

FILED EFFECTIVE
2006 DEC -8 AM 8:44
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
SH&H, Inc.**

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be:

SH&H, INC.

**ARTICLE II
EXISTENCE**

This corporation shall have perpetual existence.

IDAHO SECRETARY OF STATE
12/08/2006 05:00
CK: 6578 CT: 9686 BH: 1018315
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**ARTICLE III
PURPOSES**

This corporation is formed for the purpose and objective of transacting any and all lawful business for which corporations may be incorporated under Title 30 of the Idaho Code, including without limitation, operating a business which supplies funeral home services.

**ARTICLE IV
CAPITALIZATION**

The capital stock of this corporation shall consist of 100,000 shares of common stock, having no par value per share. Each of such shares shall be nonassessable upon receipt of full payment therefor. The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock. Each share of stock shall be entitled to one vote in all matters wherein the shareholders of the corporation shall be entitled to vote, and each share shall, in all respects, be equal to every other share.

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The capital stock shall be transferred in accordance with such rules and regulations as may be established from time to time by the Board of Directors and set forth in the bylaws of the corporation. All restrictions relative to the transfer of shares of stock of the corporation shall be specifically noted on the stock certificates issued by the corporation.

ARTICLE V REGISTERED OFFICE

The initial registered office of this corporation shall be located at 920 21st Ave., Lewiston, Idaho 83501. The initial registered agent of this corporation at such address shall be Jeffrey D. Seipert.

ARTICLE VI INCORPORATORS AND INITIAL BOARD OF DIRECTORS

The below named individuals are the incorporators and shall constitute the initial Board of Directors who shall serve as the directors until the first annual meeting of shareholders or until their successors are duly elected and qualified.

Jeffrey D. Seipert
920 21st Ave.
Lewiston, ID 83501

Jason M. Harwick
920 21st Ave.
Lewiston, ID 83501

Dennis W. Hastings
920 21st Ave.
Lewiston, ID 83501

ARTICLE VII LIMITED LIABILITY

The directors and officers of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer to the maximum extent permitted by Idaho statute, provided that such personal liability shall not be limited for any of the following acts:

1. For any breach of the director's or officer's duty of loyalty to the corporation or its stockholders;
2. For any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. For any transaction from which the director or officer derived an improper personal benefit.

Nothing contained in these articles shall be interpreted to abolish, repeal, modify, restrict or limit the law of the State of Idaho applicable to the professional relationship and obligations between the person furnishing professional services and the person receiving such services. However, it is the intent of the incorporators to limit personal liability for shareholders, officers and employees to the maximum extent allowed by law from time to time.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators and all of the initial directors hereinbefore named, do hereby make this certificate for the purpose of forming a corporation pursuant to the provisions of Title 30, Idaho Code, and do hereby certify that the facts hereinbefore set forth are true and correct.

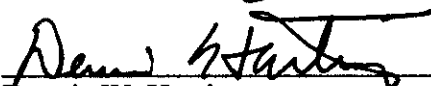
Signed this 5th day of December, 2006.



Jeffrey D. Seipert



Jason M. Harwick

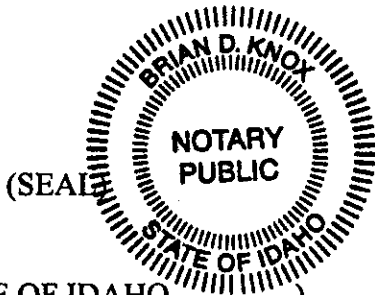


Dennis W. Hastings

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 5th day of December, 2006, before me, the undersigned, a notary public in and for said state, personally appeared Jeffrey D. Seipert, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same of his own will.

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



Brian D. Knox

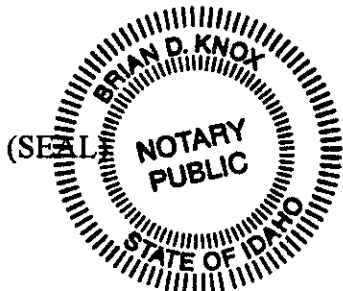
Notary Public in and for said State,
residing at or employed in Lewiston.

My Commission Expires: 8/14/2012

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 5th day of December, 2006, before me, the undersigned, a notary public in and for said state, personally appeared Jason M. Harwick, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same of his own will.

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



Brian D. Knox

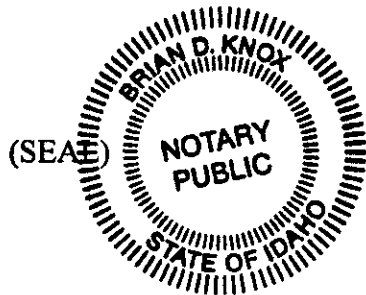
Notary Public in and for said State,
residing at or employed in Lewiston.

My Commission Expires: 8/14/2012

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 5th day of December, 2006, before me, the undersigned, a notary public in and for said state, personally appeared Dennis W. Hastings, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same of his own will.

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



Brian D. Knox
Notary Public in and for said State,
residing at or employed in Lewiston.
My Commission Expires: 8/14/2012