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CLERK OF STATE
STATE OF IDAHO

8 **ARTICLES OF INCORPORATION OF**
9 **PARADISE FLATS CEMETERY, INC.**

10 KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being of legal age and citizens
11 of the United States, for the purpose of forming a body corporate in accordance with the provisions
12 of the Idaho Non-Profit Corporation Act, §§30-3-1, et seq., of the Revised Statutes of the State of
13 Idaho, do hereby make, execute, and acknowledge these Articles of Incorporation, in writing as
14 follows:

15 ARTICLE I

16 The corporate name of this association shall be Paradise Flats Cemetery, Inc.

17 ARTICLE II

18 This association shall be a non-profit corporation. This organization is not organized for profit, and
19 no part of the net earnings shall inure to the benefit of any private shareholder.

20 ARTICLE III

21 The period of duration of this association shall be perpetual.

22 ARTICLE IV

23 The purposes for which said association is formed are:

24 (a) The following list of purposes shall be the sole and only purposes for which said association
25 is formed, and these Articles and the following list of purposes shall comprise the limits on the
26 activities of the association, which said association shall not have the power, authority, or ability
27 to operate outside said purposes. Notwithstanding any other provisions of these Articles, the
28 association shall not carry on any other activities not permitted to be carried on by an organization
29 exempt from Federal Income Tax under §501(c)(3) et seq. of the Internal Revenue Code of 1986,
30 as amended, and in particular the individual code sections hereinafter referenced, if any.

31 (b) The association is constituted so as to attract substantial support from a representative number
32 of persons and entities in the State and community in which it operates. No substantial part of the
33 activities of the association shall be the carrying on of propaganda, or otherwise attempting to
34 influence legislation, and the association shall not participate in, or intervene in, any political
35 campaign on behalf of any candidate for public office.

36 © The purposes for which the association is to be formed are for purposes within the meaning of
37 §501(c)(3) et seq. of the Internal Revenue Code. To said ends, the association may cooperate with

Articles of Incorporation, Paradise Flats Cemetery, Inc.

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1 other associations not created for propaganda purposes to advance such purposes as are within
2 the foregoing Code sections, to the extent not in conflict with said Internal Revenue Code sections
3 and attendant law or regulations, including carrying on of nonpartisan legislative activities to further
4 the above goals. The association may do everything necessary, suitable, or proper for the
5 accomplishment, attainment, or furtherance of, or do every other act or thing incidental,
6 appurtenant, growing out of, or connected with, the purposes, objects, or powers set forth in these
7 Articles, whether alone, or in association with others, and shall possess all the rights, powers, and
8 privileges now or hereafter conferred by the laws of Idaho. PROVIDED, HOWEVER, that nothing
9 herein shall be construed as authorizing the association to possess any purpose, object, or power,
10 or to do any act or things:

11 1. forbidden by law to a not-for-profit corporation organized under the laws of the State of
12 Idaho; or,

13 2. which, either expressly or by interpretation or by operation of law, would prevent it from
14 qualifying and continuing to qualify as a Corporation described in §§501(c)(3) et seq. of the
15 Internal Revenue Code of 1986, as amended, nor to engage directly or indirectly in any
16 activity which would cause the loss of such qualification.

17 d. The incorporator of the association, together with such other persons as said incorporator may
18 elect, shall comprise the initial Board of Trustees, which said board, by majority vote, shall
19 administer the above purposes.

20 e. The association may do any and all things necessary and incidental in carrying out the aforesaid
21 objects, or any of them, and exercise the usual powers of corporate bodies.

22 f. The association may sue and be sued, complain and defend in any law or equity.

23 g. The association may have and use a corporate seal, which may be altered at pleasure.

24 h. The association may elect such officers and appoint such agents as the business of the
25 association shall require and allow them suitable compensation.

26 i. The association may make by-laws not inconsistent with the Constitution or laws of the United
27 States and/or of this State, for the management of its property and the regulation and government
28 of its affairs.

29 j. The association may wind up and dissolve itself, or be wound up and dissolved in the manner
30 provided by the statutes of this State. Upon the winding-up and dissolution of this association, after
31 paying or adequately providing for the debts and obligations of the association, the remaining
32 assets shall be distributed to a non-profit fund, foundation or association which has established its
33 tax exempt status under §501(c)(3) et. seq. of the Internal Revenue Code.

34 k. This association is organized exclusively for purposes within the meaning of §501© et. seq. of
35 the Internal Revenue Code. Notwithstanding any other provision of these Articles, the association
36 shall not carry on any other activities not permitted to be carried on by an organization exempt from
37 Federal income tax under said section of the Internal Revenue Code.

38 l. The association may accept donations from other persons and/or entities in support of the above
39 purposes.

1 m. The primary purpose of the corporation shall be to maintain a rural cemetery.

2 ARTICLE V

3 At the time of formation, the affairs of the association shall be under the control of Trustees; and
4 those who shall, as Trustees, manage the affairs of the association for the first year, and until their
5 successors are duly elected and qualified, are:

6 Douglas John FitzGerald
7 372 South Eagle Road, # 376
8 Eagle, Idaho 83616

9 Yvonne Panis FitzGerald
10 372 South Eagle Road, # 376
11 Eagle, Idaho 83616

12 Desiree M. FitzGerald
13 4170 Old Valley Road
14 Eagle, Idaho 83616

15 At the first annual meeting following the expiration of the one year period for which the Trustees
16 herein designated will serve, and at each annual meeting thereafter, a new Board of Trustees will
17 be elected in accordance with the provisions of the by-laws of the association and the laws of the
18 State of Idaho. The number of Trustees may be modified by amendment of the by-laws of this
19 association.

20 ARTICLE VI

21 This association shall have no capital stock. Membership in the association shall be evidenced by
22 certificates, as further provided in the by-laws of the association.

23 ARTICLE VII

24 Membership in this association shall not be transferable except upon the approval of the Board of
25 Trustees. The above provision shall be recited in all certificates of membership issued.

26 ARTICLE VIII

27 These Articles may be amended as provided for by the Idaho Non-Profit Corporation Act, Idaho
28 Code §§30-3-1, et seq.

29 ARTICLE IX

30 The by-laws of the association for the management of its affairs shall be adopted by the Trustees
31 of said association, and said Trustees will be empowered to amend or repeal said by-laws in
32 accordance with the provisions thereof.

33 ARTICLE X

34 Voting shall be allowed on the basis of one vote per member, with cumulative voting allowed.

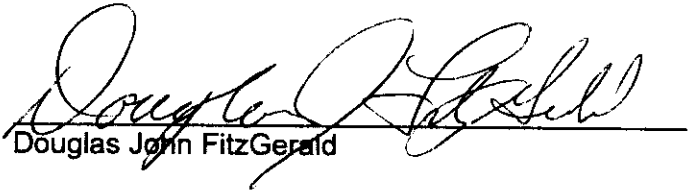
1 ARTICLE XI

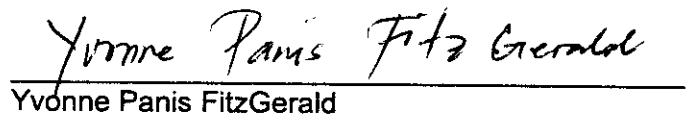
2 In the event of the liquidation or dissolution of the association, the assets of the association, after
3 the payment of all debts and obligations shall be donated to another non-profit organization with
4 similar objectives, operating in Idaho, or if none, operating in as close a proximity to Idaho as
5 possible, as more particularly described and limited in Article IV(j) hereof.

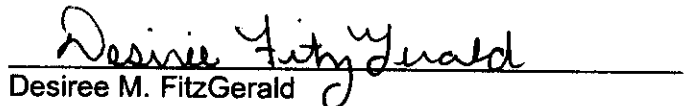
6 ARTICLE XII

7 The initial registered agent for this corporation is Douglas John FitzGerald, 372 South Eagle Road,
8 # 376, Eagle, Idaho 83616.

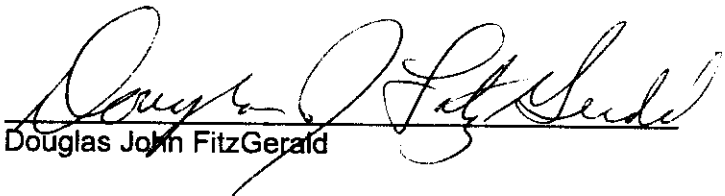
9 IN WITNESS WHEREOF, the incorporators do hereby make, sign, and acknowledge these Articles
10 of Incorporation this January 6, 2005.

11 
12 Douglas John FitzGerald

13 
14 Yvonne Paris FitzGerald

15 
16 Desiree M. FitzGerald

17 THE UNDERSIGNED hereby certifies that the undersigned is an officer and director of Paradise
18 Flats Cemetery, and that the above Articles of Incorporation were duly adopted by the Corporation
19 and the Board of Trustees at a meeting thereof, by unanimous consent, on January 6, 2005.

20 
21 Douglas John FitzGerald