the registered office of the corporation is Heyburn, Minidoka County, Idaho.

VI

The capital stock of the corporation shall be \$25,000.00 divided into 250 shares of the par value of \$100.00 each.

VII

The names and post-office address of the incorporators and the number of shares subscribed by each are as follows:

			<u>Street Address</u>
Art D. Smith	Heyburn, Idaho	1 share	Route 1
VeLoy O. Adams	Pocatello, Idaho	1 share	1140 Fern St.
George S. Walker	Pocatello, Idaho	1 share	156 N. 9th Ave.
Newell H. Thomas	Pocatello, Idaho	1 share	565 Hyde Ave.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 3rd day
of MARCH, 1966.

Art D. Smith
VeLoy O. Adams

Newell H. Thomas
George S. Walker

MEMORIAL ART, INC.

NORTH END OF HEYBURN BRIDGE & ADJACENT TO CEMETERY



PERSONALIZED - DISTINGUISHED MONUMENTS

TELEPHONE 678-2507

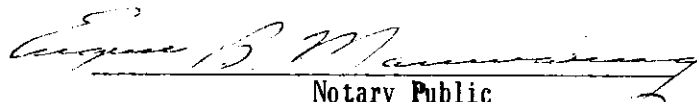
P. O. BOX 33
HEYBURN, IDAHO 83336

-4-

STATE OF IDAHO)
 ss:
COUNTY OF BANNOCK)

On this 3rd day of March, 1966, before me personally appeared Art D. Smith, VeLoy O. Adams, George S. Walker and Newell W. Thomas, 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
Residing at Pocatello, Idaho