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State of Idaho

Department of State

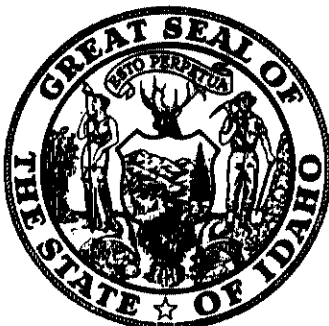
CERTIFICATE OF INCORPORATION OF

IDAHO GLASS ASSOCIATION, 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 IDAHO GLASS ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: August 31, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWine*

ARTICLES OF ASSOCIATION

OF

IDAHO GLASS ASSOCIATION, INC.

(A nonprofit cooperative association
organized pursuant to
Chapter 10, Title 30, Idaho Code)

AUG 31 10 54 AM '92

SECRETARY OF STATE

ARTICLE I

The name of the Association is the Idaho Glass Association, Inc.

ARTICLE II

The principal registered office of the Idaho Glass Association shall be 217 So. Roosevelt, Boise, ID. 83705 with a mailing address of P.O. Box 44544 Boise, ID. 83704. The initial registered agent shall be Lester Hopkins. The Association may have such other offices from time to time as may be designated by its members or by the Board of Directors.

ARTICLE III

A. The purpose for which the Association is organized are: to promote the general welfare of the glass and glazing industry and allied industries; to provide educational materials and programs; to gather and disseminate information for the benefit of the industry; and to promote safety and ethics within the glass and related industries. The Association shall not be organized or operated for profit and no part of its net or gross earnings shall inure to the benefit of individual members.

B. The policies and activities of the Association shall not be such as will result in any agreement, understanding, combination or any other form of concerted action to limit production, fix prices, suppress competition, or in any other act or acts which are in contravention of law or good business practice.

ARTICLE IV

In furtherance of the objectives and purposes described in Article III, but not in limitation thereof, the Association shall have the power to collect and disseminate statistics and other information, to conduct investigations, and to hold such property as is necessary to effectuate its purposes.

ARTICLE V

This Association shall not have any capital stock and shall issue memberships only as shall be provided by these Articles of Association and the by-laws.

ARTICLE VI

The names and places of business of the incorporators are as follows:

Lester Hopkins	217 S. Roosevelt, Boise, ID 83705
Wes Russell	368 Steelhead Way, Boise, ID 83704
John Garrett	675 Airbase Rd., Mt. Home, ID 83647
Ron Ashley	208 W. 34th St., Boise, ID 83714
Dean Powell	909 N. Orchard, Boise, ID 83706
Susan Barnes	5243 Chinden Blvd., Boise, ID 83714

ARTICLE VII

This Association shall have perpetual existence.

ARTICLE VIII

Private property of the members shall not be subject to payments of debts or obligations of any nature of the Idaho Glass Association.

ARTICLE IX

The activities and affairs of the corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws, but in no case shall the number be less than five. The directors need not be members of the corporation unless so required by the by-Laws. The board of directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the by-laws may provide, and shall hold office until their successors are respectively elected and qualified. The by-laws shall specify the number of directors necessary to constitute a quorum. The board of directors 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 by-laws of the corporation shall have and may exercise the powers of the board of directors in the management of the activities and affairs 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 by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors. The directors of the corporation may, if the by-laws so provide, be classified as to term of office. The corporation may elect such officers as the by-laws may specify, who shall, subject to the provisions of the statute, have such titles and exercise such duties as the by-laws may provide. The board of directors is expressly authorized to propose alterations or amendments to the by-laws of this

corporation which shall be subject to adoption and ratification by the membership.

This corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute, provided that the board of directors shall not exercise any power of authority conferred herein or by statute upon the members.

ARTICLE X

The names and addresses of the places of business of the initial board of directors are as follows:

President	Lester Hopkins	217 S. Roosevelt Boise, ID 83705
President-Elect	Wes Russell	368 Steelhead Way Boise, ID 83704
Treasurer	John Garrett	675 Airbase Rd. Mt. Home, ID 83647
Secretary	Susan Barnes	5243 Chinden Blvd. Boise, ID 83714
Board Member	Ron Ashley	208 W. 34th St. Boise, ID 83714
Board Member	Dean Powell	909 N. Orchard Boise, ID 83706

ARTICLE XI

Meetings of the members may be held throughout the State of Idaho, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes), outside the State of Idaho at such place or places as may be from time to time designated by the board of directors.

ARTICLE XII

The Association reserves the right to amend, alter, change or repeal any provision contained in this certificate of association, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

ARTICLE XIII

The by-laws will hereinafter be adopted by the members. Such by-laws may be amended or repealed, in whole or in part, in the manner provided therein, and the amendments to the by-laws shall be

binding on all members, including those who might have voted against them.

ARTICLE XIV

a. GENERAL MEMBERSHIP. Membership in the Association shall be limited to persons in any recognized branch of the Glass industry who are engaged in the selling, installing, fabricating, distribution, manufacturing, replacing or repairing of glass product such as auto glass, flat glass, curtainwall, mirrors, leaded glass and other glazing materials, supplying goods or services to this industry or conducting business as a glazing contractor provided that the glass business must maintain glass equipment, have an established location where business is transacted, carry sufficient inventory necessary for the performance of work, maintain proper books of account and records and be duly registered where required by law.

b. ASSOCIATE MEMBERSHIP. Associate membership shall be available to persons engaged in any allied trade, industry, or profession related to the glass industry who are either associate members in

good standing of an affiliated local association or chapter, or whose place of business is within the State of Idaho, but outside the jurisdiction of any local association or chapter affiliated with the Association, and are of a high personal character and have attained an honorable reputation in the industry.

c. ELIGIBILITY. In order to be eligible for membership in the Association, a candidate must be at least 18 years of age and must conduct himself in a high ethical and professional manner in the participation in the glass industry.

d. VOTING. Each active member shall be entitled to one vote in the affairs of the Association as designated in the by-laws. Proxy voting is permitted.

e. EXPULSION. Any member ceasing to have the necessary qualifications set forth in these Articles may be dropped from the roll of membership by the board of directors as provided for in the by-laws.

f. RIGHTS. The rights and interest of all members of the Association shall be equal and no member shall have or acquire a greater interest therein than any other member.

ARTICLE XV

The annual dues and fees requirements for membership in the Association are defined in the by-laws and the amount of dues and fees shall be determined by the vote of the board of directors.

ARTICLE XVI

a. ANNUAL MEETING. There shall be an annual meeting of the Association prior to the 30th day of September, unless otherwise ordered by the board of directors, for electing officers, receiving reports, and transacting other business. The meeting shall be open to all members. Notice of these meetings, issued by the Secretary shall be mailed to the last recorded address of each member at least 30 days before the time appointed for the meeting.

b. QUORUM. A quorum (except where otherwise noted) for the transaction of business shall consist of a simple majority of the Association's Board of Directors present at the annual meeting.

We, the undersigned, being each of the incorporators herein before named, for the purpose of forming an association pursuant to Chapter 10, Title 30, of the Idaho Code, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hand and seals this 24th day of AUGUST, 1992

Lester Hopkins
Lester Hopkins

Wes Russell
Wes Russell

John Garrett
John Garrett

Ron Ashley
Ron Ashley

Dean Powell
Dean Powell

Susan Barnes
Susan Barnes

STATE OF IDAHO)
) ss.
County of Ada)

On this 24th day of AUGUST, 1992, before me, the undersigned a Notary Public in and for said State, personally appeared LESTER HOPKINS, WES RUSSELL, JOHN GARRETT, RON ASHLEY, DEAN POWELL, AND SUSAN BARNES, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Deborah A. Bryson
Notary Public in and for the State
of Idaho, Residing at Boise, Idaho.

3/31/98
Commission Expires