

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

RESIST-ALL, INC.

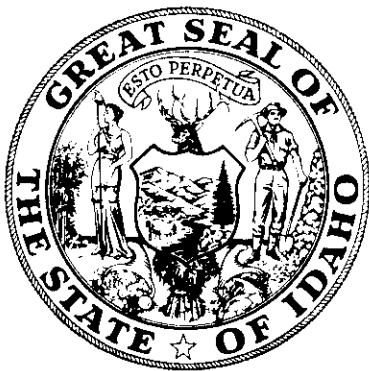
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

RESIST-ALL, INC.

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: *January 20, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

RESIST-ALL, INC.

The undersigned, A. E. KNUDSON, GARY A. KNUDSON and CHARLES L. GRAY, all residents of the State of Idaho, and citizens of the United States of America, of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

I.

That the name of the corporation shall be RESIST-ALL, INC.

II.

The corporation is formed for the following purposes:

(A) To conduct a general wholesale, retail and distribution business of building materials of all types, including protective coatings for buildings, insulating materials, ceiling materials, roofing materials and window tinting and insulating materials of all kinds. Further, to carry on and conduct a general contracting and subcontracting and designing business for the application, upon buildings of every type and upon every kind of surface, protective coatings, sealants, roofing and insulating materials of all kinds, and the application of window tinting and window insulating materials of all kinds. Further, to manufacture, buy, sell and deal in, and to engage in, conduct, and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description, including protective coatings, sealants and roofing materials of all kinds and descriptions.

(B) To receive, acquire, hold, purchase, dispose of, convey any rights, privileges, franchises, real or personal pro-

perty; to dispose of, sell, lease, assign, transfer, mortgage, and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation; to acquire, purchase, guarantee, hold mortgage, own, vote, sell, pledge and/or otherwise dispose of or deal in shares, bonds, securities and debentures and other evidence of indebtedness of its own and other corporations, domestic or foreign; and to pledge, mortgage and otherwise encumber the assets of the corporation.

(C) To conduct business in this State and other states in the United States of America, to have one or more offices or places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situated out of the State of Idaho.

(D) To enter into, make, perform and carry out contracts or every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any State, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavors, and to acquire, hold, and purchase the assets, franchises, permits, and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation.

(E) To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertaking of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

(F) To do any and all other such acts, things and business in any manner connected with or necessary, incidental, convenient or auxilliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.

(G) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to, and hereby are, included as purposes and powers of this corporation.

III.

The registered agent of this corporation in the State of Idaho shall be A. E. Knudson, and the registered office of this corporation in the State of Idaho shall be located at Lazy-J Mobile Ranch, Space 111, Twin Falls, Idaho 83301.

IV.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

The corporation shall be governed by a Board of Directors. The number of the members of the Board shall be fixed by the By-Laws of the corporation, except that such number shall not be less than one (1) and not more than five (5). The qualifications, duties, powers, limitations, and other factors relevant to the functioning of the Board of Directors shall be set out in the By-Laws of this corporation, subject to the laws of the State of Idaho.

VI.

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended or adopted by the Board of Directors, subject to these Articles and the By-Laws of the corporation, shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the powers of re-enactment, amendment, or repeal heretofore set out. The By-Laws of this corporation shall regulate the manner of voting for this and other governing actions of the corporation.

VII.

The amount of authorized stock of the corporation shall be two hundred fifty thousand (250,000) shares with a par value of One Dollar (\$1.00) per share.

VIII.

Nonassessability: None of the authorized shares of stock of this corporation shall be assessable.

IX.

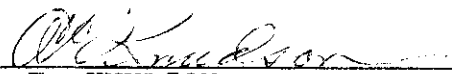
The names and post offices addresses of each of the incorporators and the number of shares subscribed by each incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
A. E. Knudson	269 Falls Avenue West Twin Falls, Idaho 83301	One
Gary A. Knudson	Route 1 Buhl, Idaho 83316	One
Charles L. Gray	Lazy-J Mobile Ranch Space 111 Twin Falls, Idaho 83301	One

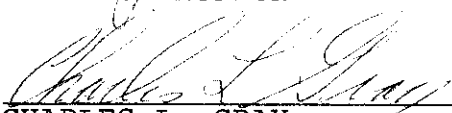
X.

The number of Directors constituting the initial Board of Directors shall be three (3) in number. They are A. E. Knudson, Gary A. Knudson and Charles L. Gray. Said Directors shall serve until the first annual meeting of the shareholders or until their successors are elected and qualify.

IN WITNESS WHEREOF, the parties have executed these Articles of Incorporation this 15th day of January, 1982.

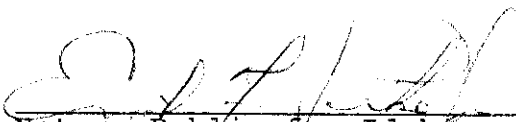

A. E. KNUDSON


GARY A. KNUDSON


CHARLES L. GRAY

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

On this 15th day of January, 1982, personally appeared before me A. E. Knudson, Gary L. Knudson and Charles L. Gray, the signers of the within instrument, who duly acknowledged to me that they executed the same.


Notary Public for Idaho
Residing at Twin Falls
My Commission Expires: Life

PIKE & BERRY
ATTORNEYS AND COUNSELLORS AT LAW
P.O. Box 302
FIRST INTERSTATE BANK BUILDING
TWIN FALLS, IDAHO 83301
TELEPHONE: (208) 734-7720