



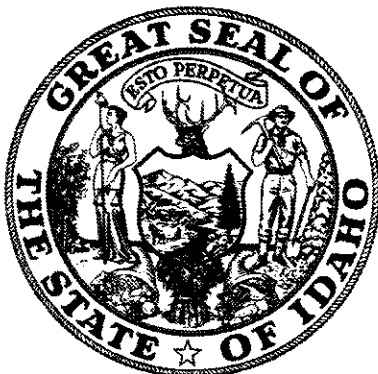
CERTIFICATE OF INCORPORATION
OF

FRAZIER ROOFING, 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 29, 1937



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

FRAZIER ROOFING, INC.

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SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, being natural persons of full age, residents of the State of Idaho, and citizens of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Idaho Business Corporation Act, do hereby certify as follows:

1. Name. The name of the corporation is Frazier Roofing, Inc.

2. Purposes. The purposes of the corporation shall be:

(a) To own, operate and manage a roofing, roofing repair and roofing supply business.

(b) To engage in any and all types of business enterprises which the corporation may from time to time find necessary, desirable or convenient to do in connection with the general business of the corporation.

(c) To purchase, lease, own, sell, mortgage, sublease, or otherwise acquire or dispose of land, buildings, easements or property, both real and personal, including all types and kinds of equipment which are requisite for or are conveniently capable of being used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property rights or liabilities of any person, firm, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

(d) To purchase or acquire stock in other corporations, business rights or franchises or any other property of any type related to its business affairs, to incur debt and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes or other evidence of indebtedness, and to acquire by purchase, gift or otherwise, shares of its own corporate stock and cancel the same or any part thereof or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders, and to restrict the transferability to its

1 outstanding shares to the extent reasonably necessary to
2 protect the rights of the corporation and its shareholders
3 in any stock purchase, contracts, or options that may be
4 made between themselves or any of them.

5 (e) To act as surety or creditor in any and all types of
6 engagement, including the power to execute, endorse and
7 deliver contracts and to guarantee the prompt and faithful
8 performance for payment of debts, notes, agreements,
9 contracts and undertakings of any other person, firm,
10 partnership or corporation, and to act as accommodation,
11 co-maker or guarantor on obligations either as primary or
12 secondary obligor.

13 (f) Without any manner limiting any of the objects,
14 purposes or powers of the corporation, the business or
15 purpose of said corporation shall be from time to time to do
16 any one or more or all of the acts or things herein set
17 forth.

18 (g) The several subdivisions contained in this paragraph of
19 purposes shall be construed as both purposes and powers and
20 the enumeration thereof shall not be held to limit or
21 restrict in any manner the general powers conferred on
22 business corporations by the laws of the State of Idaho, all
23 of which powers are hereby expressly claimed.

24 3. Duration. The duration of the corporation shall be
25 perpetual.

26 4. Registered Office. The registered office of said cor-
poration in the State of Idaho shall be located in Twin Falls, in
the County of Twin Falls, and the post office address of the
business office of said corporation in the State of Idaho is
445 Park Avenue, Twin Falls, Idaho, 83301. The registered agent
of the corporation is David Frazier at the registered office located at
1875 Skylane Drive, Twin Falls, Idaho, 83301.

5. Capital Stock. The total authorized number of par
value shares of the corporation is 100 shares of common stock
with equal rights, and no par value.

6. Incorporators. The amount of capital stock of said

1 corporation which has been actually subscribed is two (2) shares,
2 and the following are the names and post office addresses of the
3 incorporators and initial directors and the number of shares
4 subscribed.

5 6	Name of Incorporators & Initial Directors	Post Office Address	No. of Shares Subscribed
7	David L. Frazier	1875 Skylane Park Twin Falls, ID 83301	1
8 9	Donald L. Frazier	445 Park Avenue Twin Falls, ID 83301	1

10 IN WITNESS WHEREOF, we have hereunto set out hands this
11 26th day of June, 1987.

12
13 David L. Frazier
14 DAVID L. FRAZIER

15 Donald L. Frazier
16 DONALD L. FRAZIER

17 STATE OF IDAHO)
18 County of Twin Falls) ss.

19 On this 26th day of June, 1987, before me, the
20 undersigned, a Notary Public in and for said County and State,
21 personally appeared DAVID L. FRAZIER, known to me to be the
person whose name is subscribed to the within instrument, and
acknowledged to me that he executed the same.

22 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
23 my official seal the day and year in this certificate first above
written.

24
25 John S. Ritchie
NOTARY PUBLIC FOR IDAHO



JOHN S. RITCHIE
NOTARY PUBLIC - STATE OF IDAHO
Residing at Twin Falls, ID
Commission Expires 3-25-91

1 STATE OF IDAHO)

2 County of Twin Falls)

ss.

3 On this 26th day of June, 1987, before me,
4 the undersigned, a Notary Public in and for said County and
5 State, personally appeared DONALD L. FRAZIER, known to me to
6 be the person whose name is subscribed to the within
7 instrument, and acknowledged to me that he executed the
8 same.

9 IN WITNESS WHEREOF, I have hereunto set my hand and
10 affixed my official seal the day and year in this
11 certificate first above written.

12 John S. Ritchie
13 NOTARY PUBLIC FOR IDAHO



JOHN S. RITCHIE
NOTARY PUBLIC - STATE OF IDAHO
Residing at Twin Falls, ID
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