

ARTICLES OF INCORPORATION
OF
TRINITY MEMORIAL FUNERAL CHAPEL, INC.

The undersigned, desiring to form a corporation pursuant to the laws of the State of Alabama and acting as incorporators of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation.

I

The name of the corporation shall be Trinity Memorial Funeral Chapel, Inc.

II

The address of the initial registered office of the corporation is 545 Fulton Avenue S.W., Birmingham, Alabama 35211, and the name of its initial registered agent at such address is Henry Haskins, Jr.

III

(a) The purpose for which this corporation is formed is the transaction of any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act, including but not limited to the development, ownership and operation of a mortuary business.

(b) In furtherance, but not in limitation of the aforesaid purposes of this corporation and without limitation of the powers conferred by statute or general rules of law, this corporation shall have the following powers in addition to others now or hereafter conferred by law:

(i) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire and deal in real and personal property of any interest therein of any kind or character, wherever situated.

(ii) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by the way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real or personal property of every nature and description, or by way of guaranty or otherwise.

(iii) To draw, make, accept, endorse, discount, excuse, and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferrable instruments.

(iv) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

(v) To lend money and use its credit to assist its employees, offices, directors, suppliers, customers, subsidiaries or shareholders.

(vi) To be a promoter, incorporator, partner, member, trustee, associate or manager or any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

(vii) To enter into any plan or project for the assistance and welfare of its directors, officers and employees, to pay pension plans and establish same, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, employees and officers.

(viii) To make donations for the public welfare or for charitable, scientific or educational purposes.

(ix) To transact any lawful business which the board of directors finds to be in aid of governmental policy.

(x) To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

IV

The corporation shall have the authority to issue 1000 shares of common stock at \$1.00 per share par value.

V

The name and post office address of the officer or agent designated by the corporation to receive subscriptions to the capital stock is Henry Haskins, Jr., 545 Fulton Avenue S.W., Birmingham, Alabama 35211.

VI

The names and addresses of the incorporators of the corporation are as follows:

Henry Haskins, Jr.	545 Fulton Avenue S.W. Birmingham, Alabama 35211
R. L. Patterson	908 60th Street Birmingham, Alabama 35228
Billy Wilson	208 Omega Street Birmingham, Alabama 35205

VII

The duration of the corporation shall be perpetual.

VIII

The number of directors constituting the initial Board of Directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are named, elected and shall qualify are:

Henry Haskins, Jr.	545 Fulton Avenue S.W. Birmingham, Alabama 35211
R. L. Patterson	908 60th Street Birmingham, Alabama 35228
Billy Wilson	208 Omega Street Birmingham, Alabama 35205

IX

That any share authorized and issued by the corporation may be subject to any agreement among the shareholders to restrict transfer of said share in accordance with the provisions of said agreement, except as prohibited by law.

X

The power to manage and control the corporation shall be vested in the Board of Directors, subject to the bylaws, rules and regulations adopted by the shareholders of the corporation.

XI

No contract or other transaction between the corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer, individually or jointly, being a party to or interested in any contract or transaction or act of this corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation is a party to or interested in said contract.

XII

(1) Holders of common stock shall be entitled to one vote for each share of stock standing in his or her name at any and all meetings of the shareholders of the corporation, and said stock may be voted by the shareholders of record, either in person or by proxy.

(2) Except as may otherwise be provided by the shareholder, no holder of any shares of stock of the corporation shall have any right to any preemptive right to purchase, subscribe for or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

IN WITNESS WHEREOF, we, the undersigned, for the purpose of forming a corporation under the laws of the State of Alabama, do make, file, and record these Articles of Incorporation and do certify that the facts herein stated are true and we have, accordingly, hereunto set our respective hands and seals on the date set forth below.

DONE THIS the 6 day of Nov, 1985.


HENRY HASKINS, JR.


R. L. PATTERSON

Billy Wilson
BILLY WILSON

STATE OF ALABAMA)
SHELBY COUNTY)

BE IT REMEMBERED, that on this the 6 day of Nov, 1985, personally appeared before me, the undersigned authority, in and for said State and County, Henry Haskins, Jr., R. L. Patterson and, Billy Wilson, who are known to me, and I having first made known to them the contents of the above Articles of Incorporation, they did acknowledge that they signed, sealed and delivered the same voluntarily and deposed the facts therein stated were true and correct.

Given under my hand this 6 day of Nov, 1985.

J. O. Nagand
Notary Public

MY COMMISSION EXPIRES MARCH 14, 1987



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____
Trinity Memorial Funeral Chapel, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Trinity Memorial Funeral Chapel, Inc. for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

November 7, 1985 - expires 3-8-86

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

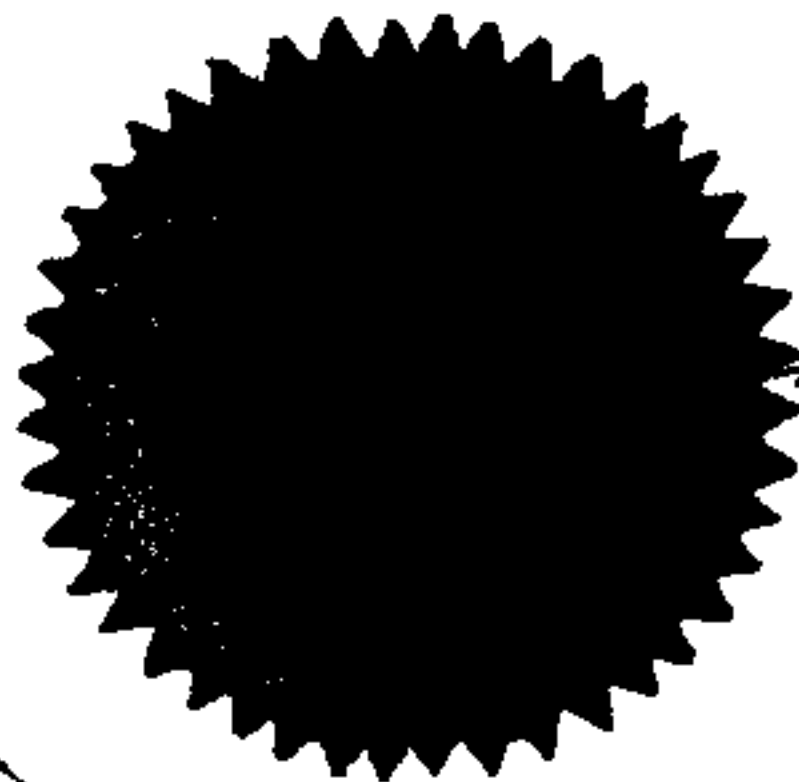
OF

TRINITY MEMORIAL FUNERAL CHAPEL, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of TRINITY MEMORIAL FUNERAL CHAPEL, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of TRINITY MEMORIAL FUNERAL CHAPEL, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 20th day of NOVEMBER, 19 85.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1985 NOV 20 PM 12:09

Thomas B. [Signature]
JUDGE OF PROBATE

[Signature]
Judge of Probate

Rec 35.00
Jud 1.00
36.00

BOOK 29 PAGE 199