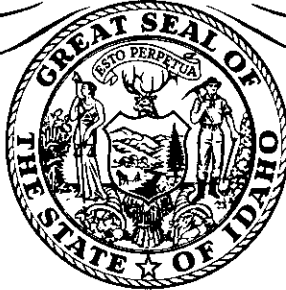


# State of Idaho



## 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

#### **TEXAS ALUMINUM COMPANY, INC.**

a corporation duly organized and existing under the laws of **Texas** 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 **2nd** day of **January**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **2nd** day of **January** 19 **63**, a designation of **J.L.Eberle or T.H.Eberle or W.D.Eberle** 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 **2nd** day of **January**, A.D. 19 **63**.

Secretary of State.



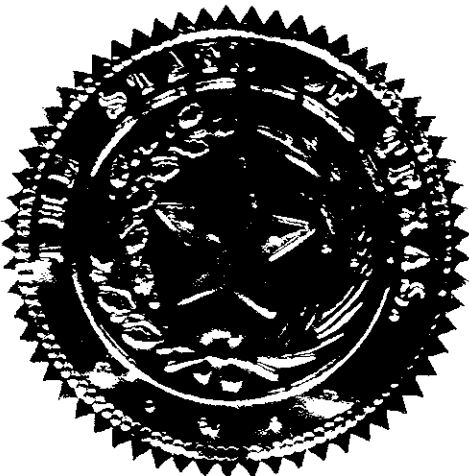
# The State of Texas

Secretary of State

I, P. FRANK LAKE, Secretary of State of the State of Texas DO  
HEREBY CERTIFY that the attached is a true and correct copy of the  
following described instruments on file in this office:

TEXAS ALUMINUM COMPANY, INC.

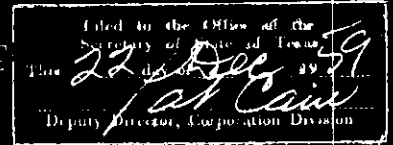
Charter	July 22, 1952
Articles of Amendment	December 27, 1957
Amendment	December 27, 1957
Articles of Amendment	December 22, 1959



IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be im-  
pressed hereon the Seal of State at my office in  
the City of Austin, this

28th day of December, A. D. 196 2.

*P. Frank Lake*  
Secretary of State

ARTICLES OF AMENDMENTTO THEARTICLES OF INCORPORATIONOFTEXAS ALUMINUM COMPANY, INC.

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, TEXAS ALUMINUM COMPANY, INC., a corporation subject to the provisions of said Act, adopts the following Articles of Amendment to its Articles so as to increase its authorized capital stock:

ARTICLE ONE. The name of the corporation is TEXAS ALUMINUM COMPANY, INC.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on the 18th day of December, 1959:

"To increase the authorized capital stock of this Corporation from One Million and 00/100 (\$1,000,000.00) Dollars to Two Million and 00/100 (\$2,000,000.00) Dollars, all of which capital stock heretofore authorized by Charter originally granted by the Secretary of State of the State of Texas and any amendments thereto has been subscribed and fully paid in, and an additional Two Hundred Ninety-Seven Thousand and no/100 (\$297,000.00) Dollars paid in by the application and allotment of Two Hundred Ninety-Seven Thousand and no/100 (\$297,000.00) Dollars actual cash value of the surplus of the Corporation which amount has been transferred from the capital surplus account to the capital account in the form of a stock dividend to stockholders of record December 18, 1959, thus totalling One Million, Two Hundred Eighty-Seven Thousand and (\$1,287,000.00) Dollars, which sum is at least equal to Ten (10%) Percent of the total increased capitalization of said Corporation and not less than One Thousand and no/100 (\$1,000.00) Dollars."

The amendment alters or changes Article VI of the original Articles of Incorporation as amended and Article VI is hereby amended to read as follows:

"The entire amount of the capital stock is Two Million and no/100 (\$2,000,000.00) Dollars, divided into Two Hundred Thousand ( 200,000) shares, each of the par value of Ten and no/100 (\$10.00) Dollars."

ARTICLE THREE. The number of shares of the Corporation outstanding at the time of such adoption was 99,000 and the number of shares entitled to vote thereon was 99,000.

ARTICLE FOUR. The number of shares voted for such amendment was 99,000 and the number of shares voted against such amendment was none.

ARTICLE FIVE. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

The Corporation has received for the issuance of the present issued and outstanding 99,000 shares the consideration of Nine Hundred Ninety Thousand and no/100 (\$990,000.00) Dollars in cash, and has received toward the increase in capitalization of said Corporation the sum of Two Hundred Ninety Seven Thousand and no/100 (\$297,000.00) Dollars by the application and allotment of Two Hundred Ninety Seven Thousand and no/000 (\$297,000.00) Dollars actual cash value of the surplus of the Corporation which amount has been transferred from the capital surplus account to the capital account in the form of a stock dividend to stockholders of record December 18, 1959, thus totalling One Million, Two Hundred Eighty-Seven Thousand and 00/100 (\$1,287,000.00) Dollars which sum is at least equal to Ten (10%) percent of the total increased capitalization of said Corporation and not less than \$1,000.00. The amount of stated capital as changed by such amendment is One Million, Two Hundred Eighty-Seven Thousand and no/100 (\$1,287,000.00) Dollars, as above described.

Dated this 21<sup>st</sup> day of December, 1959.

TEXAS ALUMINUM COMPANY, INC.

ATTEST:

By Cecil Mills  
Cecil Mills, Vice-President

H. M. Oster  
H. M. Oster, Asst. Secretary

STATE OF TEXAS      0

COUNTY OF DALLAS    1

I, Walter J. St John, a Notary Public, do hereby certify that on this 21st day of December, 1959, personally appeared before me CECIL MILLS, who declared that he is Vice-President of the Corporation executing the foregoing document, and being first duly sworn, acknowledging that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the 21st day and year before written.



Walter J. St John  
Notary Public for Dallas County, Texas  
My Commission Expires June 1, 1961.

STATE OF TEXAS     I

COUNTY OF DALLAS     I

Approved & filed in the office  
of the Secretary of State  
This 27 day of Dec 1957.  
*W. L. Johnson*  
Deputy Chief Charter Division

Pursuant to the provisions of Article 9.14C of the Texas Business Corporation Act, the undersigned corporation submits the following for the purpose of adopting the provisions of the Texas Business Corporation Act:

I.

The name of the corporation is TEXAS ALUMINUM COMPANY,  
INC.

II.

It is incorporated under the Laws of the State of Texas.

III.

Each Resolution adopted by the corporation is as follows:

- (a) Resolution of Stockholders adopted at special meeting of stockholders, voting for the adoption of the provisions of the new Texas Business Corporation Act.
- (b) Resolution of the Board of Directors approving action of the stockholders in adopting the provisions of the new Texas Business Corporation Act and authorizing the President and Secretary to execute all documents necessary to qualify under such new Texas Business Corporation Act.

IV.

The date such Resolution was adopted by the Corporation was:

- (a) Resolution of Stockholders, December 20, 1957.
- (b) Resolution of Board of Directors, December 20, 1957.

V.

The post office address of its initial registered office is 1520 Mercantile Securities Building, Dallas County, Texas, and the name of its initial registered agent at such address is R. W. Pickens.

Dated December 26th, 1957.

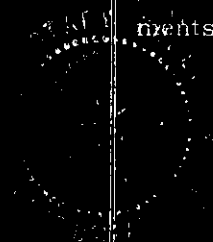
TEXAS ALUMINUM COMPANY, INC.

By *E. J. Price*  
Vice President

By *H. M. Oyster*  
Ass't Secretary

STATE OF TEXAS     |  
COUNTY OF DALLAS   |

I, Stanley M. Kaufman, a Notary Public, do hereby certify that on this 26th day of December, 1957, personally appeared before me, CECIL MILLS, who, being by me first duly sworn, declared that he is the Vice-President of TEXAS ALUMINUM COMPANY, INC; that he signed the foregoing document as Vice-President of the Corporation, and that the statements therein contained are true.

  
*Stanley M. Kaufman*  
Notary Public in and for Dallas County,  
Texas

My commission expires June 1, 1959.

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
TEXAS ALUMINUM COMPANY, INC.

Approved & filed in the Office  
of the Secretary of State  
This 27 day of Dec 1957  
[Signature] Chief Charter Division

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, TEXAS ALUMINUM COMPANY, INC., a corporation subject to the provisions of said Act, adopts the following Articles of Amendment to its Articles so as to increase its authorized capital stock:

ARTICLE ONE. The name of the corporation is TEXAS ALUMINUM COMPANY, INC.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on the 20th day of December, 1957:

"To increase the authorized capital stock of this Corporation from Thirty Three Thousand and no/100 (\$33,000.00) Dollars to One Million and no/100 (\$1,000,000.00) Dollars, all of which capital stock heretofore authorized by Charter originally granted by the Secretary of State of the State of Texas and any amendments thereto has been subscribed and fully paid in, and an additional Six Hundred Twenty Seven Thousand and no/100 (\$627,000.00) Dollars paid in by the application and allotment of Six Hundred Twenty Seven Thousand and no/100 (\$627,000.00) Dollars actual cash value of the surplus of the Corporation which amount has been transferred from the capital surplus account to the capital account in the form of a stock dividend to stockholders of record December 20, 1957, thus totalling Six Hundred Sixty Thousand and no/100 (\$660,000.00) Dollars, which sum is at least equal to Ten (10%) Percent of the total increased capitalization of said Corporation and not less than One Thousand and no/100 (\$1,000.00) Dollars."

The amendment alters or changes Article VI of the original Articles of Incorporation as amended and Article VI is hereby amended to read as follows:



"The entire amount of the capital stock is One Million and no/100 (\$1,000,000.00) Dollars, divided into One Hundred Thousand (100,000) shares, each of the par value of Ten and no/100 (\$10.00) Dollars."

ARTICLE THREE. The number of shares of the Corporation outstanding at the time of such adoption was 3,300 and the number of shares entitled to vote thereon was 3,300.

ARTICLE FOUR. The number of shares voted for such amendment was 3,300 and the number of shares voted against such amendment was none.

ARTICLE FIVE. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

The Corporation has received for the issuance of the present issued and outstanding 3,300 shares the consideration of Thirty Three Thousand and no/100 (\$33,000.00) Dollars in cash, and has received toward the increase in capitalization of said Corporation the sum of Six Hundred Twenty Seven Thousand and no/100 (\$627,000.00) Dollars by the application and allotment of Six Hundred Twenty Seven Thousand and no/100 (\$627,000.00) Dollars actual cash value of the surplus of the Corporation which amount has been transferred from the capital surplus account to the capital account in the form of a stock dividend to stockholders of record December 20, 1957, thus to all Six Hundred Sixty Thousand and no/100 (\$660,000.00) Dollars, which sum is at least equal to Ten (10%) Percent of the total increased capitalization of said Corporation and not less than \$1,000.00. The amount of stated capital as changed by such amendment is Six Hundred Sixty Thousand and no/100 (\$660,000.00) Dollars, as above described.

Dated this 25th day of December, 1957.

TEXAS ALUMINUM COMPANY, INC.

ATTEST:

*A. M. Oster*  
Asst. Secretary

By *[Signature]*  
Vice President

STATE OF TEXAS   !

COUNTY OF DALLAS   !

I, Stanley M. Kaufman, a Notary Public, do hereby certify that on this 26th day of December, 1957, personally appeared before me CECIL MILLS, who declared that he is Vice-President of the Corporation executing the foregoing document, and being first duly sworn, acknowledging that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

  
Notary Public for Dallas County, Texas  
My commission expires June 1, 1959.

APPROVED AND FILED IN THE OFFICE OF  
THE SECRETARY OF STATE

THIS 22 DAY OF July 1952

Robert S. Smith  
CHIEF CHARTER DIVISION

STATE OF TEXAS       |  
                          |  
COUNTY OF DALLAS    |

KNOW ALL MEN BY THESE PRESENTS:

THAT, we N. G. LANDRUM, JOHN B. MILLS, and  
R. W. PICKENS, all citizens of Texas, under and by virtue of the laws of  
this State, do hereby voluntarily associate ourselves for the purpose of  
forming a private corporation under the laws of Texas upon the following  
terms and conditions:

1. The name of the corporation shall be TEXAS  
ALUMINUM COMPANY, INC.

2. The purpose for which it is to be formed is to transact  
manufacturing business and to purchase and sell goods, wares, and mer-  
chandise used for such business.

3. Place where the business of the corporation is to be  
transacted; its principal office to be in the City of Dallas, Dallas County,  
Texas.

4. The term for which it is to exist is fifty (50) years.

5. The number of directors shall be not less than three  
(3) or more than ten (10), with five (5) here now appointed, said five (5)  
being as follows:

N. G. Landrum	-	Dallas, Texas
John B. Mills	-	Dallas, Texas
R. W. Pickens	-	Dallas, Texas
James N. Landrum	-	Dallas, Texas
Cecil C. Mills	-	Dallas, Texas

6. The amount of the capital stock is Thirty-three Thousand  
(\$33,000.00) Dollars, divided into 3,300 shares each of the par value of

/-/

Ten (\$10.00) Dollars, all of which capital stock has been in good faith subscribed and all of which has been paid in in cash as shown by affidavit attached hereto.

IN TESTIMONY WHEREOF, we hereunto sign our names this 18<sup>th</sup> day of July, A.D., 1952.

N. G. Landrum

John B. Mills

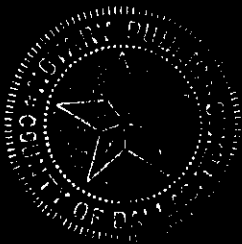
R. W. Pickens

STATE OF TEXAS

COUNTY OF DALLAS

BEFORE ME, the undersigned authority, on this day personally appeared N. G. LANDRUM, JOHN B. MILLS, and R. W. PICKENS, known to me to be the persons whose names are subscribed to the foregoing instrument and also known to me to be citizens of said State, and each acknowledged to me that he executed the same for the purposes and considerations therein expressed.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of my office this 18<sup>th</sup> day of July, A.D. 1952.



Harriet Begman

Notary Public, Dallas County, Texas