

State of Idaho



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

NOLAND FUNERAL HOME, INC.

was filed in the office of the Secretary of State on **May 30th**, 19 **78**
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 **Grangeville, Idaho** in the county of **Idaho**

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 **30th**
day of **May**, A.D., **1978**

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION
OF
NOLAND FUNERAL HOME, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, FRED NOLAND, LILA NOLAND and HEBERT DALRYMPLE, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following Articles of Incorporation:

I.

The name of the corporation shall be NOLAND FUNERAL HOME, INC.

II.

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

III.

The location of the registered office of this corporation shall be 305 North Mill Street, Grangeville, County of Idaho, State of Idaho, and the address of the registered office of this corporation shall be 305 North Mill Street, Grangeville, Idaho.

IV.

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

To engage in business as funeral directors and engage in or conduct each of the following: Preparing for the burial or disposal, and directing and supervising for burial or disposal, of dead human bodies, maintaining a funeral establishment for the preparation for the disposition or for the care of dead human bodies.

To engage in, conduct, and deal generally with and in any and

1 every thing pertaining to or necessary or convenient for the prepara-
2 tion of bodies for burial, including the owning, operation and
3 management of one or more mortuaries, and to do any and all things
4 incidental, necessary, or desirable thereto, including all forms of
5 preservation, burial, or cremation of bodies of deceased persons.

6 To engage in undertaking, embalming and directing of funerals
7 of deceased persons, the building and maintenance of a funeral
8 chapel, and the dealing in and selling of coffins and caskets, and
9 all such property, goods, wares and merchandise as are incidental
10 to and used in the business of undertakers and morticians, and also
11 the buying, owning, holding, selling, letting, leasing, and dealing
12 in and with real and personal property of every kind and nature and
13 also the owning and operating of motor vehicles and such other modes
14 or vehicles of conveyance for hire, which motor vehicles or other
15 conveyances now are or may be used in the ordinary course of the
16 business of undertaking, embalming and funeral directing.

17 For the purchase and sale of real estate for burial purposes;
18 to establish, lay out, improve, equip, construct, conduct and main-
19 tain cemeteries, mausoleums, vaults, chapels and other necessary
20 buildings and improvements for the burial, cremation and care of
21 the remains of the dead; the construction, purchase and operation
22 of green conservatories and other things necessary and incidental
23 to laying out, care, cultivating, improvement, ornamentation and
24 maintenance of such cemeteries and places of burial and cremation.

25 To buy, sell, own, hold and operate real and personal property
26 of all kinds; to conduct and operate cemeteries, nurseries and
27 greenhouses and to own, sell and trade any personal property of all
28 kinds necessary or incident to the operation or management of
29 nurseries, greenhouses and cemeteries; to own, buy and sell
30 securities of all kinds.

31 To buy, manufacture, or otherwise acquire, to own, operate,
32 deal in, use and manage, and to sell or otherwise convey, incinerary

urns, burial boxes, burial vaults of steel, concrete and/or other material, grave markers, niche memorials, crypt memorials, foundations for markers, monuments, ornamental vases, books, booklets, post cards, flower vases, flowers, plants, trees, shrubs and nursery and greenhouse products of any and all kinds, including contracts for planting, improving and otherwise decorating grounds, buildings and/or other property, and particularly with and respecting those objects of art, including statuary and other objects useful, necessary or desirable for the artistic development, beautification, embellishment or improvement of any lands and/or buildings, whether located within or without any memorial park, and to own, lease or otherwise acquire and hold all necessary lands, plants, buildings and other property necessary therefor.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

To conduct and carry on in all of its branches the business of buying, selling and dealing in and with books of any and all kinds, whether new or old, and manuscripts, prints, engravings, lithographs, pamphlets, writings, publications, stationery, and similar goods or merchandise; to conduct the business of an agency in all of its branches for any and all of said goods or merchandise; to acquire and carry on a selling agency or agencies for the sale of any and all merchandise pertaining or relating to books, manuscripts, prints, engravings, lithographs, pamphlets, writings, and similar goods or merchandise; to deal in and with goods, wares and merchandise and personal property of every and any sort, nature or description.

To engage in the sale and distribution of decorative accessories, objects of art, and ornaments.

To own, lease and operate a general mercantile business, both

1 wholesale and retail, without restriction as to location, of buying
2 and selling all kinds of flowers, floral bouquets, floral properties,
3 ornamental shrubs and plants, baskets and other containers, and such
4 kindred lines as may appertain to the same.

5 To manufacture, buy, sell, trade and deal in any and all kinds
6 of printed matter, stationery, manifolded forms, account registers,
7 business forms, records, and books of account, of any and every
8 description.

9 To acquire by lease, purchase, gift, devise, contract, conces-
10 sion, or otherwise, and to hold, own, develop, explore, exploit,
11 improve, operate, lease, enjoy, control, manage or otherwise turn to
12 accounts, mortgage, grant, sell, exchange, convey or otherwise dis-
13 pose of, wherever situated, within or without the State of Idaho,
14 any and all real estate, lands, options, concessions, grants, land
15 patents, franchises, rights, privileges, easements, tenements,
16 estates, hereditaments, interests and properties of every kind,
17 nature and description whatsoever.

18 To purchase real estate, make and purchase materials for the
19 construction of buildings; to erect buildings; to own, manage,
20 operate, lease and sell buildings; to conduct and carry on the
21 business of builders and contractors for the purpose of buildings,
22 erecting, altering, repairing or doing any other work in connection
23 with any and all classes of buildings, structures and improvements,
24 of every kind and nature whatsoever; also, to buy or otherwise
25 acquire real estate, and to subdivide, plat and sell the same, and
26 generally to buy, sell and deal in real and personal property of
27 every kind and description, and to own, hold, improve, develop and
28 manage any real estate or personal property and to erect and cause
29 to be erected on any lands owned, held or occupied by the corpora-
30 tion, buildings or other structures with their appurtenances and to
31 mortgage, sell, lease or otherwise dispose of any lands or interests
32 in lands and in any buildings or other structures at any time owned

1 or held by the corporation; to conduct a general brokerage, agency
2 and commission business for others in the purchase, sale and manage-
3 ment of real estate for others and the negotiation of loans thereon;
4 in general, conduct a general building and construction business
5 and a general real estate business.

6 To manufacture, purchase or otherwise acquire, hold, own, sell,
7 assign, transfer, lease, exchange, invest in, mortgage, pledge or
8 otherwise encumber or dispose of and generally deal and trade in and
9 with, both within and without the State of Idaho, and in any part of
10 the world, goods, wares, merchandise, and property of every kind,
11 nature and description.

12 To enter into, make and perform contracts of every kind and
13 description with any person, firm, association or corporation,
14 municipality, body politic, country, territory, state, government
15 or colony or dependency thereof.

16 To acquire, and to make payment thereafter in cash or the
17 stock or bonds of the corporation, or by undertaking or assuming
18 the obligations and liabilities of the transferror, or in any other
19 way, the good will, rights and property, the whole or any part of
20 the assets, tangible or intangible, and to undertake or assume the
21 liabilities of, any person, firm, association or corporation to hold
22 or in any manner dispose of the whole or any part of the property
23 so purchased; to conduct in any lawful manner the whole or any part
24 of the business so acquired and to exercise all of the powers
25 necessary or convenient to the conduct and management thereof.
26 To adopt, apply for, obtain, register, produce, take, purchase,
27 exchange, lease, hire, acquire, secure, own, hold, use, operate,
28 contract or negotiate for, take licenses or other rights in respect
29 of, sell, transfer, grant licenses and rights in respect of,
30 manufacture under, introduce, sell, assign, collect the royalties
31 on, mortgage, pledge, create liens upon or otherwise dispose of,
32 deal in, and turn to account, letters patent, patents, patent rights,

1 patents applied for or to be applied for, trade-marks, trade names
2 and symbols, distinctive marks and indications of origin or owner-
3 ship, copyrights, syndicate rights, inventions, discoveries, devices,
4 machines, improvements, licenses, processor, date and formulas of
5 any and all kinds granted by or recognized under or pursuant to the
6 laws of the United States of America, or of any other country or
7 counties whatsoever, and with a view to the working and development
8 of the same, to carry on any business, whether manufacturing or
9 otherwise, which the corporation may think calculated, directly or
10 indirectly, to effectuate these objects.

11 To underwrite, subscribed for, purchase, invest in or reinvest,
12 acquire, hold, pledge, hypothecate, exchange, sell, deal in and dis-
13 pose of, alone or in syndicates or otherwise in conjunction with
14 others, stocks, bonds, debentures, mortgages and other evidences of
15 indebtedness and obligations of any corporation, association, partner-
16 ship, syndicate, entity, person or governmental, municipal or public
17 authority, domestic or foreign, and evidences of any interest, in
18 respect to any such stocks, bonds and other evidences of indebtedness
19 and obligations, to issue in exchange therefor its own stock, bonds
20 or other obligations, and, while the owner or holder of any such,
21 to exercise all the rights, powers and privileges of ownership in
22 respect thereof, and, to the extent now or hereafter permitted by
23 law, to add by loan, subsidy, guaranty or otherwise, those issuing,
24 creating or responsible for any such stocks, bonds or other evidences
25 of indebtedness or obligations or evidences of any interest in
26 respect thereof.

27 To borrow or raise money for any of the purposes of the corpora-
28 tion, without limit as to the amount, and in connection therewith,
29 to grant collateral or other security either alone or jointly with
30 any other person, firm or corporation, and to make, execute, draw,
31 accept, endorse, discount, pledge, issue, sell or otherwise dispose
32 of promissory notes, drafts, bills of exchange, warrants, bonds,

1 debentures, and other evidences of indebtedness, negotiable or non-
2 negotiable, transferable or non-transferable, and to confer upon the
3 holders of any of its obligations such powers, rights and privileges
4 as from time to time may be deemed advisable by the Board of Directors
5 to the extent permitted under the General Corporation Law, of the
6 State of Idaho; to lend and advance money, extend credit, take
7 notes, open accounts and every kind and nature of evidence of indeb-
8 tedness and collateral security in connection therewith.

9 To purchase or otherwise acquire, hold, sell, pledge, transfer
10 or otherwise dispose of shares of its own capital stock, provided
11 that the funds or property of the corporation shall not be used for
12 the purchase of its own shares of capital stock when such use would
13 cause any impairment of the capital of the corporation, and provided
14 further, that shares of its own capital stock belonging to the cor-
15 poration -hall not be voted upon directly or indirectly.

16 To have one or more offices, to carry on all or any of its
17 operations and business and without restriction or limit as to amount;
18 to purchase, or otherwise acquire, to hold, own, mortgage, sell,
19 convey or otherwise dispose of real and personal property of every
20 class and description in any of the states, districts, territories,
21 dependencies, possession or colonies of the United States.

22 IN GENERAL, to do any or all of the things herein set forth to
23 the same extent as natural persons might or could do and in any part
24 of the world, as principals, agents, contractors, trustees or other-
25 wise, within or without the State of Idaho, either alone or in
26 company with others, and to carry on any other business in connec-
27 tion therewith, and to do all things not forbidden, and with all the
28 powers conferred upon corporations by the laws of the State of Idaho.

29 It is the intentions that each of the objects, purposes and
30 powers specified in each of the paragraphs of this Fourth Article
31 of this certificate of incorporation shall, except where otherwise
32 specified, be nowise limited or restricted by reference to or

1 ingerence from the terms of any other paragraph or of any other
2 article in this certificate of incorporation, but that the objects,
3 purposes and powers specified in this Article and in each of the
4 articles or paragraphs of this certificate shall be regarded as
5 independent objects, purposes and powers, and the enumeration of
6 specific purposes and powers shall not be construed to restrict in
7 any manner the general terms and powers of this corporation, nor
8 shall the expression of one thing be deemed to exclude another,
9 although it be of like nature. The enumeration of objects or
10 purposes herein shall not be deemed to exclude or in any way limit
11 by inference any powers, objects, or purposes which this corporation
12 is empowered to exercise, whether expressly by force of the laws of
13 the State of Idaho, now or hereafter in effect, or impliedly by any
14 reasonable construction of said law.

15 V.

16 In furtherance, and not in limitation of the powers conferred
17 by statute, the Board of Directors is expressly authorized:

18 To make and alter By-laws of this corporation, to fix the
19 amount to be reserved as working capital over and above its capital
20 stock paid in, and to authorize and cause to be executed mortgages
21 and liens upon the real and personal property of this corporation.

22 If the By-laws so provided, to designate two or more of the
23 members to construte an executive committee, which committee shall
24 for the time being, as provided in said resolution or by the By-
25 laws of this corporation, have and exercise any or all of the powers
26 of the Board of Directors in the management of the business and
27 affaris of this corporation, and have power to authorize the seal
28 of this corporation to be affixed to all papers which may require
29 it.

30 Pursuant to the affirmative vote of the holders of at least a
31 majority of the stock issued and outstanding, having voting powers
32 given at a stockholders' meeting duly called for that purpose, or

1 when authorized by the written consent of at least a majority of the
2 holders of the voting stock issued and outstanding, the Board of
3 Directors shall have power and authority at any meeting to sell,
4 lease or exchange all of the property and assets of this corporation
5 including its good will and its corporate franchises, upon such terms
6 and conditions as its Board of Directors deems expedient and for the
7 best interest of the corporation.

8 This corporation may in its by-laws confer powers upon its
9 directors in addition to the foregoing, and in addition to the
10 powers and authorities expressly conferred upon them by statute.

11 VI.

12 The capital stock of this corporation shall be ONE HUNDRED
13 THOUSAND DOLLARS (\$100,000.00), divided into TEN THOUSAND (10,000)
14 shares at the par value of TEN DOLLARS (\$10.00) per share of stock.
15 No distinction shall exist between the shares of this corporation
16 and all such shares shall have the same rights in the corporation.

17 VII.

18 All or any portion of the capital stock may be issued for cash
19 or in payment for real or personal property, services, or any other
20 right or thing of value, for the uses and purposes of the corpora-
21 tion, and when so issued shall become and be fully paid, the same as
22 though paid for in cash at par; and the directors shall be the
23 sole judges of the value of any property, right or thing acquired
24 in exchange for capital stock.

25 VIII.

26 From time to time the capital stock may be increased according
27 to law, and may be issued in such amoun-s and proportions as shall
28 be determined by the Board of Directors, and as may be permitted by
29 law.

30 IX.

31 The name and post office address of each of the incorporators
32 and a statement of the number of shares subscribed for by each, is

1 as follows:


2	NAME:	ADDRESS:	# SHARES	AMOUNT
3	FRED NOLAND	305 North Mill Street	One (1)	
4		Grangeville, Idaho		
5	LILA NOLAND	305 North Mill Street	One (1)	
6		Grangeville, Idaho		
7	HERBERT DALRYMPLE			
8		W of Boise,	One (1)	
		Boise, Idaho		

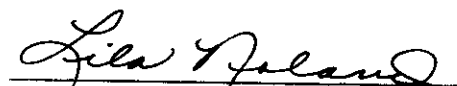
9 This corporation reserves the right to amend, alter, change or
10 repeal any provisions contained in this certificate of incorporation
11 in the manner now or hereafter prescribed by statute, and all rights
12 conferred upon stockholders herein are granted, subject to this
13 reservation.

14 X.

15 The private property of the stockholders shall not be subject
16 to the payment of the corporate debts to any extent whatsoever.

17 WE, THE UNDERSIGNED, being each one of the original subscriber
18 to the capital stock hereinbefore named for the purpose of forming
19 a corporation to do business both within and without the State of
20 Idaho, and in pursuance of the laws of the State of Idaho, do make
21 and file these Articles of Incorporation, hereby declare and
22 certify that the facts herein stated are true, and we respectfully
23 agree to take the number of shares of stock hereinbefore set
24 opposit our names and accordingly have hereunto set our hands and
25 seals this 24th day of May, 1978.

26
27 
28 FRED NOLAND

29 
30 LILA NOLAND

31 
32 HERBERT DALRYMPLE

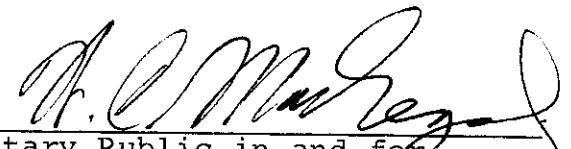
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STATE OF IDAHO)
County of Idaho ^{ss}

On this 24th day of May, 1978, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared FRED NOLAND, LILA NOLAND and HERBERT DALRYMPLE, known to me to be the persons who executed the within and foregoing ARTICLES OF INCORPORATION OF NOLAND FUNERAL HOME, INC., and severally acknowledged to me that they executed the same in triplicate.

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

(SEAL)


Notary Public in and for
the State of Idaho;
Residing at Grangeville
therein.

W. C. MACGREGOR, JR.
ATTORNEY AT LAW
GRANGEVILLE, IDAHO 83830