

## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

MARATHON METALLIC BUILDING COMPANY

a corporation duly organized and existing under the laws of Texas has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502,

Idaho Code, by filing in this office on the 20th day of December

19 76 , a properly authenticated copy of its articles of incorporation, and on the 20th

day of December 19 76 , a designation of T.H.Eberle or R.E.Kading or J.R.Gillespie 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 20th day of December , A.D., 19 76 .

Pete T. Cenarrusa  
Secretary of State

Corporation Clerk



# The State of Texas

## SECRETARY OF STATE

I, MARK WHITE, 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:

### MARATHON METALLIC BUILDING COMPANY

|  |                   |
|--|-------------------|
| Restated Articles                                    | April 6, 1967     |
| Articles of Merger                                   | April 26, 1967    |
| Articles of Merger                                   | December 20, 1968 |
| Amendment  | May 27, 1971      |
| Statement of Change of Registered Office<br>or Agent | October 10, 1972  |



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

15th day of December, A. D. 1976.

*Mark White*  
Secretary of State

STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT, OR BOTH,  
OF

MARATHON METALLIC BUILDING COMPANY

FILED  
In the Office of the  
Secretary of State of Texas

OCT 10 1972

*Bill Kimbrough*  
Deputy Director, Corporation Division

To the Secretary of State  
of the State of Texas:

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Texas:

1. The name of the corporation is MARATHON METALLIC BUILDING COMPANY
- \* 2. The post office address of its present registered office is 4189 Bellaire Blvd.,  
Houston, Texas
- \* 3. The post office address to which its registered office is to be changed is 811 Dallas Avenue, c/o C T Corporation System, Houston, Texas 77002
4. The name of its present registered agent is Howard L. Terry
5. The name of its successor registered agent is C T CORPORATION SYSTEM
6. The post office address of its registered office and the post office address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

Dated OCTOBER 5, 1972.

MARATHON METALLIC BUILDING COMPANY  
By James D. O'Haren  
Its VICE President

STATE OF TEXAS  
COUNTY OF HARRIS

I, Erlyss Gunstenson, a notary public, do hereby certify that on this 5th day of October, 1972, personally appeared before me James F. O'Haren who being by me first duly sworn, declared that he is the Vice President of MARATHON METALLIC BUILDING COMPANY, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Erlyss Gunstenson  
Notary Public

ERLYSS GUNSTENSON  
Notary Public, in and for Harris County, Texas  
My Commission Expires June 1, 1973

\*(Give street or building address, as well as city or town.)

(TEXAS - 2230 - 2/12/71)

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
METALLIC BUILDING COMPANY

FILED  
In the Office of the  
Secretary of State of Texas  
MAY 27 1971

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is METALLIC BUILDING COMPANY.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on May 21, 1971. Such amendment to the Articles of Incorporation is for the purpose of changing the name of the corporation.

The amendment alters or changes ARTICLE ONE of the Articles of Incorporation and ARTICLE ONE is hereby amended to read as follows:

"ARTICLE ONE

The name of the corporation is MARATHON  
METALLIC BUILDING COMPANY."

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 55,000 shares of common stock and the number of shares entitled to vote thereon was 55,000 shares of common stock.

ARTICLE FOUR

The number of shares voted for such amendment was 55,000 shares of common stock; and the number of shares voted against such amendment was none.

FILED

ARTICLE FIVE

The amendment does not effect a change in the amount of stated capital of the corporation.

DATED: MAY 21, 1971

METALLIC BUILDING COMPANY

By Davis Allen  
Executive Vice President

By James D. Oster  
Secretary

THE STATE OF TEXAS :  
COUNTY OF HARRIS :

I, James D. Oster, a Notary Public, do hereby certify that on this the 21st day of May, 1971, personally appeared before me Davis Allen, who declared that he is President of the corporation executing the foregoing document, and being first duly sworn, acknowledged 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.

James D. Oster  
Notary Public in and for  
Harris County, T e x a s  
ERLYSS GUNNINGSON  
Notary Public, Harris County, Texas  
My Commission Expires on 1/1/72

DEC 20 1968

*Chas. L. F. Wood*  
Director, Corp. Division

ARTICLES OF MERGER  
OF  
DOMESTIC CORPORATIONS INTO  
METALLIC BUILDING COMPANY

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Texas Business Corporation Act:

PLAN OF MERGER

Lamarque Development Company ("Lamarque") and Shadowglen Homes, Inc. ("Shadowglen"), both of which are Texas corporations and which are hereinafter referred to as the "Merging Corporations", shall be merged with and into Metallic Building Company, a Texas corporation ("Metallic") which shall be the surviving corporation and which is hereinafter referred to as the "Surviving Corporation" and all of which corporations are hereinafter sometimes referred to as the "Constituent Corporations", on the following terms and conditions:

FIRST: The Amended and Restated Articles of Incorporation of Metallic shall be the Articles of Incorporation of the Surviving Corporation except that upon the date on which the merger becomes effective such Amended and Restated Articles of Incorporation of Metallic shall be amended by amending Article IV as it now exists so that it shall hereafter read as follows:

"ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is seventy-five thousand (75,000) of the par value of Ten Dollars (\$10.00) each."

SECOND: The Bylaws of Metallic, as they now exist, shall be the Bylaws of the Surviving Corporation until changed or amended as therein provided.

THIRD: The directors and officers of Metallic shall from and after the effective date of the merger

continue to be the directors and officers of the Surviving Corporation until their successors are elected and qualified in accordance with the Bylaws of the Surviving Corporation.

FOURTH: The mode of carrying the merger into effect and the manner and basis of converting the shares of stock of each of the Merging Corporations into shares of stock of the Surviving Corporation shall be as follows:

Each share of capital stock, of the par value of \$10.00 per share, of Metallic which shall be issued and outstanding at the effective date of the merger shall continue to be one (1) share of the capital stock, of the par value of \$10.00 per share, of the Surviving Corporation. Each share of capital stock, par value \$10.00 per share, of Lamarque which shall be issued and outstanding on the effective date of the merger shall be forthwith converted into 171.60 shares of capital stock, par value \$10.00 per share, of the Surviving Corporation. Each share of capital stock, par value \$10.00 per share, of Shadowglen which shall be issued and outstanding on the effective date of the merger shall be forthwith converted into 3.136 shares of capital stock, par value \$10.00 per share, of the Surviving Corporation. Each holder of a certificate or certificates of capital stock of Lamarque or Shadowglen, upon surrender of his certificate or certificates therefor to the Surviving Corporation for cancellation, shall be entitled to receive a certificate or certificates for the number of shares of capital stock of the Surviving Corporation to which he shall be entitled. Shares of capital stock of the Surviving Corporation so issued shall be fully paid and non-assessable.

FIFTH: On the effective date of the merger, the separate existence of the Merging Corporations shall cease and the Merging Corporations shall be merged into Metallic, which shall continue in existence as the Surviving Corporation and shall, without transfer, thereupon and thereafter possess all rights, privileges, immunities, powers and franchises, as well of a public as of a private nature, and shall be subject to all the duties and liabilities of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due on whatever account to the Constituent Corporations and all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the

Surviving Corporation without further act or deed; provided, that all rights of creditors and all liens upon any property of the Constituent Corporations shall be preserved unimpaired, and all liabilities and obligations of the respective Constituent Corporations shall be the responsibility and liability of the Surviving Corporation, and may be enforced against it to the same extent as if said debts and obligations had been incurred and contracted by it.

SIXTH: At any time prior to the effective date of the merger this Plan of Merger may be abandoned by resolution of the Board of Directors of any of the Constituent Corporations. In the event of the abandonment of this Plan of Merger by the Board of Directors of any of the Constituent Corporations, written notice shall be given to the other corporations and thereupon this Plan of Merger shall become wholly void and of no force or effect whatsoever, and there shall be no liability on the part of any corporation or its Board of Directors or its stockholders to any other corporation or its Board of Directors or stockholders.

2. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

| <u>Name of Corporation</u>   | <u>Number of Shares Outstanding</u> | <u>Entitled to Vote as a Class</u> |                         |
|------------------------------|-------------------------------------|------------------------------------|-------------------------|
|                              |                                     | <u>Designation of Class</u>        | <u>Number of Shares</u> |
| Lamarque Development Company | 100                                 | Capital Stock                      | 100                     |
| Shadowglen Homes, Inc.       | 2,500                               | Capital Stock                      | 2,500                   |
| Metallic Building Company    | 30,000                              | Capital Stock                      | 30,000                  |

3. The holders of all of the outstanding shares of stock of each of the undersigned corporations entitled to vote on said merger have signed a consent in writing approving the Plan of Merger.

LAMARQUE DEVELOPMENT COMPANY

By [Signature]  
President

By [Signature]  
Secretary



SHADOWGLEN HOMES, INC.

By [Signature] President

By [Signature] Secretary

METALLIC BUILDING COMPANY

By [Signature] President

By [Signature] Secretary

THE STATE OF TEXAS §  
COUNTY OF HARRIS §

I, Lauda Rector, a Notary Public, do hereby certify that on this 29th day of November, 1968, personally appeared before me WALTER M. MISCHER, who being by me first duly sworn, declared that he is the President of Lamarque Development Company, that he signed the foregoing instrument as President of said corporation and that the statements therein contained are true.

[Signature]  
Notary Public in and for  
Harris County, T e x a s

THE STATE OF TEXAS §  
COUNTY OF HARRIS §

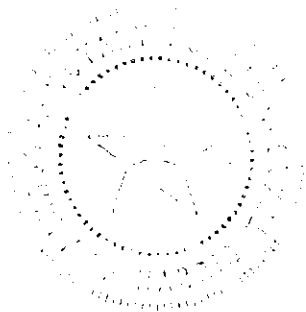
I, [Signature], a Notary Public, do hereby certify that on this 29th day of November, 1968, personally appeared before me HOWARD L. TERRY, who being by me first duly sworn, declared that he is the President of SHADOWGLEN HOMES, INC., that he signed the foregoing instrument as President of said corporation and that the statements therein contained are true.

[Signature]  
Notary Public in and for  
Harris County, T e x a s

THE STATE OF TEXAS     §  
                                 §  
COUNTY OF HARRIS     §

I, H C Baldwin, a Notary Public, do hereby certify that on this 29th day of November, 1968, personally appeared before me GILBERT LEACH, who being by me first duly sworn, declared that he is the President of METALLIC BUILDING COMPANY, that he signed the foregoing instrument as President of said corporation and that the statements therein contained are true.

H C Baldwin  
Notary Public in and for  
Harris County, T e x a s

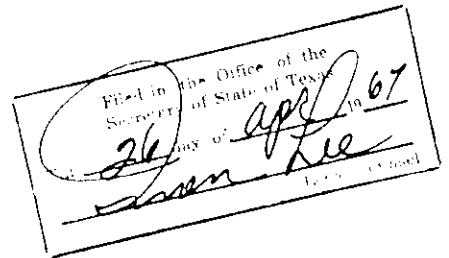


ARTICLES OF MERGER

OF

DOMESTIC CORPORATIONS INTO

BRAZOS ENGINEERING COMPANY, INC.



Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Texas Business Corporation Act:

PLAN OF MERGER

MAT Corporation, a Texas corporation ("MAT"), shall be merged with and into Brazos Engineering Company, Inc., a Texas corporation ("Brazos"), which shall be the surviving corporation and which is hereinafter referred to as the "Surviving Corporation" and both of which corporations are hereinafter sometimes referred to as the "Constituent Corporations", on the following terms and conditions:

FIRST: The Articles of Incorporation, as amended and restated, of Brazos shall be the Articles of Incorporation of the Surviving Corporation, except that upon the date on which the merger becomes effective such Amended and Restated Articles of Incorporation of Brazos shall be amended by amending Article I as it now exists so that it shall hereafter read as follows:

"ARTICLE I

The name of the corporation is  
Metallic Building Company."

SECOND: The Bylaws of Brazos, as they now exist, shall be the Bylaws of the Surviving Corporation until changed or amended as therein provided.

THIRD: The directors and officers of Brazos shall from and after the effective date of the merger continue to be the directors and officers of the Surviving Corporation until their successors are elected and qualified in accordance with the Bylaws of the Surviving Corporation.

FOURTH: The mode of carrying the merger into effect and the manner and basis of converting the shares of stock of the Constituent Corporations into shares of stock of the Surviving Corporation shall be as follows:

Each share of capital stock of the par value of \$10 per share of Brazos which shall be issued and outstanding at the effective date of the merger shall continue to be one (1) share of the capital stock of the par value of \$10 per share of the Surviving Corporation. Each share of capital stock of MAT of the par value of \$1 per share which shall be issued and outstanding on the effective date of the merger, and all of which shares of capital stock are owned by Brazos, shall be cancelled.

FIFTH: On the effective date of the merger, the separate existence of MAT shall cease and the Constituent Corporations shall be merged into Brazos, which shall continue in existence as the Surviving Corporation and shall, without transfer, thereupon and thereafter possess all rights, privileges, immunities, powers and franchises, as well of a public as of a private nature, and shall be subject to all the duties and liabilities of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due on whatever account to the Constituent Corporations and all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; provided, that all rights of creditors and all liens upon any property of the Constituent Corporations shall be preserved unimpaired, and all liabilities and obligations of the respective Constituent Corporations shall be the responsibility and liability of the Surviving Corporation, and may be enforced against it to the same extent as if said debts and obligations had been incurred and contracted by it.

SIXTH: At any time prior to the effective date of the merger this Plan of Merger may be abandoned by resolution of the Board of Directors of either of the Constituent Corporations. In the event of the abandonment of this Plan of Merger by the Board of Directors of either of the Constituent Corporations, written notice shall be given to the other corporation and thereupon this Plan of Merger shall become wholly void and of no force or effect whatsoever, and there shall be no liability on the part of either corporation or its Board of Directors or its shareholders to the other corporation or its Board of Directors or shareholders.

2. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

| <u>Name of Corporation</u>       | <u>Number of Shares Outstanding</u> | <u>Entitled to Vote as a Class Designation of Class</u> | <u>Number of Shares</u> |
|----------------------------------|-------------------------------------|---|-------------------------|
| Brazos Engineering Company, Inc. | 30,000                              | Capital Stock   | 30,000                  |
| MAT Corporation                  | 1,000                               | Capital Stock   | 1,000                   |

3. The holders of all of the outstanding shares of stock of each of the undersigned corporations entitled to vote on said merger have signed a consent in writing approving the Plan of Merger.

BRAZOS ENGINEERING COMPANY, INC.

By Morris N. Brooks  
President

By Thomas J. [unclear]  
Secretary

MAT CORPORATION

By Delbert Leach  
President

By [Signature]  
Secretary

THE STATE OF TEXAS §  
COUNTY OF HARRIS §

I, Robert H. Whilden, Jr., a Notary Public, do hereby certify that on this 23rd day of April, 1967, personally appeared before me MORRIS BROOKS, who being by me first duly sworn, declared that he is the President of Brazos Engineering Company, Inc., that he signed the foregoing instrument as President of said corporation and that the statements therein contained are true.

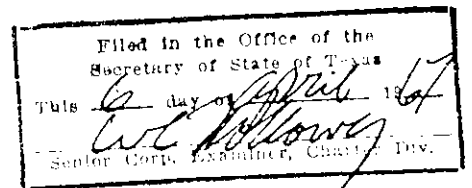
Robert H. Whilden, Jr.  
Notary Public in and for  
Harris County, Texas

Robert H. Whilden, Jr.

THE STATE OF TEXAS     §  
COUNTY OF HARRIS     §

I, Robert H. Whilden, Jr., a Notary Public, do hereby certify that on this 25th day of April, 1967, personally appeared before me GILBERT LEACH, who being by me first duly sworn, declared that he is the President of MAT Corporation, that he signed the foregoing instrument as President of said corporation and that the statements therein contained are true.

Robert H. Whilden, Jr.  
Notary Public in and for  
Harris County, T e x a s  
Robert H. Whilden, Jr.



AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BRAZOS ENGINEERING COMPANY, INC.

1. BRAZOS ENGINEERING COMPANY, INC., pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts restated articles of incorporation which accurately copy the articles of incorporation that are in effect to date and as further amended by such restated articles of incorporation as hereinafter set forth and which contain no other change in any provision thereof.

2. The articles of incorporation of the corporation are amended by the restated articles of incorporation to change the term of corporate existence to perpetual, enlarge the corporate purposes, change and increase the authorized capital stock, delete the designations of the places where the business of the corporation is to be transacted and its place of business and designate an initial registered office and initial registered agent, delete the designation of the number, names and addresses of the original directors and substitute the number, names and addresses of the present directors, and authorize the directors to alter, amend or repeal the bylaws, by deleting Articles I to VI, inclusive, and substituting new Articles I to VII, as hereinafter set forth.

3. Each such amendment made by these restated articles of incorporation has been effected in conformity with the

provisions of the Texas Business Corporation Act and such restated articles of incorporation and each such amendment made by the restated articles of incorporation were duly adopted by the shareholders of the corporation on the 5th day of April, 1967.

4. The number of shares outstanding was 300, and the number of shares entitled to vote on the restated articles of incorporation as so amended was 300, the holders of all of which have signed a written consent to the adoption of such restated articles of incorporation as so amended.

5. The articles of incorporation and all amendments and supplements thereto are hereby superseded by the following restated articles of incorporation which accurately copy the entire text thereof and as amended:

"Amended and Restated  
Articles of Incorporation  
of  
Brazos Engineering Company, Inc.

ARTICLE I

The name of this corporation is BRAZOS ENGINEERING COMPANY, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

To make and purchase materials for the construction of buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings and improvements of any kind and nature whatsoever;



To lease, purchase, manage, sell, subdivide and improve real estate, as principal or agent, in Texas, in towns, cities and villages, whether incorporated or unincorporated, and their suburbs, as permitted by Article 4.05 of the Texas Miscellaneous Corporation Laws Act, and any other Texas statutes from time to time in force; secondarily, to take, lease, purchase or otherwise acquire and to own, use, hold, sell, manage, convey, exchange, lease, mortgage, work, improve, develop, subdivide and otherwise handle, deal in and dispose of real estate, real property, and interests or rights therein outside Texas;

To design, manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, lease, rent, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares, merchandise and personal property of every class and description;

To enter into, make and perform contracts of every kind and description, as principal or agent, with any person, firm, association, corporation, municipality, country, state, political subdivision or government or colony or dependency thereof;

In general, to carry on any other business in connection with the foregoing and to have and exercise all of the powers conferred by the laws of Texas upon corporations formed under the Texas Business Corporation Act and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is thirty thousand (30,000) of the par value of Ten Dollars (\$10.00) each.

#### ARTICLE V

The post office address of its initial registered office is 4189 Bellaire Boulevard, Houston, Texas, and the name of its initial registered agent at such address is Howard L. Terry.

## ARTICLE VI

The number of directors constituting the present board of directors is three (3) and the names and addresses of such directors are:

|                   |   |
|-------------------|---|
| Howard Terry      | 4189 Bellaire Boulevard<br>Houston, Texas |
| Walter M. Mischer | P. O. Box 1515<br>Houston, Texas          |
| Gilbert Leach     | 4601 Holmes Road<br>Houston, Texas        |

## ARTICLE VII

Except as may otherwise be provided in the Bylaws, the Board of Directors of this corporation is expressly authorized to alter, amend or repeal the Bylaws or to adopt new Bylaws of this corporation, without any action on the part of the shareholders; but the Bylaws made by the Board of Directors and the powers so conferred may be altered or repealed by the shareholders."

6. The manner in which any exchange, reclassification or cancellation of issued shares provided for in the restated articles shall be effected, is as follows:

Upon the Amended and Restated Articles of Incorporation being filed as required by Article 4.07 of the Texas Business Corporation Act, the 300 shares of the par value of \$100, presently outstanding, shall be converted into 300 shares of the par value of \$10 each.

7. The stated capital of the corporation shall be reduced by an amount of \$27,000 creating a reduction surplus in such amount. Thereafter, the stated capital of the corporation shall be \$3,000.

Dated: April 5, 1967.

BRAZOS ENGINEERING COMPANY, INC.

By Morris W. Brooks  
Morris Brooks, President

By Marianne Ladd  
Marianne Ladd, Secretary

THE STATE OF TEXAS     §

COUNTY OF HARRIS     §

I, Robert H. Childen, Jr., a Notary Public, do hereby certify that on this 5th day of April, 1967, personally appeared before me MORRIS BROOKS, who being by me first duly sworn, declared that he is the President of BRAZOS ENGINEERING COMPANY, INC. and that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Robert H. Childen, Jr.  
Notary Public in and for  
Harris County, T e x a s

Robert H. Childen, Jr.

