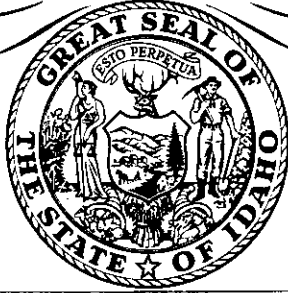


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

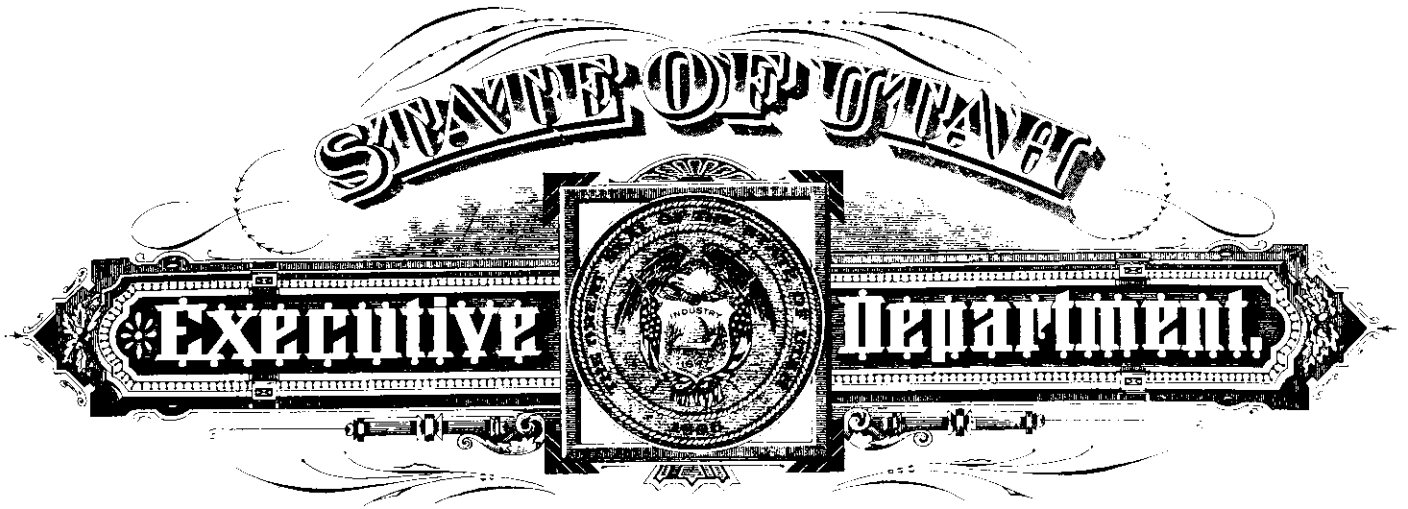
ALUMINUM SHINGLE CORPORATION OF UTAH

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-ninth** day of **July**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-ninth** day of **July**, 19 **63**, a designation of **Ralph R. Breshears** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **29th** day of **August**, A.D. 19 **63**.

Secretary of State.

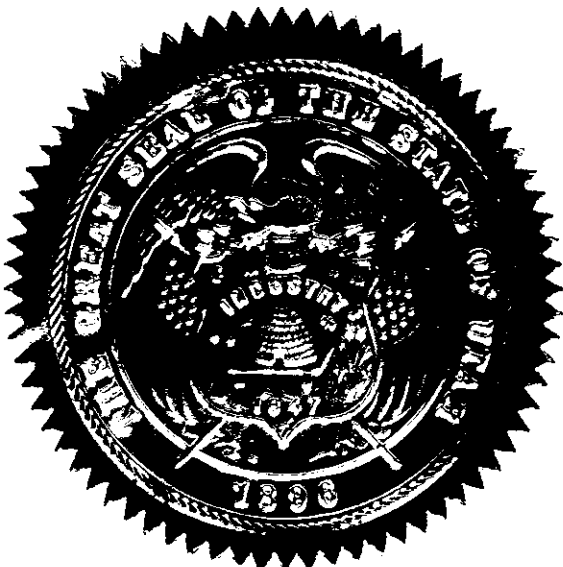


Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation & Amendments of

~~~~~ ALUMINUM SHINGLE CORPORATION OF UTAH ~~~~~

AS APPEARS ~~~ OF RECORD ~~~ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Twenty-Sixth DAY OF

July 19 63

Lamont F. Toronto  
SECRETARY OF STATE

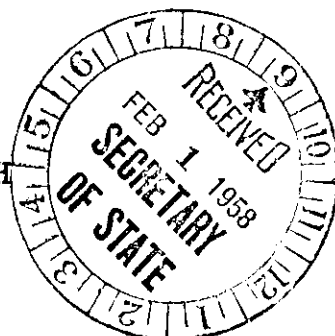
BY Mendell P. Mitchell  
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26000  
P.S.G. 2-5

33842

ARTICLES OF INCORPORATION  
OF

ALUMINUM SHINGLE CORPORATION OF UTAH



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together voluntarily for the purpose of organizing and forming a corporation under and pursuant to the laws of the State of Utah, and we hereby agree as follows:

ARTICLE I

N A M E

The name of the corporation hereby formed is, and shall be:  
ALUMINUM SHINGLE CORPORATION OF UTAH.

ARTICLE II

INCORPORATORS

The names of the incorporators and their respective places of residence are as follows:

|                     |                       |
|---------------------|-----------------------|
| Elwood M. Williams  | Sandy, Utah           |
| Norma H. Williams   | Sandy, Utah           |
| Hillard J. Williams | Morgan, Utah          |
| Lucille O. Williams | Morgan, Utah          |
| Lothaire R. Rich    | South Salt Lake, Utah |

ARTICLE III

DURATION OF THE BUSINESS

This corporation shall exist for the term of ninety-nine (99) years, unless sooner dissolved according to law.

ARTICLE IV.

PURPOSE OF THE CORPORATION

The object, business and pursuit of this corporation, in general terms, shall be to carry on the business of manufacturing, distributing, installing and selling at wholesale, retail or jobber levels, aluminum shingles, aluminum wood, asbestos shingles, building materials of all types, kinds, forms and manner, including

electrical, plumbing and building materials and in all the related branches of said business.

To carry on the business of manufacturer, jobber or salesman of any and all of the above described materials, and to act as agent, broker, factor or distributor for other firms in the distribution of such materials and to operate any and all related business in connection therewith, and to engage in any and all activities which, in the opinion of the Board of Directors, may further any of the foregoing businesses or related matters.

THE CORPORATION SHALL HAVE THE POWER TO:

(a) To purchase, lease or otherwise acquire, and to hold, use and operate, or sell or otherwise dispose of any real estate or interest in land, or interest in any business of any kind and of every kind and nature for itself.

(b) To enter into franchise or other contract with third parties and to employ salesmen, distributors to effectuate the sale and distribution of any items being distributed, manufactured or sold.

(c) To engage in the retailing, wholesaling or manufacture of any items which may properly become a part of the business or to operate any of the above businesses separately and independently of the main business if the Board of Directors shall deem it expedient and the same shall be lawful.

(d) To purchase or otherwise acquire and hold and own or to sell, assign, transfer, mortgage, pledge, hypothecate or otherwise dispose of any or all personal or real property which the company may need or own for the purpose of carrying on any of the purposes herein mentioned.

(e) To have the right to act as contractor, builder or owner in the care and maintenance of any buildings or property in the State of Utah or in any other State and to act for itself

as prime contractor or builder or for any other person, firm or corporation.

(f) The Company may conduct its business anywhere within the State of Utah and may have branch businesses, complete and independent within the State or in any of the States, Territories, Colonies, possessions of the United States or in any foreign country, without in any way limiting the foregoing purposes, it is hereby provided that the company shall have power to do any and all acts and things that may be reasonably necessary or appropriate to accomplish the purposes for which the company is formed.

#### ARTICLE V.

##### PRINCIPAL PLACE OF BUSINESS

The principal place of business, and the principal office of this corporation shall be at Salt Lake City, Salt Lake County, State of Utah, Branch Offices or other places of business may be established elsewhere in the State of Utah or without the State of Utah and in the United States or without the United States as the Board of Directors may determine.

#### ARTICLE VI

##### LIMIT OF STOCK

The limit of capital stock of this corporation shall be five hundred (500) shares of the par value of TEN and no/100 (\$10.00) DOLLARS, per share, and each share of stock issued shall be upon that basis.

#### ARTICLE VII

##### STOCK SUBSCRIBED

The amount of capital stock for which each party has subscribed is as follows:

| <u>NAME</u>         | <u>STOCK</u> |
|---------------------|--------------|
| Elwood M. Williams  | 249 shares   |
| Norma H. Williams   | 248 shares   |
| Hillard J. Williams | 1 share      |
| Lucille O. Williams | 1 share      |
| Lothaire R. Rich    | 1 share      |

That the amount of actual capital stock paid for is the sum of FIVE THOUSAND and no/100 (\$5,000.00) DOLLARS paid in cash to the corporation.

#### ARTICLE VIII

##### OFFICERS

(a) Each officer of this Corporation in order to qualify as such must own in his own right, standing in his own name on the books of the Corporation, at least one (1) share of stock; and upon the transfer of all of the stock of any such officer so that such officer becomes ineligible, and upon a tender of such stock to the proper officer for transfer to the name of another, the officer shall thereupon instantly cease to be an officer, and shall have no further power to bind this Corporation by his act or acts.

(b) Each officer of this Corporation shall hold office for the period of one year or until his successor is elected and qualified.

(c) The officers of this Corporation shall consist of a Board of Directors having three (3) members, at least one (1) of whom shall be a resident of the State of Utah.

1 (c) The Board of Directors shall be elected by the Stockholders at each annual meeting, or, in the event of a vacancy in the Board of Directors, shall be elected and selected by the Board of Directors.

2 (c) The other officers of this Corporation, except the Board of Directors, shall be elected and selected by the Board of Directors.

(d) The office of Secretary and Treasurer may be held by one and the same person; a Director may hold any one of the other offices, including the office of Secretary and Treasurer.

(e) A majority of the Board of Directors shall constitute a quorum and be authorized to transact the business and exercise the corporate powers of this corporation.

(f) At an election of officers, either by the Stockholders or the Board of Directors, the method of election shall be by ballot and the person receiving the highest number of votes (providing such shall represent a majority of all votes cast) shall be declared to be duly elected.

(g) An officer of this Corporation may resign by filing with the Secretary or President of the Corporation his resignation in writing; and upon filing a resignation with the Secretary or President such resignation shall be automatically accepted and such office shall thereupon be vacant.

(h) A Director may be removed by the Stockholders at any annual or special meeting.

(i) In the event of a vacancy in the Board of Directors from any cause, the Board of Directors shall have power to fill the vacancy and the Director or Directors so elected shall continue in office and be vested with all the powers of Director until the stockholders meet, whether in regular or special meeting, and fill the vacancy.

(j) The President, Vice-President and Secretary and Treasurer shall be elected by the Board of Directors at the first meeting of said Board after the annual meeting of the Stockholders. The President, Vice-President, Secretary and Treasurer may be removed by a majority vote of the Board of Directors of this Corporation, at any meeting of the Board of Directors duly called to consider the question of such removal.

(k) The officers of this Corporation, from the date of its

incorporation until their successors are duly elected and qualified, shall be as follows;to-wit

|                                  |                     |
|----------------------------------|---------------------|
| President and Director           | Elwood M. Williams  |
| Vice-President and Director      | Hillard J. Williams |
| Secretary-Treasurer and Director | Norma H. Williams   |

#### ARTICLE IX

##### DUTIES OF OFFICERS

(a) The President shall preside at all meetings of the Directors and Stockholders and shall have general charge of and control over the affairs of the corporation, subject to the Board of Directors.

(b) The Vice-President shall perform such duties as may be assigned to him by the Board of Directors. In case of death, disability or absence of the President, he shall perform and be vested with the powers of the President.

(c) The Secretary shall countersign all certificates of stock of the company. He shall keep a record of the minutes of the proceedings of the meetings of stockholders and directors, and shall give notice as required by law of all such meetings. He shall have custody of the books, records and papers of the corporation, except such as shall be in charge of the treasurer or of some person authorized to have custody thereof by a resolution of the Board of Directors.

(d) The Treasurer shall be custodian of the funds of the corporation but shall only have such duties as shall be directly assigned.

(e) The Board of Directors shall have complete charge and control of the property, business and operations of the corporation. It may sell any or all of the property of the corporation, both real and personal, without authority of the stockholders, it may borrow money and pledge the property of the corporation for



the payment of debts without authority of the stockholders; it may do any and everything with the property and business of the corporation that it deems best for the interests of the corporation.

#### ARTICLE X

##### STOCKHOLDERS

At all meetings of the stockholders, each share of stock shall be entitled to one vote, either in person or by proxy, and the majority of the outstanding stock shall be necessary to hold a stockholders meeting, either general or special.

#### ARTICLE XI

##### ANNUAL STOCKHOLDERS MEETING

The annual or regular stockholders meeting of this Corporation for the election of directors and for the transaction of business that shall come before it, shall be held at the office of the Corporation in Salt Lake City, Utah, on the 1st day of February, 1959 at 2:00 o'clock P.M. of said day, and annually thereafter at the same time and place, if such day be not a legal holiday, and on the 1st day thereafter if February 1st shall fall on a legal holiday.

#### ARTICLE XII

##### SPECIAL MEETING

Special meetings of the stockholders may be called by the President, the Secretary or by any two directors or by any number of stockholders whose holdings shall not be less than a majority of the outstanding stock of the Corporation. Notice of such Special Stockholders Meeting shall be given by mailing notice thereof to each Stockholder, postage prepaid, to his address as given on the stub of the stock book of the Corporation at least five (5) days prior to the day and hour of said meeting or by publication in some newspaper published in Salt Lake County, State of Utah, each day for a period of at least ten (10) days

prior to the date of holding of such meeting.

#### ARTICLE XIII

##### DIRECTORS MEETINGS

Meetings of the Board of Directors for the transaction of any business of the Corporation may be held at its principal office in this State and also at any time and place outside of this State, or elsewhere within this State than at its principal office, as the Board of Directors may, by resolution or by-laws, provide. Notice of Directors meetings shall be given by personal notice to each Director or by notice in writing of the time and place of such meeting sent by mail, postage prepaid, at the address upon the stub of the stock book of the Corporation, not less than five (5) days preceeding such meeting. Said Directors Meetings may be called by the President, Vice-President or any two Directors. Any notice required to be given any stockholder or officer of this Corporation may be waived by written instrument signed by such stockholder or officer. The Board of Directors may establish stated meetings to be held at such times and places as may be determined from time to time, and after due notice to each member of the Board of Directors of the establishment of the time and place of such meetings no further notice need be given of such meeting.

#### ARTICLE XIV

##### AMENDMENTS

These Articles may be amended in any respect at any stockholders meeting called for that purpose, provided the notice calling such meeting shall specify the purpose of such meeting and the general nature of the amendments to be voted upon.

#### ARTICLE XV

##### STOCK BOOKS

Subject to provisions contained in Article VI, transfer of Stock shall be made only on the books of the Corporation, and

before a new certificate is issued, the old certificate, if obtainable, must be surrendered for cancellation. The stock books of the Corporation shall be closed, not exceeding thirty (30) days, before annual election and dividend days or as may be ordered by resolution of the Board of Directors.

ARTICLE XVI

LIABILITY OF STOCKHOLDERS

The private property of the stockholders of this Corporation shall not be liable for debts, obligations and liabilities of the Corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names and fixed the places of our residences, as well as the shares of stock subscribed by us, the par value thereof also, this 28th day of January 1958.

| <u>NAME</u>         | <u>RESIDENCE</u>                               | <u>SHARES</u> | <u>PAR VALUE</u> |
|---------------------|------------------------------------------------|---------------|------------------|
| Elwood M. Williams  | 1617 E. 9400 South<br>Sandy, Utah              | 249           | \$2490.00        |
| Norma H. Williams   | 1617 E. 9400 South<br>Sandy, Utah.             | 248           | \$2480.00        |
| Hillard J. Williams | Morgan, Utah                                   | 1             | \$ 10.00         |
| Lucille O. Williams | Morgan, Utah                                   | 1             | \$ 10.00         |
| Lothaire R. Rich    | 239 E. Whitlock Ave.,<br>South Salt Lake, Utah | 1             | \$ 10.00         |

Elwood M. Williams

Norma H. Williams

Hillard J. Williams

Lucille O. Williams

Lothaire R. Rich

STATE OF UTAH )

COUNTY OF WEBER ) ss.

Subscribed and sworn to before me this 28 day of January 1958.

My Commission Expires:

May 11, 1959

John R. Jones  
Notary Public

Residing at:

Wahatch County  
Edm Utah

A F F I D A V I T

STATE OF UTAH )  
COUNTY OF Neber : ss.  
~~SALT LAKE~~ (

Elwood M. Williams, Norman H. Williams, Hillard J. Williams,  
Lucille O. Williams and Lothaire R. Rich being duly sworn depose  
and say

That it is their bona fide intention to carry on and to  
commence the business known as the Aluminum Shingle Corporation  
of Utah which is set forth in the agreement of the Articles of  
Incorporation, and that said affiants verily believe that each  
party to the agreement has paid, or is able and willing to pay,  
the amount of stock subscribed to by him.

That at least ten per-cent (10%) of the stock subscribed  
by each stockholder has been paid in and that not less than ten  
per-cent (10%) of the capital stock of the Corporation has been  
paid in.

Elwood M. Williams  
President and Director

Hillard J. Williams  
Vice-President and Director

Norma H. Williams  
Secretary-Treasurer and Director

Subscribed and sworn to before me this 28<sup>th</sup> day of  
January 1958.

John D. Jones  
Notary Public  
Residing at: Neber County  
Ogden Utah

My Commission Expires:  
May 11, 1959