BYLAWS OF BURKHART CEMETERY, INC.

ARTICLE I

Name and Purpose

Section 1. Name. The name of the corporation shall be Burkhart Cemetery, Inc. (hereinafter referred to as the "Corporation").

Section 2. Purpose. The purpose for which the Corporation is organized is as set forth in the Articles of Incorporation of the Corporation, as amended from time to time.

ARTICLE II

Locations of Offices

Section 1. Offices. The principal office of the Corporation shall be located at the Burkhart Cemetery, Racine, Newton County, Missouri. Mail shall be sent to the President of the Cemetery at P. O. Box 871, Racine, Missouri, 64858

Section 2. Other Offices. The Corporation may have offices at such other place or places, either within or without the State of Missouri, as the Board of Directors may from time to time designate.

ARTICLE III

Members

The Corporation shall have members, who shall be owners of a lot, or part of lots, and/or have made a contribution to the maintenance of the Cemetery. The members shall meet at 11:00 a.m. each Memorial Day to elect the Board of Directors.

ARTICLE IV

Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors (hereinafter referred to as the "Board"). Directors need not be residents of the State of Missouri.

Section 2. Number and Qualifications. The Board shall consist of five (5) members unless modified by the Board, the number to be determined by resolution of the Board. Directors shall be elected as provided in Section 4 of this Article.

Section 3. Terms. Members of the Board shall serve until they resign or until their term is terminated as provided for herein.

Section 4. Resignation and Removal. A Director may resign at any time by submitting his written resignation to the President of the Board. Resignations shall be effective on the date specified therein or if no date is specified, upon receipt by the President. A Director may be removed, with or without cause, by a majority vote of the Directors then in office. Resignation or removal shall also constitute resignation from any committee of which such Director is a member and from any office held by such Director.

Section 5. Vacancies. Any vacancy occurring in the Board or any Directorship to be filled by reason of an increase in the number of Directors shall be filled by a majority vote of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 6. Attendance. Directors are required to attend at least one-half (1/2) of the Board meetings held each year. A Director who fails to meet the above attendance requirement or who misses three consecutive regularly scheduled meetings may be removed from office. Exceptions for illness and personal emergencies may be considered.

Section 7. Annual Meetings. The Annual Meeting of the Board shall be on Memorial Day each year at 11:00 a.m., for the purpose of election of the Board of Directors, officers, and other business. Regular meetings of the Board shall be held at the principal place of business of the Corporation or as specified in the notice of the meeting.

Section 8. Agenda for Annual Meeting. The Agenda for the annual meeting of the Board shall be as follows:

(a) call to order by the Chairman;

(b) approval of minutes of the preceding meeting;

(c) committee reports;

(d) reports of officers;

(e) any business;

(f) election of Directors who shall immediately assume office; and

(g) election of officers.

Section 9. Special Meetings. Special meetings of the Board may be called by or at the request of the Chairman, or the President, or one (1) Director. The person or persons calling a special meeting of the Board may fix any place, either within or without the State of Missouri, as the place for holding any special meeting of the Board called by them.

Section 10. Conference Calls. Directors or members of any committee designated by the Board may participate in any meeting of the Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Notice. Written or printed notice stating of the meeting and in case of a special or purposes for which it is called shall be delivered not less than two (2) nor more than forty (40) days before the date of the meeting, either personally, by mail, facsimile, electronic mail, or by telegram by or at the direction of the Chairman or the Secretary to each member of the Board. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the Corporation, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Quorum. A majority of the whole Board present in person shall constitute a quorum for the transaction of any business at any meeting of the Board; provided, however, that less than a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 13. Voting. A Director shall vote in person or by written proxy.

Section 14. Manner of Acting. The act of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 15. Compensation. Directors as such shall not receive any stated salaries for their services; however, the Board by resolution may provide for a fixed sum plus expenses of attendance, if any, for meetings of the Board. Notwithstanding the foregoing, nothing contained in this Section shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 17. Informal Action by Directors. Any action which is required to be taken at a meeting of the Directors, or any committee of Directors, or any action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee as the case may be. The consent shall have the same force and effect as a unanimous vote at a meeting duly held and may be stated as such in any certificate or document filed under the General Not-For-Profit Corporation Law of Missouri.

ARTICLE V

Officers

Section 1. Officers. The officers of the Corporation shall be a President, Vice-President, a Secretary, a Treasurer, and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board. Any two (2) or more offices may be held by the same person except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office for three (3) years and until his/her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by a majority vote of the Directors then in office whenever, in their judgment, the best interests of the Corporation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer; however, shall not of itself create any contract rights.

Section 4. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall preside at all meetings of the Board. He shall see that all orders and resolutions of the Board are carried into effect, and in general, shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

Section 6. Vice-President. The Vice-President shall serve in the absence of the President.

Section 7. Secretary. The Secretary shall record or cause to be recorded minutes of all meetings of the Board. He or she shall give or cause to be given notices of all meetings.

Section 8. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board.

Section 8. Assistant Secretaries and Assistant Treasurers. If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall act respectively in the absence of the Secretary or the Treasurer, in which case they shall have all the power and authority of the Secretary or the Treasurer. The Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary, the Treasurer or by the Board.

ARTICLE VI

Committees

Section 1. Committees of the Board. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of three (3) or more Directors, which committees, to the extent provided in said resolution or these Bylaws, shall have and exercise the authority of the

Board in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or by these Bylaws, members of each such committee shall be members of the Board and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board designating a committee or these Bylaws, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws, or with rules adopted by the Board.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies and other depositaries as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII

Indemnification

Section 1. Actions Other Than By or in the Right of the Corporation. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of non contender or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Actions by or in the Right of the Corporation. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper.

Section 3. Indemnification Against Expenses. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expense, including attorneys' fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.

Section 4. Authorization of Indemnification. Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding or, if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Provisions Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled to under any Bylaw, agreement, vote of the disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 8. Definitions. For the purpose of this Article, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

For the purposes of this Article, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a Director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

ARTICLE IX

Conflicts of Interest

Each Director, prior to taking his position on the Board of Directors, and all present Directors as soon as practical after the adoption of this policy, shall submit in writing to the President of the Corporation a list of all business or other organizations of which the Director is an officer, member, owner, or employee, or for which he acts as an agent, with which the corporation transacts business, or might reasonably in the future transact business or enter into a relationship in which the Director may have a conflicting interest. Each written statement shall be submitted with any necessary changes as they occur. Within ten (10) days prior to the annual meeting of the Board of Directors, the Secretary shall mail to each Director his or her current statement for review. Prior to the annual meeting of the Board of Directors, each Director shall return the statement either verifying its accuracy or making necessary changes. The President of the Board of Directors shall become familiar with the statements of all Directors in order to guide his conduct should a conflict arise. The Vice President of the Board of Directors shall be familiar with the statement filed by the President of the Board of Directors.

No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board or committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(2) the contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the Board, or a committee thereof, or the Sole Member. Common or interest Directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee which authorizes the contract or transaction.

ARTICLE X

Books and Records

The Corporation shall keep correct and complete books and records of account, shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board, and shall keep, at the registered or principal office, a record giving the names and addresses of the members of the Board.

ARTICLE XI

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII

Seal

The Board, in its discretion, may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, State of Missouri".

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Amendments

These Bylaws may be altered, amended or repealed and new bylaws adopted only by a two-thirds (2/3rd) vote of the Directors then in office; provided, however, that notice of the proposed amendment be given to each Director ten (10) days prior thereto.

Adopted by Board of Directors of Burkhart Cemetery, Inc. this 12th day of June 2017.

By: Rex Hutcheson

Rex Hutcheson, President

ATTEST:

Karen Love

Karen Love, Secretary-Treasurer

(SEAL)