

AMENDED AND RESTATED BYLAWS OF OAK GROVE MEMORIAL GARDENS

THESE AMENDED AND RESTATED BYLAWS OF OAK GROVE MEMORIAL GARDENS (HEREINAFTER REFERRED TO AS “ASSOCIATION”) ARE HEREBY ADOPTED TO REPLACE IN THEIR ENTIRETY THE BYLAWS OF OAK GROVE MEMORIAL GARDENS DATED DECEMBER 1, 1958 AND ANY AMENDMENTS THERETO.

ARTICLE I: OFFICES AND AUTHORITY TO OPERATE AS A CEMETERY

1.01 Registered Office. The registered office of the Association shall be at 1413 E. Irving Blvd., Irving, Texas.

1.02 Filing Entity. The Association is and will remain a filing entity in accord with the Texas Business Organizations Code.

1.03 Purpose of Association. The Association was formed as a cemetery association to establish, manage and maintain, improve and operate one or more of the businesses of a cemetery, including the selling of lots or parts of lots for burial purposes, to establish, maintain and operate a mausoleum, including the sale of crypts, vaults and niches; to establish, maintain and operate a crematory, to operate a perpetual care cemetery as provided below.

1.04 Non-Profit Entity. The charter for the Association provides the corporation is not for profit and operates a perpetual care cemetery. No part of the earnings of the Association shall inure to the benefit of any private shareholder, Member or individual.

1.05 Perpetual Care Trust Fund. The charter provides that the Association will maintain a perpetual care trust fund, and the Association has and will continue to operate and maintain such fund in accord with the requirements of Chapter 712 of the Texas Health and Safety Code (referred to herein as the “Code”).

ARTICLE II: MEMBERSHIP

2.01 Purchaser as Member. In accord with 711.023 of the Code, each person who purchases a continuing easement and a perpetual right of use in an interment space (referred to herein as a “Plot”) from the Association is a shareholder or “Member” entitled to vote in the election of corporate officers, directors and all other matters requiring the vote of shareholders in a corporation. Each transfer of a Plot or Plots will be documented by issuance of a “Certificate of Ownership” (a “Certificate”) identifying the Plot or Plots purchased and documenting the issued ownership interest.

2.02 Voting Power. Each Certificate issued to a Member, in addition to granting ownership rights to one or more Plots will be deemed to grant voting rights to that Member of one vote for each Plot identified in a Certificate held by such Member. Plots qualifying for Certificates will include, without limitation, below ground or above ground Plots as well as crypts, double

depth lawn crypts, vaults, columbarium niches, and any other Plot for which the Association grants a Certificate. A Certificate of Ownership may reference multiple Plots, and each Plot identified in a Certificate, will entitle the Certificate owner, or designated representative if more than one owner, to one vote for each Plot represented in the Certificate. If there are multiple owners of a Certificate, those persons must notify the Association in writing prior to the meeting in question, which of the multiple owners will be entitled to cast the vote for each Plot held. If multiple owners of a single Plot do not unanimously designate a voting representative, the Association will use its proxy to vote such interest.

2.03 Proxy Power. At the time of purchase of a Plot, the purchaser of a Plot, through the Certificate of Ownership, will grant a proxy to the Association to cast the vote for that Plot at any duly called Meeting of Members, subject to the ability of the Member to revoke the proxy should that Member wish to attend and exercise the voting rights at next ensuing Meeting. However, any cancellation or revocation will be effective only for the next ensuing meeting, and then the proxy granted to the Association will automatically renew for the following meeting unless temporarily cancelled again. Except in the event the proxy is temporarily cancelled, the General Manager of the Association (or other representative granted the proxy at Closing) will be entitled to cast any vote held by proxy in accord with the Certificate. This proxy will be automatically renewed, without further action on the part of the Association, for each Member meeting. The proxy may be assigned, on a Meeting-by-Meeting basis, and be exercised by the Chairman of the Board of Directors, if delegated by the General Manager.

2.04 Association Voting Rights. For each Plot dedicated by filed plat or map in accord with Section 711.034 of the Code, the Association will retain the voting rights and be entitled to cast one vote for each dedicated Plot until such time as that Plot has been sold and a Certificate issued to a Member.

2.05 Termination or Transfer of Member Voting Rights. The voting rights of a Member shall terminate when he ceases to be a Plot owner, and upon the sale, transfer, or other disposition of his or her ownership interest in a Plot. If the Association reacquires ownership of a terminated Member, the Association will hold the voting rights for such Plot. Further, during any interim period wherein ownership of a terminated Member's Plot is yet to be determined, the Association will hold the voting rights granted by the proxy described in Section 2.04 hereof. For any transfer to a third party, the Certificate representing the prior owner's membership in the Association must be transferred to the new Plot owner or owners succeeding to such ownership interest, on condition of approval by the General Manager or other authorized representative of the Association. A transferor of a Plot or successors in interest to ownership of a Plot will cause the Certificate for such Plot to be transferred and provide the Association with a Copy of the transferred Certificate. Thereafter, the successor in interest, or a representative thereof if there is more than one successor, will be entitled to cast the Vote for an inherited or sold Plot, but only one Vote may be cast for any single Plot. Moreover, in the event of a sale, transfer, or other disposition of a portion of the ownership interest in a Plot, the associated Plot will still only be entitled to one vote, and the common owners must determine which owner will be entitled to vote and notify the Association accordingly.

ARTICLE III: MEETINGS OF THE CORPORATION

3.01 Time and Place for Meetings. All meetings of the Corporation for any purposes shall be held at such time and place, within or without the State of Texas, or by means of conference telephone or similar communication equipment, as shall be designated by the Board of Directors in the notice of the meeting.

3.02 Annual Meetings. Annual meetings of the Members, shall be held at a time and on a day to be selected by the Board of Directors, within a reasonable time, not to exceed ninety (90) days, after the closing of the Corporation's fiscal year. At the meeting, the Members shall elect a Board of Directors and transact such other business as properly may be brought before the meeting.

3.03 Special Meetings. Special meetings of the Members may be called for any purpose by the President or the General Manager of the Association, or at the request in writing of no less than fifty percent (50%) of the Board of Directors, or at the request in writing of Members holding not less than five percent (5%) of the total votes entitled to vote at the meeting. A request for a special meeting directed to either the President, the General Manager or the Secretary shall state the purposes of the proposed meeting and business transacted at any special meeting of the Members shall be confined to the purposes stated in the notice of the meeting.

3.04 Notice of Member Meetings and Board Meetings. With respect to any Member meeting, annual Board meeting, or special Board meeting if it requires an open meeting as provided in Section 4.17 below, written notice stating the place, day and hour of the meeting, as well as a general description of the subject matter of or any matter to be raised for deliberation in such meeting, shall be delivered according to one of the following:

(a) not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, to each Director of record entitled to vote at such meeting at such address as a Director gives notice in writing. If mailed, such notice shall be prepaid, addressed to the Director at his/her address as it appears on the Membership books of the Association; or

(b) provided at least 72 hours before the start of the meeting by:

(i) posting the notice in a conspicuous manner reasonably designed to provide notice to Association Members, by any two (2) of the following methods:

(1) in a place located on the Association's principal place of business;

(2) on any Internet website maintained by the Association or other Internet media;

(3) by e-mailing such notice to each owner who has registered an e-mail address with the Association. It is a Member's duty to

keep an updated e-mail address registered with the Association;
and/or

(4) by publishing the notice in a newspaper of general circulation in Dallas County, Texas.

3.05 Voting List. The officer or agent having charge of the stock transfer books shall make, at least ten (10) days before each meeting of shareholders, a list, as accurate and complete as reasonably practical, of the Members entitled to notice of and the right to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and number of Plots held by each Member, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Association and shall be available for inspection by any Member at any time during the usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be available for inspection by any Members during the entire meeting.

3.06 Quorum. The holders of one-tenth (1/10th) of the total votes entitled to be cast at such meeting, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the Members for the transaction of business. If a quorum is not present or represented at any meeting of the Members, the Members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the original meeting date, without notice other than announcement at the meeting, until a quorum is present or represented. At any subsequent meeting after the failure to achieve a quorum, the number required to have a quorum at the next meeting will be reduced by one-half of what was required at the prior meeting, and any business may be transacted which might have been transacted at the meeting as originally notified.

3.07 Majority. When a quorum is present at any meeting, the vote of the holders of fifty-one percent (51%) of the Members represented at the meeting, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which a different vote is required by law, by the Certificate of Formation or these Bylaws. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough to leave less than a quorum.

3.08 Voting. Each Member may vote either in person or by proxy granted to the Association upon execution by the Member of the Certificate or by any other duly authorized attorney in fact or other proxy, but no proxy other than to the General Manager shall be valid after eleven (11) months from the date of its execution. Each proxy shall be filed with the Secretary of the Association prior to or at the time of the meeting. The proxy to the General Manager granted in the Certificate will satisfy this requirement if the Certificate is on file with the Association's business records. Any vote must be taken by written ballot upon the oral request of any Member, but otherwise it may be made in a manner permitted under the Business Organizations Code.

3.09 Consent Resolution. Any action required by statute to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a sufficient

number of Members (including by proxy) entitled to vote with respect to the subject matter thereof and such consent shall have the same force and effect as a unanimous vote of the Members. Any such signed consent, or a signed copy thereof, shall be placed in the minute book of the Association.

3.10 Appearance as Waiver. Appearance at any meeting by a Member shall constitute a waiver of notice of an annual or special meeting.

3.11 Minutes. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring thereat. The minute book may be kept in an electronic form.

3.12 Form of Meeting. The Board of Directors or any executive session or committee thereof may meet by any method of communication, including electronic and telephonic, without prior notice to owners under Section 3.04, if each applicable Director may hear and be heard by every other Director, or the board may take action by majority written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate board action. Any action taken without notice to owners under Section 3.04 must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting.

ARTICLE IV: DIRECTORS

4.01 Authority of Directors. The business and affairs of the Association shall be managed by its Board of Directors, which may exercise all powers of the Association and do all lawful acts and things as are not by statute, the Certificate of Formation, or by these Bylaws directed or required to be exercised or done by the Members. Except as provided in Section 4.02 of these Bylaws, Directors shall be Members. No person and his or her spouse may serve on the Board at the same time.

4.02 Number of Directors. The number of Directors which shall constitute the entire Board of Directors shall not be less than three (3) or more than seven (7). The number of Directors may be increased or decreased, but never below three (3), from time to time by the affirmative unanimous vote of the Board of Directors. The Directors shall be elected and qualified, and each Director shall be and continuously remain a Member, or an authorized representative of a Member, if the Member is a corporation, limited partnership, limited liability company, or other entity. In the event a Director ceases to be an eligible Member or becomes a person disqualified to be a Member, he shall immediately cease to be a Director on the effective date of his disqualification and his position as Director shall become vacant without the necessity of corporate action.

4.03 Nominating Committee. Nominations for election to the Board of Directors shall be made by a Nominating Committee (which may be the Executive Committee). The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the

Board of Directors not less than thirty (30) days prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine but in no event less than the number of vacancies or terms to be filled. Nominations shall be permitted from the floor. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members to solicit votes.

4.04 Plurality Vote. Directors shall be elected by plurality vote. Cumulative voting shall not be permitted. The initial terms of the Directors shall be fixed at the time of their election as they among themselves shall determine. So long as there are seven (7) Directors, the terms of three (3) Directors shall be fixed at two (2) years, and the terms of four (4) Directors shall be fixed at three (3) years. If there are fewer than seven (7) Directors, then the term of office shall be one (1) year or until their successors are qualified and duly elected. At the expiration of the initial term of office of each respective Member of the Board of Directors, a successor shall be elected to serve. The Members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association.

4.05 Vacancy. Any vacancy occurring in the Board of Directors may be filled by affirmative vote of a majority of the remaining Directors, although less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.06 Removal. At any regular or special meeting of the Association duly called, any one or more of the Members of the Board of Directors may be removed, with or without cause, by a majority vote of the Members, and a successor may then and there be elected to fill the vacancy thus created. A Director whose removal has been proposed by the Members shall be given at least ten (10) days' notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting. Additionally, any Director who has three (3) consecutive unexcused absences from Board meetings or who is delinquent in the payment of an assessment for more than twenty (20) days may be removed by a majority vote of the Directors at a meeting, a quorum being present.

4.07 Death or Resignation. In the event of the death or resignation of a Director, his or her successor shall be selected by a majority of the remaining Members of the Board and shall serve for the unexpired term of the predecessor.

4.08 Location. Regular or special meetings of the Board of Directors may be held within or without the State of Texas, as well as by electronic or telephonic means.

4.09 Conduct of Meetings. A Chairman of the Board shall be elected by majority vote at each first and annual meeting and shall preside over the Board meetings until removed and replaced by majority vote or until the succeeding annual meeting. The Chairman of the Board shall preside over all meetings of the Board of Directors, and in his absence, the President shall preside over meetings of the Board of Directors.

4.10 Time and Place of Meeting. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the Members at the annual meeting and no notice of such meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting, provided a quorum shall be present. If the Members fail to fix the time and place of such first meeting, it shall be held without notice immediately following the annual meeting of the Members, and at such time and place, unless by unanimous consent of the Directors then elected and serving, such time or place shall be changed.

4.11 Number of Meetings and Notice. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Directors should consider having of approximately one (1) meeting per quarter, but may have more if so determined. However, the Directors shall only be required to have at least one (1) such meeting per year. Except for the annual Board meeting and except for meetings that must be held by open meeting per Section 4.17 below, i) meetings will not be open to Members; ii) notice of the time and place of the meeting shall be communicated to Directors by email or text sent to the contact information for the Director on file with the Association, not less than four (4) days prior to the meeting; and iii) provided, however, notice of a meeting need not be given to any Director who has signed a waiver of notice or a written consent to holding of the meeting.

4.12 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors or the President and shall be called by any officer on the written request of one (1) Director. Notice of any special meeting of the Board of Directors shall be given to each Director at least four (4) business days before the date of meeting in accord with Section 4.11 above, except for meetings that must be held by open meeting per Section 4.17 below.

4.13 Appearance as Waiver. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened, but a written waiver may be executed as evidence of such attendance. Except as may be otherwise provided by law, by the Certificate of Formation, Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice to such meeting.

4.14 Vacancy. At a Meeting wherein one or more Directors are elected, the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these Bylaws. The persons receiving the largest number of votes shall be elected. Voting for Directors shall be by secret written or other authorized form of ballot.

4.15 Majority. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

4.16 Committees. The Board of Directors by resolution passed by a majority of the entire Board, may from time to time designate Members of the Board to constitute committees, including an “Executive Board”, which shall in each case consist of such number of Directors, not less than two, and shall have and may exercise such powers as the Board may determine and specify in the respective resolutions appointing them. A majority of all the Members of any such committee may determine its action and fix the time and place of any meeting, unless the Board of Directors shall otherwise direct. The Board of Directors shall have power at any time to change the number and the Members of any such committee, to fill vacancies and to discharge any such committee. Executive Board meetings will be closed to other Members, but open to other Directors who may attend but will have no authority to vote or otherwise participate in such meeting. Notice of meetings by the Executive Board will be provided to all Directors in the manner described in Section 4.12 hereof for Special Meetings.

4.17 Consent Resolution. Any action required or permitted to be taken at a meeting of the Board of Directors or at any executive committee meeting may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all members of the Board of Directors or such committee, as the case may be. Notwithstanding, the Board will be restricted in regard to taking action outside of a meeting without prior notice to Members as follows:

(a) The Board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board action. Any action taken without notice to Members must be summarized orally and documented in the minutes of the next regular or special board meeting. However, the Board may not, unless done in an open meeting, consider or vote on:

- (i) fines; or if a policy is in place that establishes a procedure for fines that does not require additional Board approval, then the Board may not vote on changes to such policy regarding fines except in an open meeting;
- (ii) damage assessments; or if a policy is in place that establishes a procedure for damage assessments that does not require additional Board approval, then the Board may not vote on changes to such policy regarding damage assessments except in an open meeting;
- (iii) initiation of foreclosure actions; or if a policy is in place that establishes a procedure for foreclosure actions that does not require additional Board approval, then the Board may not vote on changes to such policy regarding foreclosure actions except in an open meeting;
- (iv) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; or if a policy is in place that establishes a procedure for enforcement actions that does not require additional Board approval, then the

Board may not vote on changes to such policy regarding enforcement actions except in an open meeting;

- (v) increases in assessments;
- (vi) the filling of a vacancy on the board;
- (vii) changing the voting rights of Members of the Association.

4.18 Expense Reimbursement. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attending each meeting of the Board and may be paid a fixed sum for attending each meeting of the Board or the stated salary for a Director. No such payment shall preclude any Director from serving the Association in any other capacity and receiving compensation therefore. Members of the Executive Board or of special or standing committees may, by resolution of the Board of Directors, be allowed like compensation for attending committee meetings.

4.19 Minutes. The Board of Directors shall keep regular minutes of its proceedings and such minutes shall be placed in the minute book of the Association. Electronic minutes will also satisfy the requirements for this Section.

4.20 Powers and Duties. The Board of Directors shall be responsible for the affairs of the Association and shall have all the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not prohibited by applicable law, the Certificate of Formation, or these Bylaws.

4.21 Delegation of Authority. The Board of Directors may delegate to one of its Directors the authority to act on behalf of the Board of Directors on all matters relating to the duties of the Directors, which might arise between meetings of the Board of Directors.

4.22 Powers. The Board of Directors shall have the following powers, any of which may be delegated to Officers, the Executive Board or other Committee, at the Board's discretion:

- (a) preparation and adoption of an annual budget ;;
- (b) providing for the operation, care, upkeep, and maintenance of all the Association's property;
- (c) designating, hiring, and dismissing the personnel necessary for the maintenance, operation, repair, and replacement of the Association, its property, and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of these duties;

(d) collecting the proceeds from Plot sales, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association and/or maintenance fund;

(e) opening of bank accounts on behalf of the Association and designating the signatories required;

(f) making or contracting for the making of repairs, additions, and improvements to or alterations of the cemetery property in accord with these Bylaws after damage or destruction by fire or other casualty;

(g) obtaining and carrying insurance against casualties and liabilities, and paying the premium cost thereof;

(h) paying the cost of all services rendered to the Association and not chargeable to Members;

(i) keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred. The said books and vouchers accrediting the entries thereupon shall be available for examination by the Members, their duly authorized agents, accounts, or attorneys, during general business hours on working days at the time and in a manner that shall be set and announced by the Board of Directors for the general knowledge of the owners. All books and records shall be kept in accordance with generally accepted accounting practices.

(j) acquiring property for interment in accord with §711.033 et seq of the Code

(k) incurring indebtedness in accord with §711.037 of the Code;

(l) selling Plots, issuing certificates of ownership, reselling Plots and recording such conveyance in accord with §711.038 and 711.0381, et seq of the Code.

(m) complying with all requirements of the Code related to Perpetual Care Cemeteries, including without limitation, filing the Annual Statement of Funds under Chapter 712 of the Code.

4.23 Powers of Executive Board. The Executive Board will have the power to review and approve financials and business activities of the Association for each quarter, including without limitation expenses incurred in the ordinary course of business and extraordinary expenses that do not exceed Twenty-Five Thousand and no/100 Dollars (\$25,000), or such other amount as may be determined from time to time by the Board.

4.24 Rules. The Board of Directors shall further have the power, which may be delegated to Officers, the Executive Board or other Committee, at the Board's discretion, to adopt and enforce rules, including without limitation, rules related to the following:

- (a) concerning the use, care, control, management, restriction, and protection of the cemetery operated by the Association;
- (b) to restrict the use of cemetery property;
- (c) to regulate the placement, uniformity, class, and kind of markers, monuments, effigies, and other structures in any part of the cemetery;
- (d) to regulate the planting and care of plants in the cemetery;
- (e) to prevent the interment of remains not entitled to be interred in the cemetery;
- (f) to prevent the use of a Plot for a purpose that violates the cemetery organization's restrictions;
- (g) to regulate the conduct of persons on cemetery property and to prevent improper meetings at the cemetery; and
- (h) for other purposes the Directors consider necessary for the proper conduct of the Association's business, and for the protection of the premises and the principles, plans, and ideals on which the cemetery was organized.

Rules adopted under this section must be plainly printed or typed and maintained for inspection in the Association's office or another place in the cemetery prescribed by the Directors. The Directors may prescribe a penalty for the violation of a rule adopted by the Directors. The Association may recover the amount of the penalty in a civil action.

ARTICLE V: NOTICES

5.01 Written Notice. Except for the specified form of notice for a Meeting as described herein, any notice (including written demand) to Directors or Members shall be in writing and shall be delivered personally, mailed to the Directors or Members at their respective addresses appearing on the books of the Association, or emailed to the email address on file with the Association. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, certified, return receipt requested. Notice by personal delivery shall be deemed given upon delivery, and notice by email will be deemed given on the date sent with confirmation of delivery to the email address for the recipient of record with the Association.

5.02 Waiver. Any notice required to be given may be subject to a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, and such waiver shall be deemed equivalent to the giving of such notice, in a timely manner. Any such signed waiver of notice, or a signed copy thereof, shall be placed in the minute book of the company. Attendance of such persons at any meeting shall constitute a waiver of notice of such meeting, except where the persons attend for the express purpose of objecting that the meeting is not lawfully convened.

ARTICLE VI: ACCOUNTS AND REPORTS

6.01 Accounts and Reports. The following management standards of performance will be followed unless the Board or Executive Board by resolution specifically determines otherwise:

- (a) accrual accounting, as defined by generally accepted accounting principles, shall be employed;
- (b) accounting and controls should conform with established American Institute of Certified Public Accountants (AICPA) guidelines and principles; (A segregation of accounting duties should be maintained, and disbursements by check shall require two (2) signatures. Cash disbursements shall be limited to amounts of One Hundred Dollars (\$100.00) and under);
- (c) cash accounts of the Association shall not be commingled with any other accounts;
- (d) no remuneration shall be accepted by the Officers from vendors, independent contractors, or others providing goods and services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; anything of value received shall be applied to the benefit of the Association; and
- (e) any financial or other interest which the Officers may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors.

ARTICLE VII: BORROWING

7.01 The Board of Directors or the Executive Board shall have the power to borrow for the purpose of repair or restoration of the facilities without the approval of the Members of the Association.

ARTICLE VIII: RIGHTS OF THE ASSOCIATION

8.01 Right of Contract. With respect to the cemetery property or other Association responsibilities, in accordance with the Certificate of Formation and Bylaws of the Association, the Association, through its Board of Directors shall have the right to contract with any person for the performance of various duties and functions. Without limiting the foregoing, this right shall entitle the Association to enter into common management, operational, or other forms of agreement.

8.02 Other Powers. The Association, through its Board of Directors, shall further have the power and right to engage in all powers provided under the Code in relation to a cemetery organization, including without limitation:

- (a) survey and subdivide cemetery property, create maps or plats thereof, identify the plots with numbers or names, create a mausoleum or a crematory and columbarium, dedicate, file and record such plats or maps with the Dallas County Clerk, all as required under Sections 711.034 and 711.035 of the Code;
- (b) charge assessments on the property for the purposes of general improvement and maintenance (the Board may establish rules for collection and enforcement for any such provision); and
- (c) take any action, to the same extent and for the same purposes as a for-profit cemetery corporation, that is necessary to carry out the organization's business purposes, which include the business purposes necessarily incident to the burial and disposal of human remains, including any action necessary to:
 - (i) convey property or other assets of the Association;
 - (ii) borrow money;
 - (iii) pledge or mortgage the property or other assets of the Association to secure the Association's indebtedness or other obligations;
 - (iv) lend money and take security for the loan in furtherance of the Association's business purposes; and
 - (v) conduct any business activity or business directly or by or through one or more subsidiaries.

ARTICLE IX: PROHIBITED ACTS

9.01 The Board of Directors shall not take any of the following actions except with the written consent of a majority of the total votes of Members of the Association:

- (a) incurring aggregate expenditures for capital improvements to the Cemetery property in any fiscal year in excess of fifteen percent (15%) of the budgeted gross expenses of the Association for that fiscal year;
- (b) selling during any fiscal year property of the Association having an aggregate fair market value greater than fifteen percent (15%) of the budgeted gross expenses of the Association for that fiscal year, other than the sale of individual Plots in the ordinary course of business of the Association;
- (c) paying compensation other than such compensation to Board Members as may be otherwise allowed in these Bylaws, to Members of the Board or to the officers of

the Association for services performed in the conduct of the Association's business; provided, however, the Board may cause a Member or officer to be reimbursed for expenses incurred in carrying on the business of the Association;

(d) levy special assessments which in the aggregate exceed five percent (5%) of the budgeted gross expenses of the Association for that fiscal year;

(e) fill a vacancy on the Board created by the removal of a Director; or

(f) enter into a contract with a third person wherein the third person will furnish goods or services for the Cemetery property of the Association for a term longer than one (1) year with the following exceptions:

(i) a management or maintenance contract;

(ii) a contract with a public utility company, if the rates charged for the materials or services are regulated by the Public Utilities Commission; provided, however, the term of the contract shall not exceed the shortest term for which the supplier will contract at the regulated rate; and

(iii) prepaid casualty, errors and omissions, director and officers, and/or liability insurance policies not to exceed three (3) years duration, provided that the policy permits short rate cancellation by the insured.

ARTICLE X: OFFICERS

10.01 Identity of Person for Office. Any two or more offices of the Association may be held by the same person.

10.02 Right to Elect Officers. The Board of Directors may elect a President, Vice-President, Secretary, Treasurer and such other officers and assistant officers, as it may deem desirable for the conduct of the affairs of the Association. To the extent such officer is appointed, they will have the authority described for that position as provided below.

10.03 Term. The officers of the Association shall hold office until their successors are elected or appointed and qualified, or until their death, resignation, or removal from office. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or employer shall not of itself create contract rights. Any vacancy occurring in any office of the Association by death, resignation, removal, or otherwise, may be filled by the Board of Directors.

10.04 Removal of Officer. Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

10.05 Resignation of Officer. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Association. Any such resignation shall take effect at the date of the receipt of this notice or at any later specified time; and, unless otherwise specified, the acceptance of this resignation shall not be necessary to make it effective.

10.06 Delegation of Authority to Officer. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

10.07 President. The President shall be the chief executive officer of the Association, shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall preside at all meetings of the Members and, in the absence of a Chairman of the Board, at all meetings of the Board of Directors.

10.08 Vice-President. The Vice-Presidents, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

10.09 Secretary. The Secretary shall attend all meetings of the Board of Directors and of the Members and record all business transacted at such meetings in a minute book to be kept for that purpose, and he shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the Members and perform such other duties as may be prescribed by the Board of Directors, or President, under whose supervision he shall be. He shall keep and take custody of the seal of the Association and, when authorized by the Board of Directors, shall affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his signature or by the signature of an Assistant Secretary or of the Treasurer.

10.10 Assistant Secretary. The Assistant Secretaries shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

10.11 Treasurer. The Treasurer shall have the custody of the Association funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and

other transactions in books belonging to the Association and shall deposit all funds and other valuable effects in the name and to the credit of the Association, in such depositories as may be designated by the Board of Directors. The Treasurer shall further disburse funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association. The Treasurer shall perform such other duties and have such other authority as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

10.12 Assistant Treasurer. The Assistant Treasurers in the order of their seniority, unless otherwise determined by the Board of Directors, shall in the absence or disability of the Treasurer, perform the duties and have the authority and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or the President may from time to time delegate.

ARTICLE XI: OTHER PROVISIONS

11.01 Books and Records. The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members and Board of Directors, and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, or in accessible electronic form a record of its Members, giving the names and addresses of all Members and the number and class of the shares held by each.

11.02 Check Signing Authority. All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

11.03 Rules of Order. Except as may be modified by Board resolution establishing modified procedures, Robert's Rules of Order (current edition) shall govern the conduct of Association proceedings when not in conflict with Texas law, the Certificate of Formation, or these Bylaws.

11.04 Availability of Books and Records.

(a) Inspection by Members. The Membership register, books of account, and minutes of meetings of the Members, the Board, and committees shall be made available for inspection and copying at the office of the Association or at such other place as the Board shall prescribe, by any Member of the Association or by his or her duly appointed representative at any reasonable time and for a purpose reasonably related to his or her interest as a Member.

(b) Records Retention Policy. The Association will retain the following records, which may be maintained electronically, for a minimum of the time periods provided below:

- (i) Formation documents, Bylaws, Minutes of Meetings, and related amendments – permanently;
- (ii) Financial records - 7 years;
- (iii) Member account records - permanently;
- (iv) Contracts with a one year term or more - 4 years from the date of termination, except Contracts for purchase of Plots and Certificates of Ownership - permanently;
- (v) Board meeting minutes - 7 years; and
- (vi) Tax returns and audits - 7 years.

(c) Rules for Inspection. The Board shall establish reasonable rules with respect to:

- (i) notice to be given to the custodian of the records by the Member desiring to make the inspection;
- (ii) hours and days of the week when such an inspection may be made; and
- (iii) for production and copying of records and payment of costs for copies of documents requested by a Member, the Association may charge reasonable amounts to cover any costs incurred to make such records available.

(d) Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make extracts and copies of documents at the expense of the Association.

11.05 Fiscal Year. The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

11.06 Indemnification. **The Association shall indemnify any person who serves as a Director, officer, agent or employee of the Association against expenses actually and necessarily incurred by such person, and any amount paid in satisfaction of judgment in connection with any action, suit or proceeding in which he is made a party by reason of being or having been such a Director, officer, agent or employee, except in relation to matters as to which he shall be adjudged by final order of a court of competent jurisdiction in such action, suit or proceeding to be liable for gross negligence or willful misconduct. Except as otherwise stated in the preceding sentence, this indemnity will apply regardless of whether**

any such claim involves the alleged or actual negligence of such Director, officer, agent or employee.

11.07 Reimbursement for Settlement. The Association also may reimburse to any such person described in the preceding paragraph the reasonable costs of settlement of any such proceeding, if it is found by a majority of the Directors not involved in the proceeding that it was in the interest of the Association to make such settlement and that such person was not guilty of gross negligence or willful misconduct. These rights of indemnification and reimbursement shall not be exclusive of any other right to which such person may be entitled by law, Bylaw, agreement, Member's vote or otherwise.

11.08 Power to Resign. Any Director, officer or agent may resign by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE XII: AMENDMENT AND CONSTRUCTION

12.01 Authority to Amend Bylaws. These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted by the Board of Directors at any regular or special meeting, upon notice given at least ten (10) days prior to any such meeting stating that purpose.

12.02 Construction. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable, the remainder of these Bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative.

By Special Minutes of the Directors, they have granted the power to amend and restate the Bylaws to the Board of Directors, and the Board of Directors of the Association have adopted these Amended and Restated Bylaws to replace the Bylaws of the Association for all purposes. The Secretary hereby certifies these to be the Amended and Restated Bylaws approved by the Board as follows:

CERTIFIED to be the Amended and Restated Bylaws of Oak Grove Memorial Gardens adopted by the Directors on May 15, 2025 and hereby replacing for all purposes the Bylaws of Oak Grove Memorial Gardens.

Jim Mammen, Secretary

STATE OF TEXAS §
§
COUNTY OF DALLAS §

This instrument was acknowledged before me on July ____, 2025 by Jim Mammen, as Secretary of Oak Grove Memorial Gardens, a Texas non-profit corporation, on behalf of said non-profit corporation.

Notary Public in and for the State of Texas