

State of Idaho

Department of State

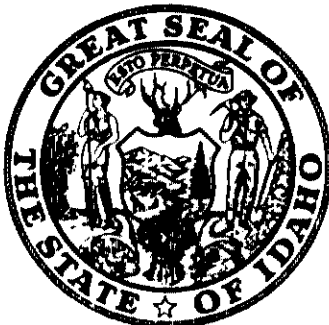
CERTIFICATE OF INCORPORATION OF

NESBITT CEMETERY ASSOCIATION, INC.
File number C 111164

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 NESBITT 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: June 28, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sible*

Jun 23 9 16 AM '95

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
NESBITT CEMETERY ASSOCIATION, INC.**

The undersigned, for the purpose of forming a non-profit corporation, pursuant to the applicable law of the State of Idaho relating to such corporations, do hereby certify and state:

ARTICLE I

The name of the corporation is and shall be **NESBITT CEMETERY ASSOCIATION, INC.**, hereinafter referred to as the "corporation."

ARTICLE II

The corporation is and shall be a non-profit corporation, and is formed pursuant to, and in accordance with *Idaho Code Section 30-3-1, et seq.* known as the "Idaho Non-Profit Corporation Act."

ARTICLE III

The names and addresses of each of the incorporators of the Association are as follows:

1. ROBERT E. NESBITT
1360 Birch Banks Drive
Sagle, Idaho 83860
2. KATHLEEN NESBITT
1720 Alamonna
#405A
Honolulu, Hi 96815
3. PATRICK N. NESBITT
15401 Pierce Road
Malloa, Or 97038
4. ROBERTA LEVY
2502 Rock Creek Road

IDAHO SECRETARY OF STATE
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CX #: 4030 CUST# 3274

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Hansen, Id 83334

5. DAVID B. NESBITT
P.O. Box 72
Eureka, Mt 59917

ARTICLE IV

The names and addresses of the initial Board of Directors are:

1. ROBERT E. NESBITT
1360 Birch Banks Drive
Sagle, Idaho 83860
2. KATHLEEN NESBITT
1720 Alamonna
#405A
Honolulu, Hi 96815
3. PATRICK N. NESBITT
15401 Pierce Road
Malloa, Or 97038
4. ROBERTA LEVY
2502 Rock Creek Road
Hansen, Id 83334
5. DAVID B. NESBITT
P.O. Box 72
Eureka, Mt 59917

ARTICLE V

Subject to dissolution in the manner provided by Idaho law regarding general business corporation, the period of existence and duration of the life of the corporation shall be perpetual.

ARTICLE VI

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the primary purposes for which this corporation is formed are:

To establish, maintain, and operate a private cemetery for the burial of deceased members of the Robert E. Nesbitt family,

including his children, grandchildren, and other relatives or loved-ones of the Robert E. Nesbitt family who are approved by the Board of Directors. The corporation shall have the power and authority to acquire land to be held and occupied exclusively for a cemetery for the burial of the dead, or set apart for cemetery purposes.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the laws of Idaho upon corporations, as qualified and limited by *Idaho Code Section 30-3-1, et seq.*

ARTICLE VII

The corporation shall be formed without capital stock. No expulsion of members or cancellation of voting rights is permitted.

ARTICLE VIII

The principal place of business and the address of the initial registered office in the State of Idaho of this corporation is 1360 Birch Banks Drive, Sagle, Idaho 83860. The name of the initial registered agent at said address is Robert E. Nesbitt.

The Board of Directors may from time to time establish and maintain in said County and State such other place of business and such other office as may be useful or convenient in transacting the affairs of the Association.

ARTICLE IX

The corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the corporation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

Amendment of these Articles shall require the assent of Seventy Five Per Cent (75%) of the entire outstanding votes of the corporation.

ARTICLE XI

Each Member shall be entitled to one vote.

ARTICLE XII

The affairs of the corporation shall be governed by a Board of Directors composed of Five (5) persons, all of whom must be related by blood or marriage to Robert E. Nesbitt.

ARTICLE XIII

The Board of Directors of the corporation is not authorized to levy assessments upon the members of the corporation.

ARTICLE XIV

Promptly after the filing of these Articles of Incorporation with the Idaho Secretary of State and the issuance of a

Certificate of Incorporation, the first Board of Directors shall caused to be completed and filed with the Internal Revenue Service, IRS Form 1024 whereby the corporation will make its election to be treated as a non-profit corporation for Federal Income Tax purposes.

IN WITNESS WHEREOF, the above named incorporators have executed these Articles of Incorporation on the dates appearing opposite their respective signatures.

<u>Robert E. Nesbitt</u> ROBERT E. NESBITT	<u>4/19</u> , 1995
<u>Kathleen Nesbitt-Viana</u> KATHLEEN NESBITT	<u>May 5</u> , 1995
<u>Patrick N. Nesbitt</u> PATRICK N. NESBITT	<u>18 May</u> , 1995
<u>Roberta Levy</u> ROBERTA LEVY	<u>5-21</u> , 1995
<u>David B. Nesbitt</u> DAVID B. NESBITT	<u>6-1</u> , 1995