

**BYLAWS OF
BARRATT'S CHAPEL CEMETERY, INCORPORATED**

ARTICLE I: Name and Objectives

Section I: The name of this corporation is Barrett's Chapel Cemetery, Incorporated.

Section II: The address of the registered agent of the corporation and principal office is Roy Gourley, South Market Street, Frederica, Delaware 19946.

Section III: The name of the registered agent of the association is Roy Gourley.

Section IV: The objects for which this corporation is organized are:

To encourage the education of the American public to see that family interment space in advance of need is a necessary and beneficent provision for family protection;

To provide, hold and keep in repair suitable grounds and other conveniences for burial of the dead;

To purchase or otherwise acquire, own, hold, sell and operate real estate for burial purposes, and to establish, lay out, improve, equip, construct, conduct and maintain cemeteries, and necessary buildings and improvements for the burial, cremation and the care of the remains of the dead;

To own, sell and trade in personal property of all kinds necessary and incident to the operation and maintenance of cemeteries and the care, cultivating, improvement, ornamentation and management thereof;

To take and hold, in perpetuity or for any shorter time, any real or personal property which shall be given, granted, devised or bequeathed to the corporation upon the trust to invest and reinvest the property and to use and

apply the income thereof for:

- (1) The care, improvement or embellishment of such cemeteries, or of any one or more lot or lots therein; or
- (2) Planting and cultivating trees, shrubs, flowers or plants in the cemetery; or
- (3) Any and all of such purposes, in accordance with the terms and provisions of such gift, grant, devise, or bequest, which terms and provisions may restrict the use and application of the income of the trust fund to any one lot whether owned by the donor of the trust fund or by any other person or persons.

In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Delaware, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers. viz;

Acting through the Board of Trustees, its President and other officers, all subject to the powers and restrictions of the Certificate of Incorporation, and these Bylaws, to do all such acts as are necessary or convenient to the attainment of the objects and purposes herein set forth, and to the same extent and as fully as any natural person might or could do.

To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Bylaws of the State of Delaware.

IN GENERAL, to have all the powers conferred upon a corporation by the laws of the State of Delaware, except as herein prohibited or forbidden by these Bylaws.

Section V: The place where the cemetery is to be located is near the Town of Frederica, in South Murderkill Hundred, Kent County, State of Delaware.

ARTICLE II: Activities and Affairs

Section I: The activities and affairs of the corporation shall be managed by a Board of Trustees. The number of trustees which shall constitute the whole board shall be seven and shall be elected by the incorporators to hold office for their lifetimes. Vacancies caused by death of trustees shall be filled from time to time by the remaining trustees.

ARTICLE III: Board of Directors

Section I: This corporation is not organized for profit and shall have no capital stock. There shall be no membership.

Section II: The corporation shall have perpetual existence.

Section III: The Board of Trustees may, by resolution or resolutions, passed by a majority of the whole board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Trustees in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Trustees. The Board of Trustees shall elect such officers as the Bylaws may specify. The Board of Trustees is expressly authorized to make, alter or repeal the Bylaws of this corporation.

This corporation may in its Bylaws confer powers upon its Board of Trustees in addition to the foregoing, subject to the provisions of the Statutes of Delaware.

ARTICLE IV: Duties of Officers

Section I: The President shall be the Executive Officer of the Association. He or she shall be a member ex officio of all committees and he or she shall direct the activities and manage the affairs of the Association in accordance with its objectives and subject to the approval of the Trustees. He or she shall preside at all meetings of members of the Executive Committee and of the Board of Directors, shall sign or countersign all certificates, contracts and other instruments of the Association as authorized by the Board of Directors, shall make reports to the Directors and members and perform such other duties as are incident to his office or may properly be required of him or her.

Section II: The Secretary shall issue notices for all meetings, shall keep the minutes of such meetings in a book provided for that purpose, shall have charge of the corporate seal and books, shall sign, with the President, such instruments as required his or her signature, shall make such reports and perform such other duties as are incident to the office or are properly required of him or her.

Section III: The Treasurer shall have custody of all monies and securities of the Association and shall cause to be kept regular books of account. He or she shall sign or countersign such instruments as required his or her signature, shall perform all duties incident to his or her office or that may be properly required of him or her.

Section IV: The Treasurer's records shall be audited annually by a committee appointed by the President.

Section V: The Association shall indemnify any Trustee or employee, officer or employee of the Association against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director, officer or employee except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Association may also reimburse any Director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding

if it shall be found by a majority of the Board of Directors not involved in the matter in controversy, that it was in the interest of the Association that such settlement be made and that such Director, officer or employee was not guilty of negligence or misconduct. Such right of indemnification and reimbursement shall not be exclusive of any other rights, to which such Director, officer or employee may be entitled under any Bylaw, agreement, vote of members or Directors or otherwise.

ARTICLE V: Burial Procedure

Section I: No lot may be sold or transferred (other than by will or intestate descent) without the written consent of the Board of Trustees of the organization and by the issuance of a new certificate from the Board. The Board shall have first option to refuse any lots desired to be sold or transferred within 30 days after the owner so notifies the Board in writing, at the original purchase price paid for said lot. Any and all companies engaged to do work in the cemetery must secure a permit from the superintendent. No motorbikes, persons carrying fire arms, or horseback riding will be allowed in the cemetery. The Trustees reserve the right to control the placing of monuments or any other ornaments on lots by lot owners. Funerals being held on Sunday or any other day designated by the Board will be charged an extra fee, said fee being determined by the Board. Funeral directors will be responsible to the Board of Trustees for all fees incurred and will present check at the time of delivery of the body for burial. No charge will be made for burial of any active member of the Board of Trustees other than the cost of the lot. The Board of Trustees may elect to waive burial fees on others by a majority vote. Purchase price of lots and charge for other services will be set by majority vote of the Board.

Section II: Investment of funds will be made by majority vote of the Board.

Section III: Duties and responsibilities of the caretaker will be set by majority of the Board.

Section IV: Requests for opening graves by lot owners or funeral directors will be required to present information for describing proper location of space to be used.

In cases where this is not available, the person in charge will be required to appear in person and point out the site. The Board of Trustees accepts no responsibilities of graves dug in the wrong location unless it is clearly a mistake of the caretaker.

Section V: The corporation is not responsible for theft or vandalism. During the mowing season, all plants and flowers should be placed within six (6) inches of the headstone. No plants, shrubs, bushes or trees may be planted in the ground by lot owners. Glass containers will not be permitted in the cemetery. All cut flowers will be removed after six (6) days. Questions regarding the above may be referred to the Superintendent of Grounds.

Section VI: In all cases, funeral directors will present burial permit to the caretaker at time of burial. Special consideration may be given regarding rules in cases where it is clear to the Board that every effort has been made to comply.

Section VII: No body shall be accepted for burial unless a vault has been provided. No body or remains shall be placed in the cemetery by anyone other than a licensed funeral director. Any variances of this must be brought to the attention of the Trustees. A permit must be presented before a body may be interred.

Section VIII: Treasurer will present financial report to the Board at the annual meeting or at such other time as requested by the President or by the Board. The annual meeting of the Board is to be held on the first Saturday in February.

Section IX: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Bylaws in the manner now or hereafter prescribed by the statute.

Board of Trustees:

Lulu P. Wilkins

Roy Gourley

G. Wallace Caulk, Jr.

Samuel Shumar

Marshall Stubbs

Bruce G. Frazier

Incorporated May 15, 1964 by State of Delaware, Secretary of State.

Barratt's Chapel Cemetery Incorporated

6362 Bay Road

Frederica, DE 19946