



Department of State

**CERTIFICATE OF INCORPORATION
OF**

GREENWOOD CEMETERY ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

GREENWOOD CEMETERY ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated December 26, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF INCORPORATION

OF

GREENWOOD CEMETERY ASSOCIATION, INC.

I.

The name of the corporation is, Greenwood Cemetery Association, Inc.

II.

Greenwood Cemetery Association, Inc., is a nonprofit corporation.

III.

The period of its duration is perpetual.

IV.

The purpose of the corporation is to operate a cemetery for the benefit of the community. Further, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution

RECEIVED
SEC. 26
DEC 26 PM 8 53

of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

V.

The members of the corporation shall be any and all persons interested in furthering the corporate purposes.

VI.

The corporation shall consist of eight classes of members which shall be City of Kellogg members, A.F. & A.M. Lodge #34 members, Knights of Pythias members, Independent Order of Odd Fellows members, Wardner Industrial Union members, American Legion members, and St. Rita's Catholic Church members. The qualifications necessary for membership in each class shall be determined by the particular civic organization associated with such class. Each class of members shall be entitled to name one person to the corporation's board of directors.

VII.

The street address of the corporation's initial registered office is 110 S. Division, Kellogg, Idaho; the name of the corporation's initial registered agent at such address is Ronald E. Eggart.

VIII.

The initial board of directors shall consist of eight persons, whose names and address are:

Terry Douglas
520 E. Idaho
Kellogg, ID 83837

Albert Falsetto
131 E. Riverside
Kellogg, ID 83837

L. A. Sinks
2 E. Portland Ave.
Kellogg, ID 83837

James Irwin
329 E. Market
Kellogg, ID 83837

Ford Hoback
107 S. Elm Street
Kellogg, ID 83837

L. J. Seufert
224 East Oak
Osburn, ID 83849

James L. Miller, Sr.
419 W. Mission
Kellogg, ID 83837

Mervin L. Hill
102 Emerald Drive
Kellogg, ID 83837

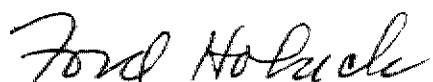
IX.

The name and street address of the incorporator is Ford Hoback, 107 S. Elm Street, Kellogg, ID 83837.

X.

Upon dissolution of the corporation for any reason, any and all assets of the corporation shall be distributed to the City of Kellogg, a tax-exempt organization.

DATED this 13 day of December, 1986.

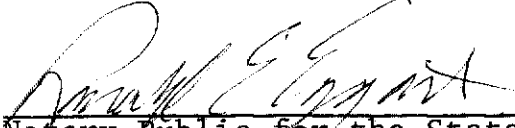


Ford Hoback

STATE OF IDAHO)
 : ss.
County of Shoshone)

On this 23 day of December, 1986, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared FORD HOBACK, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he 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 for the State of Idaho
Residing at Belling