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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

LIFETIME FRAMING SYSTEMS, 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: December 22, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seipe*

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ARTICLES OF INCORPORATION
OF
LIFETIME FRAMING SYSTEMS, INC.

The undersigned natural persons of the age of majority, citizens of the United States, acting as incorporators under the provisions of the General Business Corporations Act of the State of Idaho, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is Lifetime Framing Systems, Inc. The company may use as its corporate name Lifetime Framing Systems, Inc.

ARTICLE II

Period of Duration

The duration of this corporation is to be perpetual.

ARTICLE III

Purposes and Powers

Section 1. Purposes.

A. To engage in the business of manufacturing steel framing structures and systems for all or any kind, type, or form of building structure.

B. To engage in the business of selling at wholesale or retail and to distribute steel framing systems in the furtherance of its business wherever necessary.

C. To engage in the business of organizing and operating dealership or alternatively to engage in the business of franchising retail business sales outlets of the corporation.

Section 2. Scope of Purposes.

A. To engage in any lawful business activity which is or may be necessary, suitable or convenient for the accomplishment of the purposes, or which are incidental thereto, or connected therewith.

B. To conduct the business activities and carry out the purposes of the corporation in any state, territory, district, or possession of the United States or in any foreign country to the extent not prohibited by law.

Section 3. Powers.

A. This corporation shall have all of the power specified in Section 30-1-4, Idaho Code, and particularly the following:

"To have perpetual succession by its corporate name."

B. To sue and be sued, complain and defend, in its corporate name.

C. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or fixed or in any other manner reproduced.

D. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with, real or personal property or any interest therein, wherever necessary or situated.

E. To sell, convey, mortgage, pledge, lease, exchange,

transfer and otherwise dispose of, or any part of its property and assets.

F. To lend money and to use its credit to assist its employees.

G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within or without this state.

K. To elect or appoint officers and agents of the corporations, and define their duties and fix their compensation.

L. To make and alter by-laws not inconsistent with these Articles of Incorporation or with the laws of this state for the administration and regulation of the affairs of the corporation.

M. To make donations for public welfare or for charitable scientific or educational purposes.

N. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

O. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, and other tentative plans for any or all of its directors, officers, and employees.

P. To be a promoter, partner, member, associate, or manager of any partnerships, joint venture, trust or other enterprise.

Q. The corporation shall have the right to redeem, purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of the unreserved, unrestricted earned surplus available therefore, and to the extent of unreserved and unrestricted capital surplus available therefore, or as otherwise provided in these articles.

R. To have and to exercise all powers necessary or convenient to affect its purposes, not hereinbefore set forth.

ARTICLE IV

Stock Clauses

Section 1. Total Number of Shares: Classes: Par value.

The total authorized number of shares that this corporation shall have authority to issue is: One Hundred Thirty One Thousand (131,000) shares. The shares shall be divided into three (3) classes: Seventy Six Thousand (76,000) shall be Class A common stock and shall have a par value of One Dollar (\$1.00) per share. Twenty Five Thousand (25,000) shares shall be Class B stock and shall have a par value of One Dollar (\$1.00) per share and Thirty Thousand (30,000) shares shall be Class C stock having a par value of One Dollar (\$1.00) per share.

Section 2. Rights and Restrictions of the Classes of Stock. The powers, preferences, and rights and the qualifications, limitations and restrictions of the classes of stock are as follows:

A. Class A Stock. The number of shares of Class A stock shall not be increased from the number of 76,000 shares. Therefore, no preemptive rights are granted to Class A stock. Subject to the laws of the State of Idaho, the entire voting power of the corporation shall be vested in the holders of record of Class A common stock who shall be entitled to vote one (1) vote for each share of Class A common stock. The power to vote said stock may not be cumulative or cumulated on the voting of or for officers or directors of the corporation. The Class A stock shall not be assessable as provided by the provisions of 30-1-19(a), Idaho Code.

B. **Class B Stock.** Class B stock shall have no voting rights; shall have equal preemptive rights except that they do not have a preemptive right to shares of common stock with voting power (Class A stock); Class B stock shall not be convertible; Class B stock shall not be assessable under Paragraph 20-1-19(a), Idaho Code and shall be entitled to equal dividends with Class A stock on distribution of dividends.

C. **Further Restrictions on Both Class A and Class B Stock.** Pursuant to the provisions of 30-1-23(a), Idaho Code, Class A and Class B stock, which is offered for sale by an initial subscriber to this corporation, shall first be offered to the existing stockholders for purchase. In the event the stockholders do not buy the shares, the shares shall then be offered to the corporation for sale as treasury stock. If neither the corporation nor an existing stockholder purchases the stock, then the stockholder may offer the stock to any person interested in acquiring the same.

D. Class C stock shall be issued to the incorporator, Gary Mangum, as a partial consideration for certain contractual rights owned by him and which contractual rights shall be assigned and transferred to the corporation upon issuance of such stock. Stock shall be totally redeemable and shall be redeemed within thirty (30) days of demand by the holder or owner thereof. Said stock shall have no voting rights. It shall have no preemptive rights; it shall not be accessible; and when redeemed shall be cancelled and never redeemed by the Corporation.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of the corporation shall be located at 1742 Overland Avenue in Burley, Idaho, and the Post Office address of the initial registered office shall be Post Office Box 686, Burley, Idaho, 83318.

The registered agent of the corporation shall be James Annest, Attorney at Law, whose business office is identical with the initial registered office or of the corporation.

The directors of the corporation may change the registered office and the registered agent of the corporation at any time they deem appropriate.

By complying with the provisions of Section 30-1-13, Idaho Code, as it is now constituted or as it may hereafter be amended.

ARTICLE VI

Shareholders Preemptive Rights

Section 1. Except as herein otherwise restricted, limited or denied, shareholders of Class B stock shall have the right to acquire any unissued Class B stock. To the extent not provided in these Articles of Incorporation, the shareholders preemptive rights are limited, restricted, or denied in accordance with the provisions of Section 30-1-26, Idaho Code.

Section 2. Upon the initial incorporation of this corporation, the incorporators shall receive the stock subscribed by them in consideration of the transfer by the incorporators of certain contractual agreements, together with the performance of

services and labor actually performed on behalf of the corporation in research and development. All other shares issued by the corporation shall be paid for in cash, lawful money of the United States for such sum as shall be fixed by the Board of Directors from time to time which sum shall not be less than the par value thereof. Payment for said shares shall be made on or before the time said shares shall be issued. That the Class C stock shall be redeemed by the corporation immediately upon receipt by it of funds sufficient to redeem all of said stock at its par value of \$1.00 and within thirty (30) days after any demand for redemption made by the owners or holders thereof after funding for redemption is obtained.

ARTICLE VII

Minimum Capital for the Commencement of Business

This corporation will not commence business until at least \$1,000.00 has been received as consideration for the issuance of its stock either in cash or in services as in Article IV stated.

ARTICLE VIII

Board of Directors

Section 1. All business and affairs of the corporation and the exercise of all corporate powers shall be under the direction and authority of the Board of Directors. The Board may appoint such other and further officers and agents as they deem appropriate. The Directors of the corporation need not be residents of the State of Idaho, but must be owners or holders of Class A stock in the corporation. The Board of Directors of this

CORPORATION shall be comprised of not more than three (3) members PROVIDED, HOWEVER, that a majority of the board may establish an executive committee to handle day to day operational procedures of the company.

Section 2. Classification of Directors. All directors shall be elected annually in accordance with the provisions of Section 30-1-36, Idaho Code. There shall be no classification of directors or staggering of their terms.

Section 3. Filling of Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. The shareholders may elect his successor at the next annual meeting of the shareholders or at any special meeting duly called for that purpose and held prior to the next annual meeting. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders.

Section 4. Removal of Directors. A director may be removed from office at a meeting of shareholders called expressly for that purpose. Any director may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors. If less than the entire board is to be removed, no one of the directors may be removed if the votes cast against his removal would be sufficient

to elect him at an election of the entire Board of Directors.

Section 5. Quorum and Voting Requirements for Directors' Meetings. A majority of the number of directors fixed by these Articles of Incorporation shall constitute a quorum for the transaction of business. Any act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless action of a greater number is required by the by-laws of the corporation.

Section 6. Executive and Other Committees. As provided in these Articles, a majority of the full Board of Directors may, by resolution adopted, designate from among the members of the board an executive committee and one or more other committees each of which, to the extent provided in such resolution or in these Articles or the by-laws of the corporation shall have, and may exercise, all of the authority of the Board of Directors except that such committee shall have no authority to (1) declare dividends or distributions; (2) approve or recommend to shareholders actions or proposals required by the action to be approved by the shareholders; (3) designate candidates for the office of director for the purpose of proxy solicitation or otherwise or fill vacancies on the Board of Directors or any committee thereof; (4) amend the by-laws; (5) approve a plan of merger not requiring shareholder approval; (6) reduce earned or capital surplus; (7) authorize or approve the reacquisition of shares unless pursuant to a general formula or method specified by the Board of Directors; (8) authorize or approve the issuance or sale of or any contract to issue or sell shares or designate

the terms of a series of class of shares provided that the Board of Directors having acted regarding general authorization for the issuance or sale of shares or any contract therefore, and in the case of a series the designation thereof may, pursuant to a general formula or method specified by the board by resolution or by adoption of a stock option or other plan authorize a committee to fix the terms of any contract for the sale of the shares or to fix the terms upon which such shares may be issued or sold including without limitation the price, the dividend rate, the provisions for redemption, sinking fund, conversion, voting and preferential rights and the provisions for other features of a class of shares or series of class of shares with full power in such committee to adopt any final resolution setting forth all the terms thereof and to authorize the statement of the terms of a series for filing with the Secretary of State under this Act.

Section 7. Place and Notice of Directors' Meetings and Committee Meetings. Board of Directors' meetings, whether regular or special and meetings of committees designated thereby may be held either within or without this State upon three (3) days written notice or such other notice as shall be approved by the directors in the by-laws of this corporation. The notice shall specify the business to be transacted or the purposes of the meeting and shall be mailed by certified mail to the last known address of each director. In the event three (3) days notice is insufficient to adequately provide sufficient notice to

a director, the Board of Directors shall establish in the by-laws of this corporation a procedure for the proper and adequate notification of directors whose absence may require more than three days notice to attend.

Section 8. Action by Directors Without a Meeting. No action may be taken by the directors affecting corporate business except and unless consent, in writing, for the conduct of said business is approving the action of the board in the conduct of their business is placed upon the minutes of the Board of Directors of the corporation signed by all members of the Board of Directors.

ARTICLE IX

Officers of the Corporation

Section 1. The officers of the corporation shall consist of a president, one or more vice-presidents as may be prescribed by the by-laws, a secretary, a treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed herein. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the by-laws of this company. Except for the office of president, any two or more offices may be held by the same person.

Section 2. All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and shall perform such duties in the management of the

corporation as may be provided by the by-laws or as may be from time to time determined by resolution of the Board of Directors not inconsistent with the by-laws.

Section 3. Removal of Officers. Any officer or agent may be removed by the Board of Directors whenever in the judgment of the board it is in the best interests of the corporation. Such removal shall be without prejudice to any contractual rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, of itself, create a contract right.

ARTICLE X

Books and Records of the Corporation

The corporation shall keep correct and accurate books and records of account and shall keep minutes of the proceedings of its shareholders and minutes of the proceedings of its Board of Directors or any committee appointed thereby and shall keep at its registered office or principle place of business or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of shares held by each. Any books, records and minutes may be in written form.

ARTICLE XI

Initial Board of Directors and Stocks Subscribed

The initial Board of Directors of the corporation shall be Gary Mangum, 10730 Millington-Arlington Road, Arlington, Tennessee, 38002 and William Trujillo, 420 Sage, Kimberly, Idaho. That the above-named members of initial Board of

Directors are also the incorporators of this corporation.

Gary Mangum has subscribed for Twenty Five Thousand Five Hundred (25,500) shares - Class A

William Trujillo has subscribed for Twenty Five Thousand Five Hundred (25,500) shares - Class A

ARTICLE XII

Section 1. No contract or other transaction between this corporation and any of its directors or any other corporation and a director in which the director of this corporation has a financial interest or is a member of the Board of Directors shall be approved, whether the relationship is disclosed or known to the Board of Directors or the committee which authorized or approved or ratified the contract or transaction.

Section 2. No contract shall be approved as provided in Section 1 of this article whether the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, to authorize or approve such contract.

Section 3. A unanimous Board of Directors with consent of a majority of the stockholders holding a majority of the stock entitled to vote approving such a contract as in Section 2 provided above provided it is fair and reasonable to the corporation and the fact of such relationship is, or interest is fully and fairly disclosed and known to the corporation, as set out in the provisions of 30-1-41, Idaho Code.

Section 4. No officer, agent, or director of the

Corporation shall engage in any business which competes with the corporation in any business activity, nor serve as an officer, agent, or director of an enterprise which competes in business with the corporation.

IN WITNESS WHEREOF, the undersigned incorporators affix their hand and seal this ____ day of December, 1993.


GARY MANGUM

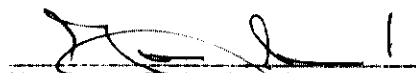

WILLIAM TRUJILLO

STATE OF IDAHO)
)ss.
County of Cassia)

On this 13th day of December, 1993, before me a notary public in and for said state, personally appeared GARY MANGUM, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

(SEAL)


Notary Public for Idaho
Residing at: Burley, Idaho
My Commission Expires: 6/98

STATE OF IDAHO)
)ss.
County of Cassia)

On this 13th day of December, 1993, before me a notary public in and for said state, personally appeared WILLIAM TRUJILLO, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

(SEAL)



Notary Public for Idaho
Residing at: Burley, Idaho
My Commission Expires: 6/98

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