

EXHIBIT 2

to Declaration to Derek R. Hoffman

July 11, 2019

VIA Email to:

prose@avwatermaster.net

Cparton@ppplaw.com

PStanin@toddgroundwater.com

Antelope Valley Watermaster Board

Attn: Patricia Rose, Secretary

Antelope Valley General Counsel

Attn: Craig Parton of Price, Postel & Parma LLP

Antelope Valley Watermaster Engineer

Attn: Phyllis Stanin, Todd Groundwater

c/o: Antelope Valley – East Kern Water Agency

6450 West Avenue N

Palmdale, CA 93551

Re: *Responses to Advisory Committee Comments – Joshua Memorial Park Production
Right Application Pursuant to Judgment Section 5.1.10, Request for Stipulation to
Intervene, and Approval of Replacement Well Application*

Dear Antelope Valley Watermaster:

This firm represents SCI California Funeral Services, Inc., a California corporation, dba Joshua Memorial Park (“Joshua Memorial Park”). On June 12, 2019, Joshua Memorial Park submitted to the Antelope Valley Watermaster (“Watermaster”) a Groundwater Production Application to produce groundwater from the Antelope Valley Groundwater Basin (“Basin”) in an amount of 122 acre-feet per year (“AFY”) pursuant to Section 5.1.10 of the Judgment (“Production Application”). As stated in the Production Application, Joshua Memorial Park seeks the Watermaster’s stipulation to Joshua Memorial Park’s proposed intervention to become a Party in accordance with Judgment Section 20.9, and also seeks approval of a Replacement Well Application.

The Watermaster Advisory Committee (“Advisory Committee”) reviewed the Production Application and submitted a memorandum to the Watermaster Board

Antelope Valley Watermaster

July 11, 2019

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dated June 20, 2019 that included five specific comments. Joshua Memorial Park appreciates the Advisory Committee's comments and the opportunity to address them through this letter.

Please kindly distribute this letter to the Advisory Committee members for consideration at the July Advisory Committee meeting. Please also confirm that Joshua Memorial Park's Groundwater Production Application will be on the agenda for consideration and action at the July 24, 2019 Watermaster Board Meeting.

Advisory Committee Comment No. 1: "Has the prior ownership history been sufficiently defined to allow the status of the lands under the Judgment to be fully evaluated?"

Response to Comment No. 1:

Yes. Attached is a copy of the vesting grant deed conveying the property to Joshua Memorial Park, Inc., a corporation, which was recorded in the Official Records of Los Angeles County on December 19, 1949. **See Attachment 1.** The property is described as the Northeast quarter of the Southeast quarter of Section 14, Township 7 North, Range 12 West, SBBM, in the County of Los Angeles, and State of California. Also attached, for reference, is a property profile report identifying Joshua Memorial Park as the owner of record and identifying APN 3146-009-929 and APN 3146-009-053.¹ **See Attachment 2.** As set forth in Joshua Memorial Park's Replacement Well Application, the groundwater well on the property is estimated to have been drilled in approximately 1957.

On April 9, 1997, Joshua Memorial Park merged into SCI California Funeral Services, Inc., as reflected in the attached Certificate of Ownership filed with the California Secretary of State on the same date, Document No. A491039 and Document No. D543554. **See Attachment 3.**

On December 31, 2016, SCI California Funeral Services, Inc. was converted to SCI California Funeral Services, LLC, as reflected in the attached California Secretary of State Limited Liability Company Articles of Organization – Conversion, filed on the same date, Document No. 201636610017. **See Attachment 4.**

On January 14, 2017, SCI California Funeral Services, LLC was converted into SCI California Funeral Services, Inc., as reflected in the attached Articles of

¹ These are the APNs that were assigned in approximately 2010 for assessment purposes, which were previously identified as ending in -928 and -052, respectively.

Incorporation with Statement of Conversion filed with the Secretary of State on the same date, Document No. 3974617. **See Attachment 5.**

All of the foregoing documents are public records. The agent for service of process for each foregoing entities is, and always has been, publicly available through the California Secretary of State.

As indicated in Joshua Memorial Park's Production Application, neither SCI nor Joshua Memorial Park (nor, for that matter, SCI California Funeral Services, LLC) is listed as a Defaulting Party in Exhibit 1 to the Judgment, nor listed as a Small Pumper Class Member in Judgment Exhibit C, nor listed as a Willis Class Member in Judgment Appendix A, nor listed among the Non-Appearing Parties in Judgment Exhibits B and D. Watermaster staff has also confirmed that it has no record of Joshua Memorial Park or SCI being named, served or appearing among the listed members of the afore-stated groups of Parties.

Advisory Committee Comment No. 2: "The lands are within the City of Lancaster, and Waterworks District No. 40's service area.

Response to Comment No. 2:

Joshua Memorial Park is located within the City of Lancaster and, apparently, within the service area of Los Angeles County Waterworks District No. 40. This, however, does not negate Joshua Memorial Park's historical groundwater production or its ability to seek a Production Right under Judgment Section 5.1.10 through a motion to intervene under Judgment Section 20.9.

Advisory Committee Comment No. 3: "Were well owners within water supplier service areas typically served for the adjudication, and if not what was the reason for non-service."

Response to Comment No. 3:

Joshua Memorial Park is not aware nor does it opine on whether other well owners within water supplier service areas were served in the adjudication. The salient issue is that Joshua Memorial Park was not named or served and, consequently, it is not a "Party" or a "Defaulting Party" under the Judgment, as detailed in the Production Application. Rather, Joshua Memorial Park is an existing unknown pumper as described in the Public Water Suppliers' Phase 6 Trial Brief, with the ability to claim a Production Right under Section 5.1.10 of the Judgment by way of a motion to intervene in the Judgment under Section 20.9. As a practical observation, it is not likely that many historically active but unknown producers like Joshua Memorial Park

exist—within or outside the service areas of water providers—and, in the event that many such producers did exist, the Judgment limits the impact of such hypothetical producers by requiring them to seek to intervene in the Judgment and also by limiting Section 5.1.10 producers' aggregate production to 7% of the Native Safe Yield.

Advisory Committee Comment No. 4: “There may be a number of other entities that operate their own wells within water supplier service areas that are not expressly identified in the Judgment.”

Response to Comment No. 4:

Please see the response above to Advisory Committee Comment No. 4.

Advisory Committee Comment No. 5: “If additional Parties are granted Production Rights as non-stipulating Parties, such rights should be subject to reductions similar to those imposed on existing Production Rights.”

Response to Comment No. 5:

Joshua Memorial Park recognizes that many Stipulating Parties agreed to significant reductions in pumping under the Judgment. Some Stipulating Parties, for example, are required to ramp down by approximately 50% or more. By contrast, many Stipulating Parties, particularly Exhibit 4 Parties, are not required to ramp down production, including many that have Production Rights in amounts that are similar to or much greater than the Production Right sought by Joshua Memorial Park under Section 5.1.10. In other words, it is difficult to define a “reduction similar to those imposed on existing Production Rights” because those reductions were negotiated and vary; but, the Stipulating Parties with Production Rights in amounts most comparable to the amount sought by Joshua Memorial Park are in many instances not required to ramp down.

Joshua Memorial Park seeks a Production Right under Section 5.1.10 in the amount of 122 AFY, recognizing that the ultimate amount of Joshua Memorial Park's Production Right will be determined and approved by the Court in accordance with the procedure set forth in Section 5.1.10. Should the Court, after taking evidence, rule that Joshua Memorial Park has a Production Right under Section 5.1.10., Joshua Memorial Park will “be subject to all provisions of this Judgment, including reduction in Production necessary to implement the Physical Solution and the requirements to pay assessments.” As described in Joshua Memorial Park's Production Application, a reduction in its production may not be deemed necessary to implement the Physical Solution, in part because total Non-Stipulating Party production is currently nowhere near the 7% threshold.

Antelope Valley Watermaster

July 11, 2019

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Note also that a Section 5.1.10 Production Right is subject to limitations regarding Carry Over and Transfers, which are limitations that are not imposed on Stipulating Parties. Had Joshua Memorial Park been named and served in the adjudication, it might have negotiated and acquired the full benefits of a Stipulating Party.

We sincerely appreciate the Advisory Committee and the Board's consideration of Joshua Memorial Park's unique circumstances and its efforts to comply with the Section 5.1.10 of the Judgment.

Very truly yours,



Derek R. Hoffman, Attorney for
GRESHAM SAVAGE
NOLAN & TILDEN,
A Professional Corporation

DRH:mdd

Enclosures: Attachment 1 –Grant Deed (December 19, 1949)
Attachment 2 – Property Profile Report
Attachment 3 – Certificate of Ownership (April 9, 1997)
Attachment 4 – Limited Liability Company Articles of Organization –
Conversion (December 31, 2016)
Attachment 5 – Articles of Incorporation with Statement of Conversion
(January 14, 2017)

cc: Client
E. Teasdale, LSCE

Attachment 1

409/ No. 31450

Grant Deed

INDIVIDUAL

WHEN RECORDED RETURN TO
JOSHUA MEMORIAL PARK, INC.
c/o Allen A. Weaver, President
P. O. Box 93
Lancaster, California

— TO —

DATED _____, 19____

Recorded at the Request of

_____ 19____

at _____ min. past _____ o'clock _____ M.,

in Volume _____ of

page _____

County Records.

Recorder,

By _____ Deputy Recorder.

Bank of America
NATIONAL EXCELLENCE ASSOCIATION

Bank of America
NATIONAL EXCELLENCE ASSOCIATION

DOCUMENT No. 536
RECORDED AT REQUEST OF
TITLE INSURANCE & TRUST CO.

DEC 19 1949 AT 8 A. M.

IN OFFICIAL RECORDS
County of Los Angeles, California

Per S. BEATTY, County Recorder

By _____ Deputy



1111

IRS \$5.50

Grant Deed

GEORGE W. LANE and OLGA J. LANE, husband and wife,

in consideration of ----- TEN AND NO/100 ----- DOLLARS,

to them in hand paid, receipt of which is hereby acknowledged, do

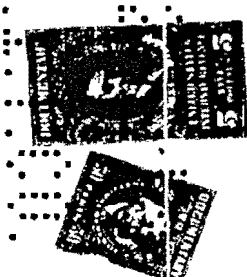
hereby

GRANT TO JOSHUA MEMORIAL PARK, INC., a corporation,

the real property in the _____

County of Los Angeles, State of California, described as follows:

The Northeast quarter of the Southeast quarter of Section 14, Township 7 North, Range 12 West, SBPM., in the county of Los Angeles, and State of California.



FREE FROM ALL ENCUMBRANCES EXCEPT:

second installment general and special county taxes for the fiscal year 1949 - 1950
Conditions, Covenants, Restrictions, Reservations, Easements, Rights of Way, and Easements of Record.

TO HAVE AND TO HOLD to said Grantee,

~~664/4/1949/49~~

WITNESS our hand at this 14th day of October, 19 49

George W. Lane
Olga J. Lane

Bank of America
NATIONAL TRUST ASSOCIATION

STATE OF CALIFORNIA,

_____ COUNTY OF Los Angeles _____

} SS.

On this 25th day of October, 19 49, before me,

_____ the undersigned _____, a Notary Public in and for said Los Angeles County,

personally appeared George W. Lane and Olga J. Lane

_____ known to me to be the person s whose name s are subscribed to the within instrument, and acknowledged that they executed the same.

WITNESS my hand and official seal

[Handwritten Signature]

Notary Public in and for said Los Angeles County and State.

My commission expires: Feb-25-1952.

Attachment 2



PROPERTY DETAILS

Joshus Memorial Park Inc
, Lancaster, CA 93535

APN: 3146-009-929
Los Angeles County

Owner Information

Primary Owner: JOSHUS MEMORIAL PARK INC

Secondary Owner:

Mail Address: 808 W LANCASTER BLVD
LANCASTER CA 93534

Site Address:
LANCASTER CA 93535

Assessor Parcel Number: 3146-009-929

Census Tract: 9006.07

Housing Tract Number:

Lot Number:

Page Grid:

Legal description: **Abbreviated Description: SEC/TWN/RNG/MER:SEC 14 TWN 07N RNG 12W 15.46 ACS EXEMPT POR OF 37.30 ACS POR OFNE 1/4 OF SE 1/4 OF SEC 14 T7N R12W**

Sale Information

Sale Date:

Document #:

Sale Amount: N/A

Seller:

Sale Type:

Cost/SF: N/A

Assessment & Tax Information

Assessed Value:

Land Value:

Imp. Value:

Homeowner
Exemption:

% Improvement:

Tax Amount:

Tax Status:

Tax Year: 2018

Tax Rate Area: 1-993

Tax Account ID:

Property Characteristics

Bedrooms:

Year Built:

Pool:

Bathrooms:

Square Feet:

Lot Size:

Partial Baths:

Number of Units: 0

No of Stories:

Total Rooms:

Garage:

Fire Place:

Property Type: Unknown Type

Building Style:

Owner
Exclusions:

Use Code: Unknown Type

Zoning:

Aerial Map





TRANSACTION HISTORY

Joshus Memorial Park Inc
, Lancaster, CA 93535

APN: 3146-009-929
Los Angeles County

ASSESSOR MAPS

[Click here to get the map in PDF](#)
[Click here to get the map in TIF](#)

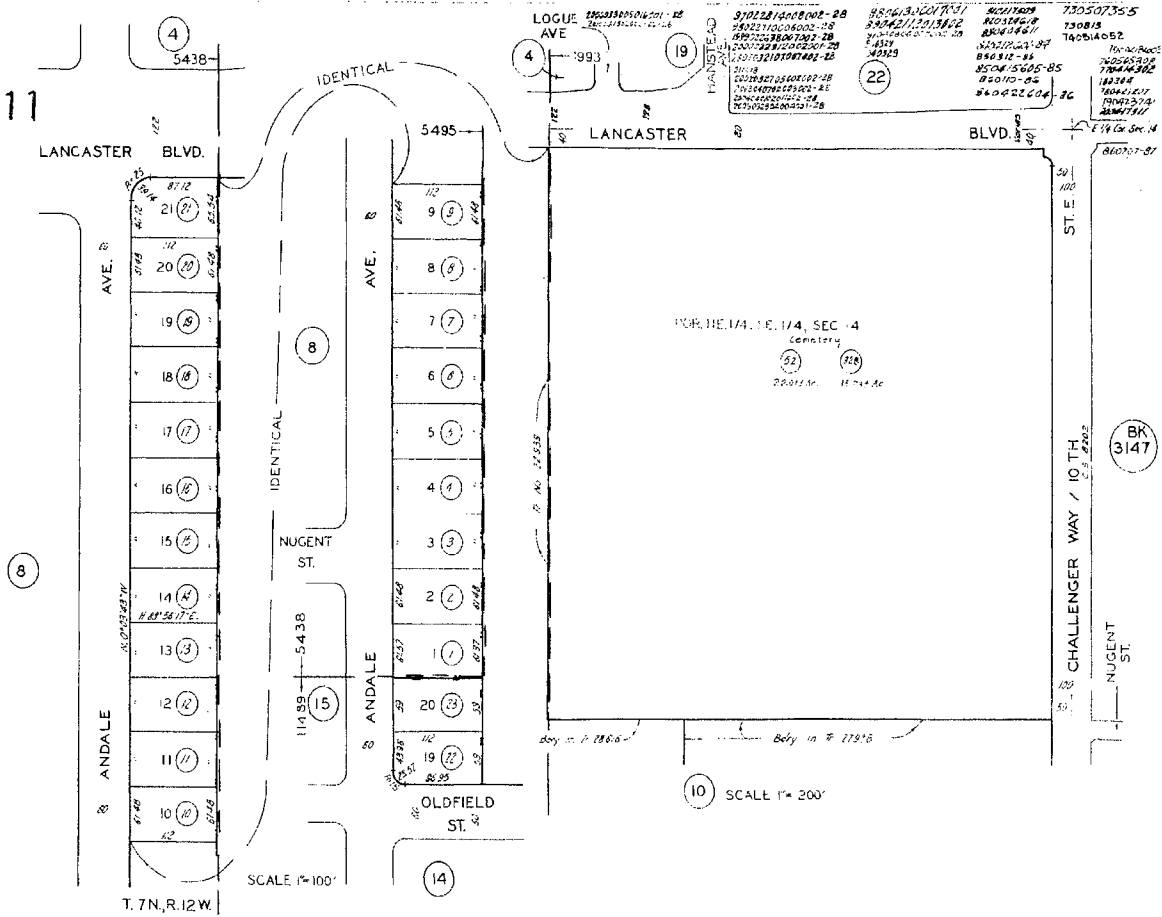
3146 9
 SCALE 1" = 100' & 200'



2011

CODE
 1993
 5438
 11489

FOR PREV. ASS'N SEE:
 3142 - 3131



T. 7N, R. 12W
 TRACT NO. 22939 .. M.B. 602 - 59 - 61
 TRACT NO. 23883 .. M.B. 620 - 87 - 89

ASSESSOR'S MAP
 COUNTY OF LOS ANGELES, CALIF.





PROPERTY DETAILS

Joshua Memorial Park Inc
808 E Lancaster Blvd, Lancaster, CA 93535

APN: **3146-009-053**
Los Angeles County

Owner Information

Primary Owner: **JOSHUA MEMORIAL PARK INC**

Secondary Owner:

Mail Address: **PO BOX 130548
HOUSTON TX 77219**

Site Address: **808 E LANCASTER BLVD
LANCASTER CA 93535**

Assessor Parcel Number: **3146-009-053**

Census Tract: **9006.07**

Housing Tract Number:

Lot Number:

Page Grid: **4016-A6**

Legal description: **Abbreviated Description: SEC/TWN/RNG/MER:SEC 14 TWN 07N RNG 12W 22.54 ACS UNSOLD FOR OF 37.30 ACS POR OFNE 1/4 OF SE 1/4 OF SEC 14 T7N R12W IMP1=INST,YB:1951,1STY; IMP2=INST,YB:1951,1STY;IMP3=INST,YB:1956,1STY;IMP4=INST,800SF,YB:1956,1STY; IMP5=INST,YB:1957,1STY.**

Sale Information

Sale Date:

Document #:

Sale Amount: **N/A**

Seller:

Sale Type:

Cost/SF: **N/A**

Assessment & Tax Information

Assessed Value: **\$1,717,954**

Land Value: **\$404,905**

Imp. Value: **\$1,313,049**

Homeowner
Exemption:

% Improvement: **76.43%**

Tax Amount: **\$27,871.10**

Tax Status: **Current**

Tax Year: **2018**

Tax Rate Area: **1-993**

Tax Account ID:

Property Characteristics

Bedrooms:

Year Built: **1956**

Pool:

Bathrooms:

Square Feet: **800 SF**

Lot Size:

Partial Baths:

Number of Units: **0**

No of Stories: **1**

Total Rooms:

Garage:

Fire Place:

Property Type: **Institutional**

Building Style:

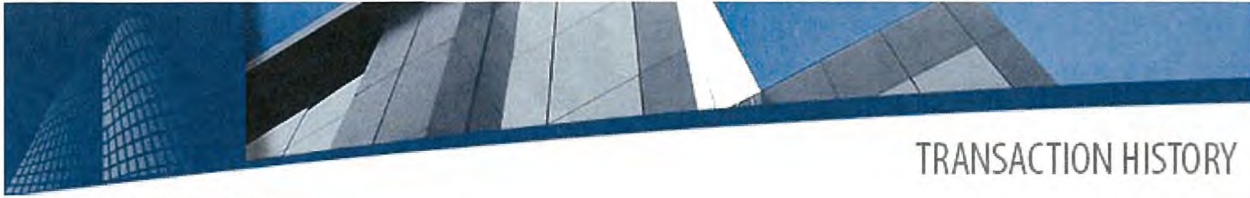
Owner
Exclusions:

Use Code: **Cemetery (Exempt)**

Zoning:

Aerial Map





TRANSACTION HISTORY

Joshua Memorial Park Inc
808 E Lancaster Blvd, Lancaster, CA 93535

APN: 3146-009-053
Los Angeles County

Attachment 3

0342183 JWW

A491039

CERTIFICATE OF OWNERSHIP
OF
ACHESON AND GRAHAM MORTUARY INC.

FILED
In the office of the Secretary of State
of the State of California

APR 09 1997

Bill Jones
BILL JONES, Secretary of State

J. B. DRAPER CO.,
JOSHUA MEMORIAL PARK
LAFAMCO, INC.
MAC DOUGALL MORTUARIES, INC.
MALINOW & SILVERMAN, INC.
AND
MILLER ENTERPRISES, INC.
INTO
SCI CALIFORNIA FUNERAL SERVICES, INC.

To the Secretary of State
State of California

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the domestic parent corporation hereinafter named do hereby certify as follows:

1. The name of the parent corporation, which is a business corporation of the State of California, and which is to be the surviving corporation under the merger herein certified, is SCI California Funeral Services, Inc. (the "surviving corporation")
2. The names of the subsidiary corporations, which are business corporations of the State of California, and which are to be the disappearing corporations under the merger herein certified, are ACHESON AND GRAHAM MORTUARY INC., J.B. DRAPER CO., JOSHUA MEMORIAL PARK, LAFAMCO, INC., MAC DOUGALL MORTUARIES, INC. MALINOW & SILVERMAN, INC. AND MILLER ENTERPRISES, INC.
3. SCI California Funeral Services, Inc. owns 100% of the outstanding shares of the disappearing corporations.
4. The following is a copy of the resolution to merge the disappearing corporations into the surviving corporation as adopted and approved by the Board of Directors of the surviving corporation.

"RESOLVED THAT:

"i) SCI California Funeral Services, Inc., which is a business corporation of the State of California and is the owner of all of the outstanding shares of ACHESON AND GRAHAM MORTUARY INC., J.B. DRAPER CO., JOSHUA MEMORIAL PARK, LAFAMCO, INC., MAC DOUGALL MORTUARIES, INC., MALINOW & SILVERMAN, INC. AND MILLER ENTERPRISES, INC. which are also business corporations of the State of California, does hereby merge ACHESON AND GRAHAM MORTUARY INC., J.B. DRAPER CO., JOSHUA MEMORIAL PARK, LAFAMCO, INC., MAC DOUGALL MORTUARIES, INC.,

Malinow & Silverman, Inc. and Miller Enterprises, Inc. into the SCI California Funeral Services, Inc. pursuant to the provisions of the General Corporation Law of the State of California and does hereby assume all of the liabilities of the ACHESON AND GRAHAM MORTUARY INC., J.B. DRAPER CO., JOSHUA MEMORIAL PARK, LAFAMCO, INC., MAC DOUGALL MORTUARIES, INC., MALINOW & SILVERMAN, INC. AND MILLER ENTERPRISES, INC.

ii) ACHESON AND GRAHAM MORTUARY INC., J.B. DRAPER CO., JOSHUA MEMORIAL PARK, LAFAMCO, INC., MAC DOUGALL MORTUARIES, INC., MALINOW & SILVERMAN, INC. AND MILLER ENTERPRISES, INC.

shall be the disappearing corporations upon the effective date of the merger herein provided for pursuant to the provisions of the General Corporation Law of the State of California, and SCI California Funeral Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the said General Corporation Law of the State of California;

iii) The issued shares of the disappearing corporations shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the surviving corporation is the owner of all outstanding shares of the disappearing corporations, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.;

iv) The Board of Directors and the proper officers of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for;

(v) The merger herein provided for shall become effective on April 9, 1997.

On the date set forth below, in the City of Houston in the State of Texas, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he/she signed the foregoing certificate in the official capacity set forth beneath his/her signature, and that the statements set forth in said certificate are true of his/her own knowledge.

Signed on March 20, 1997.

By Curtis G. Briggs
Curtis G. Briggs, Vice President

By Suzanne D. Mailes
Suzanne D. Mailes, Secretary

0236153 out

FILED
In the office of the Secretary of State
of the State of California

CERTIFICATE OF OWNERSHIP
OF
ACHESON AND GRAHAM MORTUARY INC.

J. B. DRAPER CO.,

JOSHUA MEMORIAL PARK

LAFAMCO, INC.

MAC DOUGALL MORTUARIES, INC.

MALINOW & SILVERMAN, INC.

AND

MILLER ENTERPRISES, INC.

INTO

SCI CALIFORNIA FUNERAL SERVICES, INC.

APR 09 1997

Bill Jones
BILL JONES, Secretary of State

To the Secretary of State
State of California

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the domestic parent corporation hereinafter named do hereby certify as follows:

1. The name of the parent corporation, which is a business corporation of the State of California, and which is to be the surviving corporation under the merger herein certified, is SCI California Funeral Services, Inc. (the "surviving corporation")
2. The names of the subsidiary corporations, which are business corporations of the State of California, and which are to be the disappearing corporations under the merger herein certified, are ACHESON AND GRAHAM MORTUARY INC., J.B. DRAPER CO., JOSHUA MEMORIAL PARK, LAFAMCO, INC., MAC DOUGALL MORTUARIES, INC. MALINOW & SILVERMAN, INC. AND MILLER ENTERPRISES, INC.
3. SCI California Funeral Services, Inc. owns 100% of the outstanding shares of the disappearing corporations.
4. The following is a copy of the resolution to merge the disappearing corporations into the surviving corporation as adopted and approved by the Board of Directors of the surviving corporation.

"RESOLVED THAT:

"i) SCI California Funeral Services, Inc., which is a business corporation of the State of California and is the owner of all of the outstanding shares of ACHESON AND GRAHAM MORTUARY INC., J.B. DRAPER CO., JOSHUA MEMORIAL PARK, LAFAMCO, INC., MAC DOUGALL MORTUARIES, INC., MALINOW & SILVERMAN, INC. AND MILLER ENTERPRISES, INC. which are also business corporations of the State of California, does hereby merge ACHESON AND GRAHAM MORTUARY INC., J.B. DRAPER CO., JOSHUA MEMORIAL PARK, LAFAMCO, INC., MAC DOUGALL MORTUARIES, INC.,

Malinow & Silverman, Inc. and Miller Enterprises, Inc. into the SCI California Funeral Services, Inc. pursuant to the provisions of the General Corporation Law of the State of California and does hereby assume all of the liabilities of the ACHESON AND GRAHAM MORTUARY INC., J.B. DRAPER CO., JOSHUA MEMORIAL PARK, LAFAMCO, INC., MAC DOUGALL MORTUARIES, INC., MALINOW & SILVERMAN, INC. AND MILLER ENTERPRISES, INC.

ii) ACHESON AND GRAHAM MORTUARY INC., J.B. DRAPER CO., JOSHUA MEMORIAL PARK, LAFAMCO, INC., MAC DOUGALL MORTUARIES, INC., MALINOW & SILVERMAN, INC. AND MILLER ENTERPRISES, INC.

shall be the disappearing corporations upon the effective date of the merger herein provided for pursuant to the provisions of the General Corporation Law of the State of California, and SCI California Funeral Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the said General Corporation Law of the State of California;

iii) The issued shares of the disappearing corporations shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the surviving corporation is the owner of all outstanding shares of the disappearing corporations, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.;

iv) The Board of Directors and the proper officers of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for;

(v) The merger herein provided for shall become effective on April 9, 1997.

On the date set forth below, in the City of Houston in the State of Texas, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he/she signed the foregoing certificate in the official capacity set forth beneath his/her signature, and that the statements set forth in said certificate are true of his/her own knowledge.

Signed on March 20, 1997.

By Curtis G. Briggs
Curtis G. Briggs, Vice President

By Suzanne D. Mailes
Suzanne D. Mailes, Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CA 94257-0541

TAX CLEARANCE CERTIFICATE

February 28, 1997

EXPIRATION DATE: June 13, 1997

CSC NETWORKS
ROBERT
2730 GATEWAY OAKS DR STE 100
SACRAMENTO CA 95833-0000

ISSUED TO: JOSHUA MEMORIAL PARK
Entity ID 0236153

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By H. Hermansen
Special Audit Unit
Corporation Audit Section
Telephone (916) 845-4124

COPY

Attachment 4

01377962

LLC-1A

File # 201636610017



State of California Secretary of State

0342183 out

Limited Liability Company Articles of Organization - Conversion

FILED Secretary of State State of California

DEC 31 2016

This Space For Filing Use Only

IMPORTANT - Read all instructions before completing this form.

Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

SCI California Funeral Services, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

One Manager

More Than One Manager

All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA City State Zip Code 10621 Victory Blvd. North Hollywood CA 91606

5. Initial Mailing Address of Limited Liability Company, if different from Item 4 City State Zip Code 1929 Allen Parkway Houston TX 77019

6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process

Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box City State Zip Code CA

c. If an individual, Mailing Address of Agent for Service of Process City State Zip Code

Converting Entity Information

7. Name of Converting Entity SCI California Funeral Services, Inc.

8. Form of Entity corporation 9. Jurisdiction California 10. CA Secretary of State File Number, if any 342183

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote. AND The percentage vote required of each class. common, 128.333 shares outstanding 100%

Additional Information

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person

Curtis G. Briggs, Vice President Type or Print Name and Title of Authorized Person

Signature of Authorized Person

Janet Key, Secretary Type or Print Name and Title of Authorized Person

D1377962

201636610017

ATTACHMENT TO
LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION-CONVERSION

SCI CALIFORNIA FUNERAL SERVICES, LLC

Additional Information:

The file date of the Articles of Organization - Conversion is December 31, 2016.

Attachment 5

ARTICLES OF INCORPORATION WITH STATEMENT OF CONVERSION

FILED *gy*
Secretary of State
State of California
1 cc JAN 04 2017 *ES*

I.

The name of the corporation is SCI California Funeral Services, Inc.

II.

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporation by the California Corporations Code.

III.

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is one thousand (1,000).

IV.

(Statement of Conversion)

The name of the converting California limited liability company is SCI California Funeral Services, LLC. The limited liability company's California Secretary of State file number is 201636610017. The principal terms of the plan of conversion were approved by a vote of the members, which equaled or exceeded the vote required under California Corporations Code section 17710.03. There is one class of members entitled to vote and the percentage vote required is a majority in interest of the members. The limited liability company is converting into a California stock corporation.

V.

The initial street address and mailing address of the converted corporation is 1929 Allen Parkway, Houston, Texas 77019.

VI.

The name of the converted corporation's initial agent for service of process is Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service.

I declare I am the person who executed this instrument, which execution is my act and deed.

Keaton Woods
Keaton Woods, Manager of SCI California Funeral Services, LLC and Incorporator

Jane Key
Jane Key, Manager of SCI California Funeral Services, LLC and Incorporator

Susan L. Garrett
Susan L. Garrett, Manager of SCI California Funeral Services, LLC and Incorporator



State of California Secretary of State

S

Statement of Information

(Domestic Stock and Agricultural Cooperative Corporations)

FEES (Filing and Disclosure): \$25.00.

If this is an amendment, see instructions.

IMPORTANT – READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

G007305

FILED

In the office of the Secretary of State
of the State of California

AUG-30 2018

1. CORPORATE NAME

SCI CALIFORNIA FUNERAL SERVICES, INC.

2. CALIFORNIA CORPORATE NUMBER

C3974617

This Space for Filing Use Only

No Change Statement (Not applicable if agent address of record is a P.O. Box address. See instructions.)

3. If there have been any changes to the information contained in the last Statement of Information filed with the California Secretary of State, or no statement of information has been previously filed, this form must be completed in its entirety.

If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to Item 17.

Complete Addresses for the Following (Do not abbreviate the name of the city. Items 4 and 5 cannot be P.O. Boxes.)

4. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE	CITY	STATE	ZIP CODE
5. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY	CITY	STATE	ZIP CODE
6. MAILING ADDRESS OF CORPORATION, IF DIFFERENT THAN ITEM 4	CITY	STATE	ZIP CODE

Names and Complete Addresses of the Following Officers (The corporation must list these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

7. CHIEF EXECUTIVE OFFICER/	ADDRESS	CITY	STATE	ZIP CODE
8. SECRETARY	ADDRESS	CITY	STATE	ZIP CODE
9. CHIEF FINANCIAL OFFICER/	ADDRESS	CITY	STATE	ZIP CODE

Names and Complete Addresses of All Directors, Including Directors Who are Also Officers (The corporation must have at least one director. Attach additional pages, if necessary.)

10. NAME	ADDRESS	CITY	STATE	ZIP CODE
11. NAME	ADDRESS	CITY	STATE	ZIP CODE
12. NAME	ADDRESS	CITY	STATE	ZIP CODE

13. NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY:

Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 15 must be completed with a California street address, a P.O. Box address is not acceptable. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 15 must be left blank.

14. NAME OF AGENT FOR SERVICE OF PROCESS

15. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL CITY STATE ZIP CODE

Type of Business

16. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION

17. BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE CALIFORNIA SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

08/30/2018 MICHAEL G TRIESCH TREASURER

DATE TYPE/PRINT NAME OF PERSON COMPLETING FORM TITLE SIGNATURE