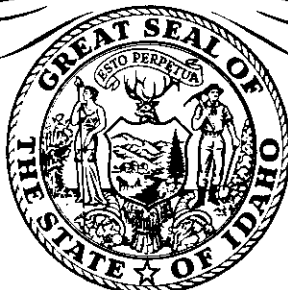


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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

SANDBERG-HILL FUNERAL HOME, INC.

was filed in the office of the Secretary of State on the **Fourth** day of **February**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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

Blackfoot

in the County of

Bingham

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 **4th** day of **February**, A.D., 19 **63**.

ARNOLD WILLIAMS
Secretary of State

By:
Deputy Secretary of State.

ARTICLES OF INCORPORATION
OF
SANDBERG-HILL FUNERAL HOME, 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 for form a corporation for the purposes hereinafter stated, pursuant to the provisions of Title 30, Chapter 1, of the Idaho Code, known as the Business Corporation Act of Idaho, do hereby certify as follows:

I

The name of the corporation is SANDBERG-HILL FUNERAL HOME, INC.

II

The purposes for which this corporation is formed are:

To engage in and carry on the profession or business of embalming, conducting and directing of funerals, and supervising and directing the burial and disposal of dead human bodies; to buy, sell and deal in caskets, vaults and other burial receptacles, clothing and other materials, articles, products and merchandise as may from time to time be deemed necessary, proper or desireable in the conduct of such business; and generally to conduct a mortuary, undertaking and funeral service business; to operate an ambulance service business, and to transport dead human bodies both within and without the State of Idaho; and to do each and every thing necessary, suitable or proper for the accomplishment of any of the objects herein enumerated or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation, including the leasing, holding,

purchasing, owning, mortgaging, hypothecating and selling of real property, stocks of this and other corporations, bonds, negotiable and non-negotiable instruments of all kinds, and any and all kinds of personal property.

III

In addition to the powers expressly conferred upon corporations by the laws of the State of Idaho, this corporation shall have power to do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this State or throughout the United States, and elsewhere, including the power to conduct business in other States as well as in Idaho, the District of Columbia, territories and colonies of the United States and in foreign countries, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and convey real and personal property situated outside of Idaho, and to do any act or acts, thing or things incidental or pertinent to or connected with the business hereinabove described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

IV

This corporation shall have perpetual existence.

V

The location and post office address of the registered office of the corporation is Blackfoot, Bingham County, Idaho.

VI

There shall be but one class of shares of stock, which shall be designated as common stock, and which shall be non-assessable. The total authorized number of par value shares of such stock is FIVE HUNDRED (500) shares, of the par value of ONE HUNDRED DOLLARS (\$100.00) per share, making a total authorized par value of FIFTY THOUSAND DOLLARS (\$50,000.00).

VII

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

| <u>NAME</u> | <u>POST OFFICE ADDRESS</u> | <u>NO. OF SHARES</u> |
|---------------------|--|----------------------|
| John Cecil Sandberg | 214 South University Blackfoot, Idaho | 1 share |
| Grace A. Sandberg | 214 South University Blackfoot, Idaho | 1 share |
| C. Dean Hill | 360 West Judicial Blackfoot, Idaho | 1 share |
| Norma Hill | 360 West Judicial Blackfoot, Idaho | 1 share |

VIII

The Board of Directors shall consist of three members to be elected annually; provided, the number of directors may be increased by action of the shareholders at any annual meeting, or other meeting called for that purpose. Vacancies in the Board of Directors shall be filled by the remaining members of the Board of Directors and each person so elected shall be a Director until his successor is elected. The shareholders may elect his successor at the next annual meeting of the shareholders, or at any special meeting duly called for that purpose.

IX

The general officers of the corporation shall be the President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors immediately following their

election at the annual meeting. The duties of said officers shall be prescribed by the By-laws of the corporation.

X

No one of the aforesaid officers, except the President need be a Director, but a Vice President who is not a Director cannot succeed to or fill the office of President.

XI

By-laws for the government and management of this corporation shall be adopted at the first meeting of the shareholders after the issuance of the certificate of incorporation. The directors of the corporation shall have power to repeal and amend the By-laws and adopt new By-laws; provided, By-laws made by the Directors may be altered or repealed either by a two-thirds vote of the Board of Directors or by vote of two-thirds of the allotted shares of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands this 3rd day of January, 1963.

John Cecil Sandberg
Grace A. Sandberg
E. Duane Hill
Norma J. Hill

STATE OF IDAHO)
 : SS
County of Bingham)

On this 3rd day of January, 1963, before me, the undersigned, a Notary Public in and for the State of Idaho,

personally appeared JOHN CECIL SANDBERG, GRACE A. SANDBERG,
C. DEAN HILL and NORMA HILL, 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 first above written.

J. William Lundberg

Notary Public for State of Idaho

Residing at Blackfoot, Idaho

My Commission Expires:

January 31, 1966.