

FILED EFFECTIVE

ARTICLES OF AMENDMENT

OF

YATES FUNERAL HOME CO.

2004 DEC 13 11:06

FILED

C 52805

Pursuant to Sections 30-1-58 et seq of the Idaho Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation originally issued on February 2, 1976 by the Idaho Secretary of State under number 52805:

ARTICLE V currently states as follows:

"V

The aggregate number of shares which this corporation shall have authority to issue is 2500 shares, with a par value of \$10.00 per share, having an aggregate par value of \$25,000 which shall be known as common stock. This stock, to the extent possible, shall be issued pursuant to the provisions of Sec. 1244 of the 1954 Internal Revenue Code."

The following amendment to the Articles of Incorporation was adopted by the required vote of the members of the Corporation on December 8, 2004, wherein all Shareholders holding all of the issued and outstanding stock of the Corporation (276 shares), were present at such meeting in person or by proxy and were entitled to cast votes, pursuant to the provisions as set forth in the Articles and Bylaws of this Corporation, all of which voted in favor of this Amendment in the manner prescribed by the laws of the State of Idaho, and the Articles of Incorporation of the Corporation with said Amendment to be effective on December 8, 2004.

"RESOLVED: That the Articles of Incorporation of YATES FUNERAL HOME CO. shall be and the same are hereby amended by striking ARTICLE V above and replacing it with the following:

V

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares, with a par value of \$10.00 per share, having an aggregate par value of \$100,000.00 which shall be known as common stock. This stock, to the extent possible, shall be issued pursuant to the provisions of Sec. 1244 of the 1954 Internal Revenue Code."

The restated Articles of Incorporation shall supersede the original Articles of Incorporation and all amendments thereto. All provisions of the original Articles of Incorporation and all amendments thereto are hereby amended.

1. ARTICLES OF AMENDMENT OF YATES FUNERAL HOME CO.

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IDAHO SECRETARY OF STATE
CLERK: 2527 CT: 86452 RH: 711245
30.00 30.00 AMEND PROF # 2

Incorporation which have not been modified by this Amendment shall remain in full force and effect. If there are any inconsistencies between the original Articles of Incorporation and this Amendment, this Amendment shall apply.

EXECUTED BY THE UNDERSIGNED Shareholder in duplicate originals this 8th day of December, 2004.

YATES FUNERAL HOME CO.

By: *Dexter F. Yates*
DEXTER F. YATES,
Shareholder/Director/President

VERIFICATION

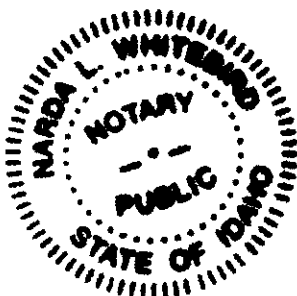
STATE OF IDAHO)
 (ss.
County of Kootenai)

DEXTER F. YATES, being first duly sworn on oath, deposes and states as follows:

That he is the sole Shareholder, a Director and President of the Idaho Corporation, YATES FUNERAL HOME CO.; that he has read the foregoing ARTICLES OF AMENDMENT OF YATES FUNERAL HOME CO., that he knows the contents thereof, and verily believes the same to be true and correct to the best of his information, belief and knowledge.

Dexter F. Yates
DEXTER F. YATES

SUBSCRIBED AND SWORN TO before me, a Notary Public for the State of Idaho, this 8th day of December, 2004.



Narda L. Whitebird
Notary Public for Idaho
Residing at: *Utah*
Commission Expires: *6-25-2010*