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FILED
STATE OF WASHINGTON

AUG 13 1998

RALPH MUNRO
SECRETARY OF STATE

**State of Washington
Articles of Incorporation of
Washington State Cemetery Association**

The undersigned, Andrea Denyse MacDonald, Lisa Miller, Pamela Kruse-Buckingham, and Cyril T. Taylor, for the purpose of forming a corporation under the non-profit laws, RCW 24.03, of the State of Washington, state:

I

The name of the corporation shall be Washington State Cemetery Association.

II

The term of existence shall be Perpetual.

III

A. To maintain and protect abandoned cemeteries limited to the care, maintenance, restoration, protection, and historical preservation of the abandoned cemeteries, and to hold and possess burial records, maps, and other historical documents as may exist, and shall not include authority to make burials unless specifically granted by the cemetery board."

B. To provide education and awareness of cemeteries and their care to members of the general public.

IV

The address of the initial registered office of the corporation shall be 2984 SE Aspen St., Port Orchard, WA 98366-5764. The registered agent shall be Andrea D. MacDonald.

V

Members of the initial Board of Directors are:

Andrea D. MacDonald, 2984 SE Aspen St., Port Orchard, WA 98366-5764
Lisa Miller, P. O. Box 954, Port Orchard, WA 98366-0954
Pamela Kruse-Buckingham, 280 Fourth Street, Bremerton, WA 98337
Cyril T. Taylor, 9877 SE Cove Way, Port Orchard, WA 98367-9710

VI

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to

such organization or organizations organized and operated exclusively for historical purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

VII

This Corporation is organized exclusively for the restoration, upgrade, maintenance, and protection of abandoned cemeteries.

VIII

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

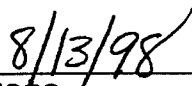
IV

The name and address of the incorporator is Andrea D. MacDonald, 2984 SE Aspen St., Port Orchard, WA 98366-5764.


Andrea D. MacDonald
Incorporator

I, Andrea D. MacDonald, do hereby consent to serve as registered agent for WASHINGTON STATE CEMETERY ASSOCIATION.


Andrea D. MacDonald


Date