

**CONSENT RESOLUTIONS IN LIEU
OF AN ORGANIZATIONAL MEETING
OF THE MEMBERS OF
RIVERVIEW MEMORIAL GARDENS, LLC**

November 15, 2011

Pursuant to the applicable provisions of the Kentucky Limited Liability Company Act (the "Act"), the undersigned, being all of the members (together, the "Members") of Riverview Memorial Gardens, LLC, a Kentucky limited liability company (the "Company"), hereby consent to and approve the following resolutions, effective as of the date set forth above:

1. Articles of Organization.

RESOLVED, that the Articles of Organization that were filed with the office of the Secretary of State of the Commonwealth of Kentucky on November 15, 2011 are approved, accepted, ratified and adopted as the Company's Articles of Organization.

RESOLVED FURTHER, that the Articles of Organization be inserted in the minute book of the Company.

2. Limited Liability Company Agreement.

RESOLVED, that the Operating Agreement (the "Operating Agreement") relating to the regulation and management of the affairs of the Company that was submitted to, reviewed and executed by each Member is approved and adopted.

3. Taxation.

RESOLVED, that the Company be taxed as a partnership.

4. Minute Book.

RESOLVED, that the Members, or their designated representative, prepare a minute book for the Company and insert therein minutes of any meeting and other proceedings (or written waivers and consents to any member action) of the Company and other appropriate records of the Company.

5. Acceptance of Members.

RESOLVED, that the Company hereby accepts the capital contributions of each Member in exchange for such Member's membership interest in the Company.

6. Banking.

RESOLVED, that the Company establish such banking arrangements as from time to time become necessary, desirable or appropriate, including, without limitation, arrangements with respect to establishing and maintaining checking accounts of the Company.

7. Purchase of Insurance.

RESOLVED, that the Company purchase liability and property and casualty insurance as determined appropriate for the Company by the Members.

8. Fiscal Year.

RESOLVED, that the fiscal year of the Company shall end on the last day of December, or such other date as the Members may specify from time to time.

9. Ratification of Action.

RESOLVED, that all actions taken by the Organizer of the Company in connection with the Company's organization are hereby ratified and confirmed.

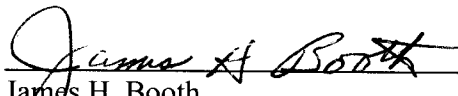
10. Organization Costs.

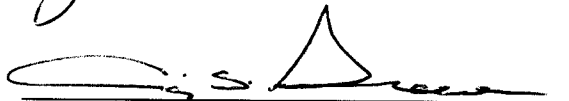
RESOLVED, that the Company shall pay all costs and expenses arising out of the organization of the company and reimburse any person who has made any disbursements therefor.

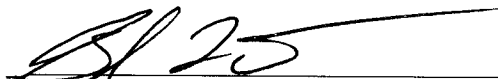
11. Authorization.

RESOLVED, that the Members, or either of them, or their authorized representative, may (a) sign, execute, certify to, verify, acknowledge, deliver, accept, file and record any and all instruments and documents, and (b) take, or cause to be taken, any and all such action, in the name and on behalf of the Company, as shall be necessary, desirable or appropriate in order to effect the purposes of the foregoing resolutions.

The Members of the Company have executed this Consent effective as of the day set forth above.


James H. Booth


Craig S. Preece


Brandon Doerner