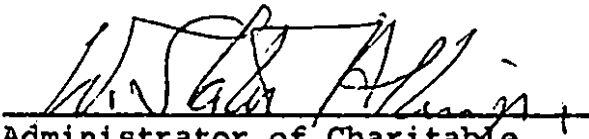


C E R T I F I C A T I O N

I, W. SLATER ALLEN, JR., The Administrator of Charitable Trusts for the State of Rhode Island, hereby determine that the merger or consolidation of Old Diamond Hill Cemetery and New Diamond Hill Cemetery into Diamond Hill Cemetery, a non-business corporation, is in the public interest and certify my approval of said merger or consolidation under the terms of the merger agreement dated May 26, 1968, and attached hereto.

IN WITNESS WHEREOF, I, in my said capacity, have hereunto and to two duplicate originals hereof set my hand and seal this 9th day of May, 1969.



Administrator of Charitable
Trusts - State of Rhode Island

RESOLUTION UNANIMOUSLY ADOPTED BY THE MEMBERSHIP OF
OLD DIAMOND HILL CEMETERY AT ITS ANNUAL MEETING HELD
SUNDAY, MAY 26, 1968 AT 3:00 O'CLOCK P. M.

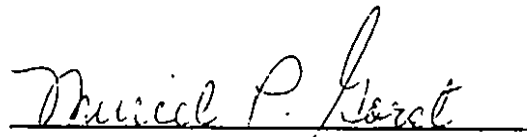
"BE IT RESOLVED that the corporation merge with New
Diamond Hill Cemetery in accordance with the provisions
of an Agreement of Merger, a copy of which was forwarded
to all known members of the corporation for examination
prior to this meeting, which said Agreement has been con-
sidered by the membership in open meeting at this time.
BE IT FURTHER RESOLVED that said Agreement of Merger be
executed for and on behalf of the corporation by L.
Spencer Tingley, the President and Herbert E. Razee, the
Secretary for said purpose hereunto duly authorized".

Certified to be a true copy this 26th day of May, 1968.


Secretary

RESOLUTION UNANIMOUSLY ADOPTED BY THE MEMBERSHIP OF
NEW DIAMOND HILL CEMETERY AT ITS ANNUAL MEETING HELD
SUNDAY, MAY 26, 1968 AT 3:00 O'CLOCK P. M.

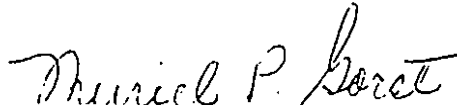
"BE IT RESOLVED that the corporation merge with Old
Diamond Hill Cemetery in accordance with the provisions
of an Agreement of Merger, a copy of which was forwarded
to all known members of the corporation for examination
prior to this meeting, which said Agreement has been con-
sidered by the membership in open meeting at this time.
BE IT FURTHER RESOLVED that said Agreement of Merger be
executed for and on behalf of the corporation by Willard
E. Bascombe, the President and Muriel P. Gorst, the
Secretary for said purpose hereunto duly authorized".
Certified to be a true copy this 26th day of May, 1968.


Secretary

CERTIFICATION OF CORPORATE RECORDS
OF DIAMOND HILL CEMETERY

It is hereby duly certified that by unanimous vote of the members of Diamond Hill Cemetery, a non-business corporation organized under the laws of the State of Rhode Island, the by-laws attached hereto were duly and properly adopted on the 26th day of May, 1968 at 3:00 o'clock P. M.

Certified this 26th day of May, 1968.



Secretary

AGREEMENT made and entered into this 26th day of May, 1968 by and between Old Diamond Hill Cemetery, a non-business corporation organized under the laws of the State of Rhode Island and New Diamond Hill Cemetery, also a non-business corporation organized under the laws of the State of Rhode Island.

W I T N E S S E T H:

Whereas there are in the Diamond Hill section of the Town of Cumberland two cemeteries located adjacent to each other, one known as the Old Diamond Hill Cemetery and the other as New Diamond Hill Cemetery; and

Whereas Old Diamond Hill Cemetery was informally laid out and dedicated some 138 years prior hereto and maintained without charge by interested residents of the area on an informal legal basis for use as a cemetery for the burial of the dead of several of the families in the area; and

Whereas Old Diamond Hill Cemetery was legally organized as a non-business corporation in 1928 for the purpose of restoring said cemetery, long in a serious state of neglect, to proper appearance by interested residents of the area, all descendants of the founders of said cemetery some of whom, together with others of said founders' descendants, maintain said cemetery through said corporation to this day; and

Whereas some years after said Old Diamond Hill Cemetery was laid out, an adjoining tract of land was also laid out into cemetery lots by Ariel C. Whipple and for many years thereafter

was referred to as the Ariel C. Whipple burial ground or the Whipple burial ground; and

Whereas said Ariel C. Whipple and his heirs and devisees and their heirs and devisees from time to time sold and conveyed some fourteen of said lots at least, so far as can be determined from the land records of the Town of Cumberland; and

Whereas New Diamond Hill Cemetery was chartered and organized as a non-business corporation under the laws of the State of Rhode Island in 1947 and thereafter by deed dated April 9, 1947 and recorded in the Land Records of the Town of Cumberland in Book 100 at page 394 acquired title to all previously unsold lots in said Ariel C. Whipple Burial Ground; and

Whereas New Diamond Hill Cemetery since that time has operated said cemetery, maintaining the same, selling lots therein and establishing reserve funds for its maintenance; and

Whereas the Boards of Directors of both Old Diamond Hill Cemetery and New Diamond Hill Cemetery have met and conferred for the purpose of discussing current problems common to both organizations such as diminishing interest on the part of local citizens to continue to operate said cemeteries on a voluntary non-compensated basis and the increasing difficulty of obtaining necessary services for maintenance of the cemeteries; and

Whereas said Boards of Directors agreed in said conferences that by merging legally both organizations into a single corporation much duplication of effort could be avoided in the future, and by combining their financial assets the two corporations

could achieve a sounder business base for the more efficient operation of the single merged cemetery; and

Whereas as a result of said conferences and for the reasons hereinabove set forth both Boards of Directors of both corporations in duly adopted votes have recommended to their memberships that said corporations merge.

NOW, THEREFORE, in the event of approval at their respective annual meetings, each to be separately held on May 26, 1968 at 3:00 o'clock P. M. at the Community House in Arnold Mills, Cumberland, Rhode Island, by the membership of each of said corporations, of a resolution to be offered in each meeting that the proposed merger be approved, Old Diamond Hill Cemetery and New Diamond Hill Cemetery shall become merged and thereafter be known as Diamond Hill Cemetery and shall operate under the provisions of the charter of New Diamond Hill Cemetery, for purposes of legal convenience, subject to the following terms and conditions:

A. A formal amendment of the charter of New Diamond Hill Cemetery shall be filed in the office of the Secretary of State of the State of Rhode Island changing its corporate name to Diamond Hill Cemetery.

B. Completely new by-laws shall be adopted governing the management and operation of the new cemetery corporation wherein the following rights shall be recognized:

1. Because of highly inaccurate records relating to established burial rights the right of the Board of Directors of the corporation to determine finally and conclusively all questions relating to established family burial privileges in either cemetery which may be asserted by any persons hereafter.

2. Because of problems which may arise as a result of inaccurate old records, the Board of Directors shall have the absolute right to direct the surrender of any deed of any lot hereafter sold, upon discovery that prior unestablished rights to said lot existed; provided, however, that the owner of said lot shall receive in exchange for such surrendered lot another lot of at least equivalent value at no cost to him or her.

3. The Permanent Fund of New Diamond Hill Cemetery shall continue as a Permanent Fund for Diamond Hill Cemetery and shall be used as it has been in the past except that it shall be available for such use for the benefit of the area of old Diamond Hill cemetery as well as new Diamond Hill cemetery.

C. A deed without covenants conveying all its right, title and interest to the cemetery shall be delivered by Old Diamond Hill Cemetery to Diamond Hill Cemetery.

D. New officers and directors of Diamond Hill Cemetery shall be elected at a meeting of Diamond Hill Cemetery which shall follow adoption of the merger resolutions.

IN WITNESS WHEREOF said Old Diamond Hill Cemetery and New Diamond Hill Cemetery have caused these presents to be executed on their behalf by their respective officers hereunto duly authorized.

OLD DIAMOND HILL CEMETERY

By Lloyd Spencer Pargley
Herbert E. Rayee

NEW DIAMOND HILL CEMETERY

By Willard E. Bascombe
Muriel L. Horst

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Cumberland on the 26th day of May 1968, before me personally appeared Lloyd Spencer Tingley and Herbert E. Pague - President and Secretary of Old Diamond Hill Cemetery to me known and known by me to be the parties executing the foregoing instrument for and in behalf of said Old Diamond Hill Cemetery and they acknowledged said instrument, by them executed, to be their free act and deed, in their respective capacities as aforesaid, and the free act and deed of said Old Diamond Hill Cemetery.

Henry J. Blais III
Notary Public.

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Cumberland on the 26th day of May 1968, before me personally appeared Willard E. Bascombe and Muriel L. Horst - President and Secretary of New Diamond Hill Cemetery to me known and known by me to be the parties executing the foregoing instrument for and in behalf of said New Diamond Hill Cemetery and they acknowledged said instrument, by them executed, to be their free act and deed, in their respective capacities as aforesaid, and the free act and deed of said New Diamond Hill Cemetery.

Henry J. Blais III
Notary Public.

BY-LAWS OF DIAMOND HILL CEMETERY AS REVISED AND ADOPTED MAY
26, 1968 AFTER THE MERGER OF OLD DIAMOND HILL CEMETERY AND
NEW DIAMOND HILL CEMETERY.

ARTICLE I.

The name of the corporation shall be Diamond Hill Cemetery.

ARTICLE II.

The corporation is formed for the purpose of taking, by gift, purchase, or otherwise, owning, and maintaining a cemetery in the northerly part of the Town of Cumberland, Rhode Island, in or near the Village of Diamond Hill. It may accept, to hold in trust or otherwise, any property offered to it for cemetery purposes, including the maintenance and perpetual care of lots, tombs and monuments therein.

ARTICLE III.

Section 1. Membership

The members of the corporation shall be the several persons who, from time to time, shall be the legal owners of burial lots in any cemetery owned or maintained by this corporation (provided, nonetheless, that the corporation shall have notice on its official records of such ownership) together with those

persons who have conveyed or may convey, by deed or will, any of such burial lots to the corporation in trust. Also, (after the death of the person or persons who have made or may make any such conveyance upon trust), those persons, who, in accordance with the terms of each such deed or will, shall be entitled to the right of burial in said burial lots, and the respective heirs at law of each and every person so entitled to the right of burial and whose body has been or hereafter may be interred in accordance with such right. The corporation may, in addition, admit to membership upon application, by vote of its board of directors, persons who, by reason of the interment of relatives or otherwise, are interested in the maintenance of a cemetery owned or maintained by this corporation. Every person who, by reason of this paragraph, shall be entitled to membership in this corporation, shall, before becoming entitled to receive notices of meetings of the corporation, and to vote thereat, register his name and address with the secretary of the corporation.

Section 2. Meetings.

The annual meeting of the corporation shall be held in the month of May, on a day to be fixed by the directors. Special meetings of the corporation may be called by the presi-

dent (in his absence or disability, by the vice-president), and shall be called by him at the request of the board of directors, or upon petition by at least ten members of the corporation. Notice of any special meeting shall state the purpose for which it is held, Notice of the annual meeting, or of any special meeting, shall be sent to each registered member at least two weeks prior to the date of the meeting.

Section 3. Quorum.

At any meeting of the corporation, five registered members shall constitute a quorum.

Section 4. Voting.

At any meeting of the corporation, each member shall have one vote.

ARTICLE IV.

Officers and Directors

Section 1. Enumeration of Officers.

There shall be a president, a vice-president, a treasurer and a secretary. The treasurer shall be elected by the members at the annual meeting in each year, to hold office for one year, and until his successor is elected and qualified. The remainder of the officers shall be elected annually by the directors from their own number at the first meeting of the directors following

the annual meeting to hold office for one year and until successors are elected and qualified.

Section 2. Election of Directors.

There shall be not less than five nor more than nine directors, including the treasurer, who shall be an ex-officio member of the board of directors. The remainder of the directors shall be elected annually by the members at the annual meeting, to hold office for one year and until their successors are elected and qualified.

Section 3. Powers and Duties of Officers.

The president shall preside at all meetings of the corporation and of the board of directors, and shall be the chief executive officer of the corporation.

The vice-president shall assume the duties of the president in the case of absence or inability to act on the part of the president.

The treasurer shall be the chief financial officer of the corporation; he shall have the custody of all funds and securities of the corporation; he shall keep full and accurate books of account; he shall sign all checks, notes, and other orders for the payment of money; he shall endorse on behalf of the company all checks, notes, or other obligations; he shall deposit

all money of the corporation in such bank or banks as the board of directors may designate. He shall, whenever required by the board of directors, render a statement of his accounts; he shall render a full statement of the financial condition of the corporation to each annual meeting; he shall, at all reasonable times, exhibit his books and accounts to any director, officer or member of the corporation. He may be required by the board of directors to give bond for the faithful performance of his duties.

The secretary shall keep the minutes of all meetings of the board of directors and the corporation; he shall attend to the giving of all notices of meetings of the corporation and of the directors; the secretary shall be the assistant treasurer of the corporation, and shall act in the place of the treasurer in case of absence or inability to serve on the part of the treasurer, and shall perform such other duties as the board of directors may determine.

Section 4. Committees.

The board of directors may appoint such committees as it shall see fit, and may give such committees such powers as it may determine.

Section 5. Execution of Documents.

Except as the board of directors or these by-laws shall generally or in particular cases authorize or require the execution thereof in some other manner, all documents shall be signed by the president or vice-president, and by the treasurer or secretary, or by such other person or persons as may be from time to time designated by the board of directors.

Section 6. Powers and Duties of the Board of Directors.

The board of directors shall have all the powers of the corporation except such as are conferred upon the members by law or by the articles of association or by these by-laws. The directors shall have power to fill vacancies occurring from time to time among the officers or on the board of directors, and may appoint such officers, in addition to those enumerated herein, as they may see fit.

Section 7. Relocation of Graves.

Because of highly inaccurate records relating to established burial rights the Board of Directors of the corporation shall have the exclusive right to determine finally and conclusively all questions relating to established family burial privileges in either old or new Diamond Hill cemetery which may be asserted by any persons.

Because of problems which may arise as a result of inaccurate old records, the board of directors shall have the absolute right to direct the surrender of any deed of any lot hereafter sold, upon discovery that prior unestablished rights to said lot exist; provided, however, that the owner of said lot shall receive in exchange for such surrendered lot another lot of at least equivalent value at no cost to him or her.

Section 8. Meetings of the directors.

A meeting of the board of directors shall be held immediately after each annual meeting of the members. Meetings may be held at such times and places as the board may determine, at the call of the president or of any three members.

Section 9. Notice of Meetings.

Reasonable notice must be given to each director of all meetings of the board of directors except that held after the annual meeting of the corporation. If notice is given by mail, it must be mailed at least four days before the meeting, addressed to the usual place of business or last known residence or usual place of business of any director shall be deemed reasonable notice to him, whether the director be in the vicinity or absent therefrom. Proper notice shall be deemed to have been given any

director who shall be present at the meeting or who shall in writing waive such notice either before or after the meeting.

Section 10. Quorum.

At any meeting of the directors, a majority of the directors for the time being shall constitute a quorum.

ARTICLE V.

Whereas New Diamond Hill Cemetery prior to the Agreement of Merger and the revision of these by-laws this 26th day of May, 1968 maintained a Permanent Fund the principal of which could not be used for ordinary corporate purposes; and

Whereas said Agreement of Merger provided that said Permanent Fund shall continue to exist as such.

Now, Therefore, the corporation shall maintain a Permanent Fund to which it shall add from time to time in such manner as the board of directors shall prescribe and only the income therefrom may be used for usual corporate purposes.

The principal of said Permanent Fund may be invaded and used only after a vote to that effect by the membership of the corporation at a special meeting called for such purpose after written notice to all the membership specifying the manner and the reason for such invasion of the principal.

ARTICLE VI.

All funds of the corporation shall be deposited in such banks and otherwise invested in securities or bonds as the board of directors shall prescribe.

ARTICLE VII.

Section 1. Interments.

No person entitled to burial in the burial lots of this cemetery, as provided for in Section 1 of Article III, shall be interred until there shall be constructed or placed within the grave, a burial vault constructed of brick, cement or other indestructible material to contain the body of the deceased, said burial vault to be provided by the interested party or parties making the interment.

ARTICLE VIII.

These by-laws may be amended by a two-thirds majority of those present at any meeting of the corporation, the notice of which contains a statement of the proposal to amend the by-laws and the specific text of the proposed amendment.

Duplicate Original

OLD DIAMOND HILL CEMETERY

and

NEW DIAMOND HILL CEMETERY

MERGER AGREEMENT

LAW OFFICES
WOOLLEY, BLAIS & QUINN

301 MAIN STREET
PAWTUCKET, R. I.

MAY 13 1969

MAY