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State of Oregon

Department of Commerce Corporation Division Certificate of Merger

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Merger duly signed and verified pursuant to the provisions of the Oregon Business Corporation Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger and attaches hereto a duplicate original of the Articles of Merger wherein MOUNT ANGELES CEMETERY COMPANY, INC., a Washington corporation, not of record in Oregon, merged into UNISERVICE CORPORATION, an Oregon corporation. The surviving corporation is UNISERVICE CORPORATION.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 31st day of December, 1979



Frank J. Healy
Corporation Commissioner

By Shirley Smith

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UNISERVICE CORPORATION



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ARTICLES OF MERGER
OF
MOUNT ANGELES CEMETERY COMPANY, INC.
A Washington Corporation Into
UNISERVICE CORPORATION
An Oregon Corporation

FILE NO. 80659
FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON
DEC 25 1979
FRANK J. HEALY
CORPORATION COMMISSIONER

TO: CORPORATION COMMISSIONER
STATE OF OREGON

The undersigned corporation, hereinafter designated the surviving corporation, has executed in duplicate and adopt the following Articles of Merger of Mount Angeles Cemetery Company, Inc., a Washington corporation and a subsidiary corporation of which the surviving corporation owns all of the outstanding shares of each class of stock into Uniservice Corporation, an Oregon corporation as surviving corporation.

I.

The Plan of Merger of the subsidiary corporation is as set forth in Exhibit "A" annexed hereto and by this reference incorporated herein as if set forth in full.

II.

The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

Class of Shares	Outstanding Shares of Each Class	Outstanding Shares of Each Class Owned by Surviving Corporation
COMMON	35	35

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IV

The mailing of the Plan of Merger to the sole shareholder of Mount Angeles Cemetery Company, Inc. has been waived as evidenced by the waiver attached hereto and incorporated herein as if set forth in full.

Dated this 20th day of DECEMBER, 1979.

UNISERVICE CORPORATION

By: [Signature]
E. D. Purdy, President

By: [Signature]
R. E. Cassidy, Secretary

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

Dated this 20th day of DECEMBER, 1979.

UNISERVICE CORPORATION

By: [Signature]
E. D. Purdy, President

By: [Signature]
R. E. Cassidy, Secretary

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PLAN OF MERGER OF SUBSIDIARY CORPORATION

THIS PLAN OF MERGER, dated the 8th day of March, 1979, by and between UNISERVICE CORPORATION, an Oregon corporation, hereinafter designated the "Surviving Corporation", and Mount Angeles Cemetery Company, Inc., a Washington corporation and subsidiary corporation of Uniservice Corporation, which owns all of the outstanding shares of each class of stock of Mount Angeles Cemetery Company, Inc.

I

Mount Angeles Cemetery Company, Inc. is the name of the subsidiary and Uniservice Corporation is the name of the Surviving Corporation, the principal place of business of which is 415 N. Killingsworth Street, Portland, Oregon.

II

Uniservice Corporation presently owns all of the stock (common) issued by Mount Angeles Cemetery Company, Inc., the subsidiary, and upon approval of this merger by the Secretary of State for the State of Washington, and upon issuance of a Certificate of Merger, Uniservice Corporation shall cancel and void all shares of stock owned by it in the merged subsidiary. In consideration therefor, Uniservice Corporation shall assume and become responsible for payment of all debts, obligations and all forms of liability of the merged subsidiary as provided by the laws of the State of Washington

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and shall receive and own all of the merged subsidiary's assets and shall continue the business engaged in by Mount Angeles Cemetery Company, Inc. within the State of Washington as Uniservice Corporation, dba Mount Angeles Cemetery Company after obtaining a certificate of trade name.

III

At any time prior to the filing of the Articles of Merger with the Secretary of State, the merger may be abandoned and terminated pursuant to the mutual consent of the Board of Directors of each corporation or by any person so authorized by such Board of Directors. Upon such termination, all rights of all parties to this agreement shall cease and terminate.

IV

Uniservice Corporation is an Oregon corporation with its principal place of business at 415 N. Killingsworth Street, Portland, Oregon, and such merger is authorized by the Oregon Revised Statutes and RCW 23A.20.050 and 23A.20.070.

V

There will be no amendments to the Articles of Incorporation or Bylaws of the Surviving Corporation.

UNISERVICE CORPORATION

By: 

President

By: 

Secretary

"Surviving Corporation"

WALL & WALL, P.C.

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MOUNT ANSELES CEMETERY COMPANY, INC.

By: 
President

By: 
Secretary

"Merged Subsidiary"

(Seal)

0000 0000 0178 0709

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W A I V E R

Pursuant to the Provisions of ORS 57.495(4) and RCW 23A.20.040(4) UNISERVICE CORPORATION, surviving corporation and owner of all of the stock of Mount Angeles Cemetery Company, Inc., hereby acknowledges receipt of a copy of the Plan of Merger of Mount Angeles Cemetery Company, Inc. into it and in accordance with the resolution of its Board of Directors, a copy of which is attached as Exhibit "A" and incorporated herein as if set forth in full, and does hereby waive the thirty (30) day requirement of ORS 57.495(4) and RCW 23A.20.050(4) and authorizes the filing of Articles of Merger with the Corporation Commissioner to be effective the 31st day of December, 1979.

UNISERVICE CORPORATION

By: 
E. D. Purdy, President

By: 
R. E. Cassidy, Secretary

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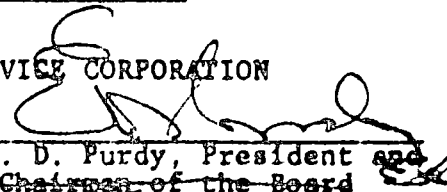
RESOLUTION OF BOARD OF DIRECTORS

IT IS HEREBY RESOLVED by the Board of Directors of UNISERVICE CORPORATION that the President and Secretary be authorized to waive the thirty day requirement of ORS 57.495(4) and RCW 23A.20.050(4) for the filing of the Articles of Merger with Mount Angeles Cemetery Company, Inc., in the State of Oregon and State of Washington and are hereby directed to complete all documentation necessary to the merger and to file the Articles of Merger immediately.

I hereby certify that the foregoing is a full and correct copy of the resolution duly adopted by the Board of Directors of Uniservice Corporation at a meeting of the Board on the 20th day of DECEMBER, 1979.

UNISERVICE CORPORATION

By:


E. D. Purdy, President and
Chairman of the Board

By:


R. E. Cassidy, Secretary

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