

THE STATE



OF KANSAS

OFFICE OF SECRETARY OF STATE
ELWILL M. SHANAHAN • SECRETARY OF STATE

To all to whom these presents shall come, Greeting:

I, ELWILL M. SHANAHAN, Secretary of State of the State of Kansas, do hereby
certify that the following and hereto attached is a true copy of

RESTATED ARTICLES OF INCORPORATION
OF

FARMERS GROUP PURCHASING, INC.

FILED:

February 4, 1974

the original of which is now on file and a matter of record in this office.

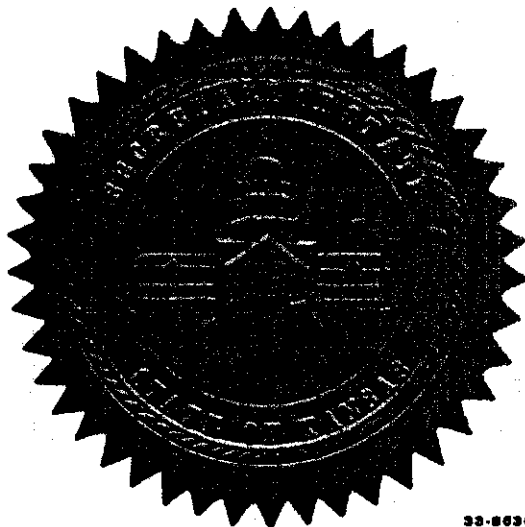
IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this Twenty-Fifth day of

April

A. D. 1974



Elwill M. Shanahan
ELWILL M. SHANAHAN
SECRETARY OF STATE

By

ASSISTANT SECRETARY OF STATE

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ELWELL B. CHAMBERLAIN
SECRETARY OF STATE
KANSAS

RESTATED ARTICLES OF INCORPORATION
OF
FARMERS GROUP PURCHASING, INC.

We, Larry T. Hughes and Robert S. Reid, the President and Secretary, respectively, of Farmers Group Purchasing, Inc. (originally incorporated under the corporate name "Best Investors Diversified, Inc." on July 11, 1968, the date its original articles of incorporation were filed with the Secretary of State of Kansas, and which name was later changed to "Heritage Funeral Services, Inc.", and thereafter changed to "Heritage Services, Inc.") do hereby certify that a resolution setting forth the following RESTATED ARTICLES OF INCORPORATION were proposed by the Board of Directors of said corporation and submitted to the stockholders for adoption and that the following RESTATED ARTICLES OF INCORPORATION were approved and duly adopted by the affirmative vote of a majority of the issued and outstanding common capital stock of Farmers Group Purchasing, Inc. at a meeting of stockholders on the 29th day of January, 1974, in accordance with the provisions of K.S.A. §17-6605; we do hereby further certify that the original articles of incorporation, as amended, of this corporation have been amended, superseded, and restated by the following RESTATED ARTICLES OF INCORPORATION; and we do hereby further certify that the capital of Farmers Group Purchasing, Inc. will not be reduced by the following RESTATED ARTICLES OF INCORPORATION.

RESTATED ARTICLES OF INCORPORATION

OF

FARMERS GROUP PURCHASING, INC.

ARTICLE I

Name

The name of this corporation is FARMERS GROUP PURCHASING, INC.

ARTICLE II

Registered Office and Resident Agent

The address of this corporation's registered office in this state is 5601 S.E. 10th Street Road, Topeka, Shawnee County, Kansas 66605, and the name of its resident agent at such address is Larry T. Hughes.

ARTICLE III

Purpose

The purpose of this corporation is to engage in any

lawful act and activity for which corporations may be organized under the Kansas corporation code.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 5,000,000 shares of common stock with each share having a par value of \$.10 or a total authorized capital of \$500,000. Each share shall be entitled to one vote and shall be entitled to participate equally with all other shares of common stock in any dividend declared or in the assets of this corporation upon dissolution. The corporation shall not be prohibited from reissuing shares of its common stock which have been purchased, retired or reduced by the corporation. No stockholder of this corporation shall be entitled to any preemptive right to subscribe to all or any issues of stock of this corporation. No stockholder shall be personally liable for the payment of the corporation's debts.

Prior to the effectiveness of these RESTATED ARTICLES OF INCORPORATION, the corporation had issued and outstanding 700,000 shares, excluding 300,000 shares which have been repurchased by the corporation, of common stock without nominal or par value. Upon the effectiveness of these RESTATED ARTICLES OF INCORPORATION, the holders of such issued and outstanding shares of this corporation's common stock, without nominal or par value, may surrender such shares to the corporation for cancellation and receive in exchange therefor an equal number of shares of this corporation's common stock, \$.10 par value. Until the exchange and cancellation of shares provided for herein is made, each share of this corporation's common stock, without nominal or par value, shall be deemed to represent one share of this corporation's common stock, \$.10 par value. Upon such exchange and cancellation, no shares of this corporation's common stock, without nominal or par value, may be reissued.

ARTICLE V

Management

The number of directors and the type of officers and the respective authorities, powers and duties of each as well as other matters pertaining to the operation and management of this corporation shall be as set forth in the By-Laws. The By-Laws shall be adopted by the Board of Directors of this corporation and may be amended, substituted, modified or repealed from time to time by the Board of Directors of this corporation, the intent of this Article being to confer the power to make, alter and repeal the By-Laws exclusively upon the directors.

ARTICLE VI

Duration

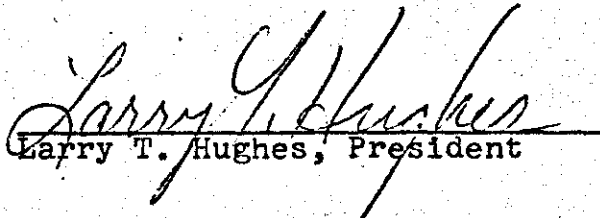
This corporation shall have a perpetual duration and existence.

ARTICLE VII

Corporate Code Applicable

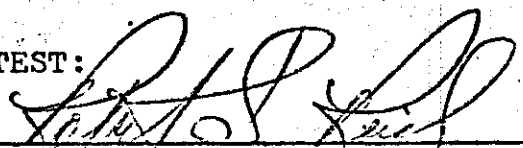
It is the intention hereof that the terms and provisions of the 1972 general corporation code of the State of Kansas, K.S.A. §§17-6001 et seq., as amended from time to time, shall, except as otherwise specifically provided herein, apply and govern the affairs of this corporation with the same force and effect as if this corporation were originally incorporated under said corporation code.

IN WITNESS WHEREOF, these RESTATED ARTICLES OF INCORPORATION OF FARMERS GROUP PURCHASING, INC. have been executed and acknowledged, in duplicate, on this 1st day of February, 1974.


Larry T. Hughes, President

(CORPORATE SEAL)

ATTEST:

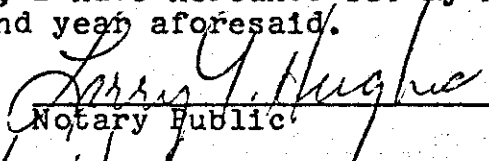

Robert S. Reid, Secretary

ACKNOWLEDGMENT

STATE OF KANSAS)
) ss:
COUNTY OF SHAWNEE)

BE IT REMEMBERED THAT on this 1st day of February, 1974, personally came before me, a notary public in and for the county and state aforesaid, LARRY T. HUGHES and ROBERT S. REID, president and secretary, respectively, of Farmers Group Purchasing, Inc., both of whom are personally known to me to be the same persons who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.


Notary Public

My Commission Expires: 2/24/74

