



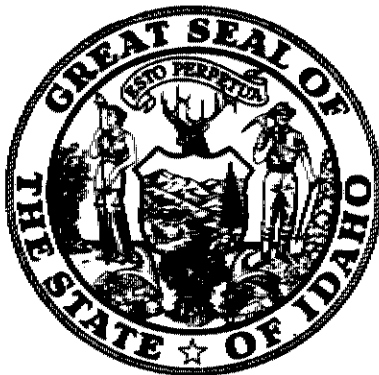
**CERTIFICATE OF INCORPORATION
OF**

FUNERAL PLANNING CORPORATION

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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: **September 1, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Lindy J. Clark*

ARTICLES OF INCORPORATION
OF
FUNERAL PLANNING CORPORATION

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the General Business Corporation Act of Idaho, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I.

The name of the corporation is "Funeral Planning Corporation".

II.

The purposes for which said corporation is formed are:

(a) To carry out, all or any of the businesses of a insurance agency including but not limited to selling insurance of all kinds for commissions as otherwise and in particular pre-need funeral insurance for funeral purposes.

(b) To hire or otherwise employ insurance agents to sell and deal in the sale of insurance and its policies of all kinds.

(c) To act as general agent, attorney-in-fact, factor or broker on commission or otherwise for insurance companies; to aid and assist, promote and conserve the interest of, and afford facilities for the convenient transaction of business by its principals and patrons.

(d) To acquire real property by purchase, lease, or otherwise and to improve and develop the same for foregoing business or businesses; and

(e) To do all things necessary or incidental to accomplish the foregoing objects and purposes of such business or businesses; and

(f) To transact any or all lawful business for which corporations may be incorporated under the General Business Corporation Act as now contained in Title 30, Idaho Code, Volume 5B, or as may be hereinafter amended.

III.

This corporation shall have all of the powers and authorities conferred to corporations under the General Business Act and in particular those powers granted under Section 30-1-4 Idaho Code, Volume 5B, as now enacted or as may be hereinafter amended.

IV.

The corporation is to have perpetual existence.

V.

The location and post office address of the registered office of the corporation is 825 East 17th Street, Idaho Falls, Idaho 83401. The registered agent at such address shall be Theron J. Miller.

VI.

The capital stock of the corporation shall be \$25,000.00 divided into 250 shares of common stock of the par value of \$100.00 each.

VII.

The initial board of directors (3) to serve until the first annual meeting of shareholders or until their successors be elected and qualify are:

<u>Name</u>	<u>ADDRESS</u>
Theron J. Miller	1325 Aspen Drive Pocatello, Idaho 83201
Clarice M. Miller	1325 Aspen Drive Pocatello, Idaho 83201
Kim T. Miller	1894 Scottsdale Pocatello, Idaho 83202

VIII.

The name and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

Theron J. Miller	1325 Aspen Drive Pocatello, Idaho 83201	1 share
Clarice M. Miller	1325 Aspen Drive Pocatello, Idaho 83201	1 share
Kim T. Miller	1894 Scottsdale Pocatello, Idaho 83202	1 share
Julie M. Carlson	1020 McKinley No. 49 Pocatello, Idaho 83201	1 share

IN WITNESS WHEREOF, we have hereunto set our hands this 31st day of Aug., 1988.

Theron J. Miller
THERON J. MILLER

Kim T. Miller
KIM T. MILLER

Clarice M. Miller
CLARICE M. MILLER

Julie M. Carlson
JULIE M. CARLSON

STATE OF IDAHO)
: ss
COUNTY OF BANNOCK)

On this 31st day of Aug., 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared Theron J. Miller, Clarice M. Miller, Kim T. Miller, and Julie M. Carlson all of Pocatello, Idaho, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.

Julianne J. J. J.
NOTARY PUBLIC FOR IDAHO