



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

COMMERCIAL AND INDUSTRIAL COATINGS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 1, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

Articles of Incorporation
of
COMMERCIAL AND INDUSTRIAL COATINGS, INC.

JUN 1 1 01 PM '89
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS THAT We, The undersigned, both being of legal age and citizens of the United States, hereby sign and acknowledge the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho:

FIRST: The name of the corporation is:

COMMERCIAL AND INDUSTRIAL COATINGS, INC.

SECOND: The duration of this corporation shall be perpetual.

THIRD: The purposes for which this corporation is organized are for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue shall be ten thousand (10,000) of the par value of ONE and no/100 Dollars (\$1.00) each, amounting in the aggregate to TEN THOUSAND and no/100 Dollars (\$10,000.00).

FIFTH: In consideration of the undertakings by the stockholders of this corporation, and in recognition of the fact that the interest of this corporation can best be served by retaining the issued stock of this corporation in the ownership of the contributing stockholders, the parties hereto agree with each other as follows:

(a) Each stockholder shall retain the stock so issued in his own name, and subject to the provisions of subparagraph (b), shall not voluntarily assign stock or any part thereof without the written consent of the other stockholders.

(b) If any stockholder desires to sell his stock or any portion thereof, after receipt of a bona fide offer therefor, he shall give notice of his desire to the other stockholders by certified mail. Said other stockholders shall have the right for a period of thirty (30) days after receipt of such notice within which to purchase such stock as the selling party wishes to sell, at the same price which

could be obtained from such bona fide offeror by the stockholder desiring to sell; provided a copy of the bona fide offer by such third party shall have been transmitted by the selling stockholder with such notice. To the extent that such shares offered for sale are not purchased by said other stockholders, the stockholder desiring to sell his stock may sell to the bona fide offeror, but only on the terms of the offer delivered to the other stockholders, and the purchaser of such stock shall have the right to have such stock transferred to his or its name on the books of this corporation, provided said transaction is completed within ninety (90) days. The foregoing restrictions upon the sale or transfer of capital stock of this corporation shall not operate to restrict the sale to or gift to an heir by testamentary disposition, or the transfer to an heir or next of kin of a stockholder or to restrict the transfer of common stock of this corporation to another corporation owned wholly by a corporate stockholder, or to restrict the transfer of said stock by virtue of a merger of any corporate stockholder with another corporation.

(c) The restrictions contained in this paragraph shall be made part of the By-Laws of this corporation, and the restrictions contained in this paragraph shall be referred to upon each Certificate of Stock of this corporation.

SIXTH: The address and location of the initial registered office of the corporation in Idaho is 2029 Chippewa, Boise, Idaho 83709. The initial registered agent is Bert A. Breier.

SEVENTH: The number of initial directors of the corporation shall be two (2). The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Bert A. Breier	2029 Chippewa Boise, Idaho 83709
Diane E. Breier	2029 Chippewa Boise, Idaho 83709

The number of the Board of Directors of the corporation may be changed from time to time by resolution of the existing Board of Directors, in accordance with the then current provisions of Idaho law.

EIGHTH: The names and addresses of the incorporators are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Bert A. Breier	2029 Chippewa Boise, Idaho 83709
Diane E. Breier	2029 Chippewa Boise, Idaho 83709

IN WITNESS WHEREOF, We have set our respective hands and seals this 1st day of June, 1989.

Bert Breier
Bert A. Breier

Diane E. Breier
Diane E. Breier