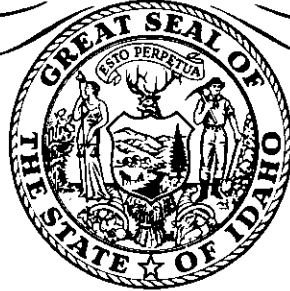


State of Idaho



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
ASC INDUSTRIES, INC.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **seventh** day of **December** 19 **70**, a properly authenticated copy of its articles of incorporation, and on the **seventh** day of **December** 19**70**, a designation of **Marshall Neal Newhouse** 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 **7th** day of **December**, A.D., 19 **70**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copies of the Articles of Incorporation and all amendments thereto of _____

_____ **ALUMINUM SUPPLY COMPANY TUBING DIVISION, INC.** _____

including Amendatory Articles changing the name to _____

_____ **ASC INDUSTRIES, INC.** _____

which have been duly filed and recorded in my office in accordance with law; I further certify that _____ **ASC INDUSTRIES, INC.** _____ has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1971; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

_____ November 10, 1970 _____

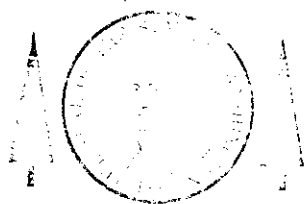
_____ *A. Ludlow Kramer* _____

A. LUDLOW KRAMER
SECRETARY OF STATE

D-196641

FILE NUMBER

DOMESTIC



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, A. LUDLOW KRAMER, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of ASC INDUSTRIES, INC.
a domestic corporation of Spokane, Washington,
(Reclassifying shares)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Gordon & Ripple
W. 24 Indiana Avenue
Spokane, Washington 99205
Attn: John J. Ripple

Filing and recording fee \$ 10.00
License to June 30, 19 \$
Excess pages @ 25c \$ 60
Microfilmed, Roll No.

Page 1

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capital,

March 12, 1969

A. LUDLOW KRAMER
SECRETARY OF STATE

113493 MAR 12 69

APPROVED
AS TO FORM AND FEE

MAR 12 1969

ARTICLES OF AMENDMENT
OF
ASC INDUSTRIES, INC.

A. LUDLOW KRAMER
SECRETARY OF STATE
BY *[Signature]*
CORPORATION SECRETARY

It is hereby certified by the undersigned, the president and secretary, respectively, of ASC INDUSTRIES, INC., a corporation, that at a special meeting of the shareholders of said corporation held at Spokane, Washington, on Thursday, January 2, 1969, pursuant to proper notice, the following amendment to the Articles of Incorporation was adopted by unanimous vote of all ⁸⁷⁸ outstanding shares of the corporation entitled to vote upon the same:

"IT IS HEREBY RESOLVED by the Shareholders of ASC Industries, Inc. that Section 1 of Article V of the Articles of Incorporation of said corporation shall be and is hereby amended to read as follows: 'Section 1. The aggregate number of shares which the corporation shall have authority to issue is 250,000 shares, all of which are common stock with the par value of \$1.00 per share, and all shares heretofore issued shall be converted in accordance with this amendment.'

"IT IS FURTHER HEREBY RESOLVED that the officers of the corporation be authorized to take the necessary steps to perfect the above amendment of the Articles of Incorporation."

F. B. Cooper
President

Ann B. [Signature]
Secretary

Subscribed and sworn to before me this 31st day of January, 1969.

Carole [Signature]
Notary Public in and for the State of Washington, residing at Spokane

D-195452

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, A. LUDLOW KRAMER, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED

ARTICLES OF INCORPORATION

of ALUMINUM SUPPLY COMPANY TUBING DIVISION, INC. a domestic corporation of Spokane, Washington, (Changing name to ASC INDUSTRIES, INC.)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of Gordon & Ripple W. 24 Indiana Ave. Spokane, Wash. 99205 Attn: John Ripple

Filing and recording fee \$ 10.00 License to June 30, 19 \$ Excess pages @ 25c \$ Microfilmed, Roll No.

Page 377-281

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol, January 6, 1969

A. LUDLOW KRAMER SECRETARY OF STATE

COPIED JAN 1969
APPROVED
AS TO FORM AND FILED

JAN 6 - 1969

A. LUDLOW KRAMER
SECRETARY OF STATE

CONSENT OF SHAREHOLDERS TO
AMENDMENT OF ARTICLES OF INCORPORATION

BY: *[Signature]*
CORPORATION SECRETARY

WHEREAS, the Board of Directors of the ALUMINUM SUPPLY COMPANY TUBING DIVISION, INC., at a special meeting held on the 2nd day of December, 1968, by a vote sufficient to carry the proposition as provided in the By-Laws of said corporation, proposed to submit to the shareholders of said corporation the following amendment to Article I of the Articles of Incorporation of the ALUMINUM SUPPLY COMPANY TUBING DIVISION, INC.:

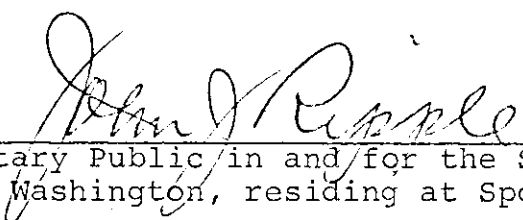
"IT IS HEREBY RESOLVED by the Shareholders of Aluminum Supply Company Tubing Division, Inc. that Article I of the Articles of Incorporation of said corporation shall be amended to provide that the name of the corporation shall be changed from 'Aluminum Supply Company Tubing Division, Inc.' to 'ASC Industries, Inc.'"

"IT IS FURTHER HEREBY RESOLVED that the officers of the corporation be authorized to take the necessary steps to perfect the above amendment of the Articles of Incorporation."

and

WHEREAS, we, the undersigned shareholders of said corporation, holding the number of voting shares opposite our name, which constitute all of the outstanding voting shares of said corporation, believe that the aforementioned proposed amendment to the Articles of Incorporation of said corporation is for the best interest and welfare of said corporation,

Subscribed and sworn to before me this 31 day of
December, 1968.

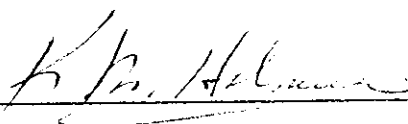

Notary Public in and for the State
of Washington, residing at Spokane

ARTICLES OF AMENDMENT
OF
ALUMINUM SUPPLY COMPANY TUBING DIVISION, INC.

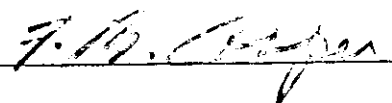
It is hereby certified by the undersigned, the president and secretary, respectively, of the ALUMINUM SUPPLY COMPANY TUBING DIVISION, INC., a corporation, that at a special meeting of the shareholders of the said corporation held at Spokane, Washington, on Monday, December 2, 1968, pursuant to proper notice, the following amendment to the Articles of Incorporation was adopted by unanimous vote of all outstanding shares of the corporation entitled to vote upon the same:

"IT IS HEREBY RESOLVED by the Shareholders of Aluminum Supply Company Tubing Division, Inc. that Article I of the Articles of Incorporation of said corporation shall be amended to provide that the name of the corporation shall be changed from 'Aluminum Supply Company Tubing Division, Inc.' to ASC Industries, Inc.'

"IT IS FURTHER HEREBY RESOLVED that the officers of the corporation be authorized to take the necessary steps to perfect the above amendment of the Articles of Incorporation."



President



Secretary

NOW, THEREFORE, we, the undersigned shareholders, do hereby approve, consent and adopt the aforementioned proposed amendment of the Articles of Incorporation of said corporation, changing the name thereof, and do further authorize the officers of the corporation to take the necessary steps to perfect such amendment.

<u>Shareholders</u>	<u>Number of Voting Shares</u>
<u>F. B. Cooper</u>	<u>369</u>
<u>A. Stenberg</u>	<u>29</u>
<u>John Smith</u>	<u>2</u>
<u>C. F. Dickman</u>	<u>60</u>
<u>K. M. Helman</u>	<u>369</u>
<u>Max Steinhilber</u>	<u>44</u>
<u>Margaret A. Jones</u>	<u>2</u>

1953

Articles of Incorporation

OF THE
Aluminum Supply Company Tubing Division,
Inc.

ROLL No.
53

PAGE No.

568


Place of business..... Spokane
Time of existence..... Perpetual..... years
Capital stock, \$..... 250,000

STATE OF WASHINGTON, SS.

Filed for record in the office of the Sec-
retary of State..... July 2, 1953
at 3:40..... o'clock..... P.M.

Recorded in Book..... 53 Page..... 561-568

Domestic Corporations


Secretary of State.

Filed at request of.....
Keith, Winston & Repsold, Attys.
Spokane & Eastern Bldg.,
Spokane 4, Washington

Filing and recording fee, \$ 125.00
License to June 30, 1954, \$ 65.00
Certificate mailed..... JUL 13 1953
..... to above address.

Indexed..... Photographed

APPROVED
AND FILED

JUL 2 - 1953

EARL COE
SECRETARY OF STATE

BY *[Signature]*
Assistant Secretary of State

ARTICLES OF INCORPORATION

OF

ALUMINUM SUPPLY COMPANY TUBING DIVISION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, K. M. HOLMAN, F. B. COOPER and C. T. DISHMAN, being desirous of forming a corporation for the purposes hereinafter specified and in conformity with and by virtue of the laws of the State of Washington, do make, subscribe and execute in triplicate originals the following written Articles of Incorporation:

ARTICLE I.

Name

The name of this corporation shall be ALUMINUM SUPPLY COMPANY TUBING DIVISION, INC.

ARTICLE II.

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III.

Purposes and Powers

Section 1. Purposes. The purposes for which the Corporation is organized are limited as follows:

(a) To manufacture, fabricate, construct, buy, sell, import, export and otherwise deal in metal products of every kind, nature and description whatsoever.

(b) Ancillary Purposes. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by law, or by these Articles of Incorporation.

(c) To Carry Out Such Purposes in Other States. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit the purpose or purposes which the Corporation proposes to carry on in such state, territory, district or possession of the United States, or

foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

Section 2. Powers. Subject to any specific written limitations or restrictions imposed by law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise the following specific Powers:

(a) To purchase or otherwise acquire, own or hold without limit real and personal property of every kind and description within and without the State of Washington and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects and purposes herein set forth; to acquire, construct, own, hold and operate all buildings, warehouses, storage facilities useful in connection with the purposes of the company, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any such properties.

(b) To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications therefor, and trade names and applications therefor.

(c) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business, the purpose of which is similar to the purposes set forth in Section 1 of this Article, and to enter into any general or limited partnership, the purpose of which is similar to such purposes.

(d) To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

(e) The Corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum)

that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.

(f) To purchase or otherwise acquire all the property, assets, good will, and rights belonging thereto; to assume all the liabilities and obligations thereof, and take over as a going concern the business or property of any company engaged in a business similar to the purposes for which this corporation is organized, and to do so either by acquiring the shares, stocks, or other securities thereof, or otherwise; to exercise all or any of the powers of the holders of shares, stocks, or securities thereof, and to receive and distribute as profits the dividends and interest in such shares, stocks, and securities; to organize or cause to be organized under the laws of the State of Washington, or of any state, district, territory, province, or government, a corporation or corporations for the purpose of accomplishing any or all the objects for which this corporation is organized; to manage, conduct, and carry on the whole or any part of any such business acquired or organized; and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations acquired or organized.

(g) To purchase, hold, sell, exchange, or transfer, or otherwise deal in, shares of its own capital stock, bonds, or other obligations, provided, that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause an impairment of the capital of this corporation; to subscribe or cause to be subscribed for, and to purchase, and otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, exchange, distribute, and otherwise dispose of the whole or any part of the shares of capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good will, rights, and assets of any kind, of any other corporation or corporations, now or hereafter existing, whether created under the laws of this or another state, territory, or country.

(h) To borrow money of any person, firm or corporation, and to issue bonds, debentures, promissory notes, drafts, bills of exchange, warrants, or other obligations or evidences of indebtedness of this corporation from time to time for any of the objects or purposes of this corporation, whether secured or not, and to secure the same by mortgage, pledge, deed of trust, or by any other lawful means.

(i) To enter into, make, perform, and carry out contracts of every sort and kind with any person, firm, association, corporation, municipality, body politic, county, territory, state, government, or colony or dependency thereof.

(j) To obtain from any governmental authority, nation, state, municipal, local or otherwise, foreign or domestic rights, easements, privileges, subsidies, gifts, franchises, charters, grants, patents or concessions, relating to or for the promotion or protection of the purposes of this corporation.

(k) To have and maintain offices to conduct its business and promote its objects, within or without the State of Washington, in other states, the District of Columbia, territories and colonies of the United States, and in and out of foreign countries, without restriction as to place or extent.

(l) To act as agents, contractors, representatives, trustees, or otherwise; and to act and carry out its purposes by or through agents, factors or representatives.

(m) To have and exercise all of the powers conferred by the laws of the State of Washington.

(n) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

(o) In general, to do any and all things necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, and to do any and all other acts or things incidental or pertinent to or connected with the purposes of this corporation.

It is the intention that the objects, purposes and powers specified above be in no manner limited or restricted by reference to or inference from the terms of any other clause or paragraph in this incorporation, but that the objects, purposes and powers specified herein, and each of the powers and purposes set forth, shall be regarded as independent objects, purposes and powers, but none of such specific powers shall be construed to limit, or restrict in any manner, the general powers of the corporation.

Section 3. Direction of Purposes and Exercise of Powers by Directors.

Subject to any specific written limitations or restrictions imposed by law, or by these Articles of Incorporation, the Board of Directors of the corporation is hereby authorized to direct, by resolution duly adopted, the purposes set forth in Section 1 of this Article, and to exercise the powers set forth in Section 2 of this Article, without previous authorization or subsequent approval by the shareholders of the corporation; and all parties dealing with the corporation shall have the right to rely upon any action taken by the corporation pursuant to such authorization by the Board of Directors.

ARTICLE IV.

Location

The location of the principal place of business of this corporation shall be North 800 Fancher Way, Spokane, Washington, and the post office address of such principal place of business shall be North 800 Fancher Way, Spokane, Washington.

ARTICLE V.

Authorized Shares

Section 1. The aggregate number of shares, which the corporation shall have authority to issue, is 2,500 shares, all of which are common stock with the par value of \$100.00 per share.

Section 2. Right and Method of Voting. At every meeting of the shareholders, every holder of the common stock of the corporation shall be entitled to one vote for each share of common stock standing in his name on the books of the corporation. At each election for directors, every holder of the common stock of the corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

Section 3. Negation of Equitable Interests in Shares or Rights. The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares, on the part of any other person, including, but without limiting the generality thereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person. The purchaser, assignee, or transferee of any of the shares of the corporation shall not be entitled to receive notice of the meetings of shareholders; to vote at such meetings; to examine a complete list of the shareholders entitled to vote at meetings; or to own, enjoy, and exercise any other property or rights deriving from such shares against the corporation, until such purchaser, assignee, or transferee has become the registered holder of such shares.

ARTICLE VI.

Capital

The amount of paid-in capital with which this corporation will commence business is One Thousand Dollars (\$1,000.00)

ARTICLE VII.

Directors

The first directors who will manage the affairs of this corporation until June 15, 1954, together with their post office addresses, are as follows:

<u>Name</u>	<u>Address</u>
K. M. Holman	W. 2504 Walton Ave., Spokane, Wn.
Evelyn H. Holman	W. 2504 Walton Ave., Spokane, Wn.
F. B. Cooper	S. 4203 Garfield Rd., Spokane, Wn.
DeAnne C. Cooper	S. 4203 Garfield Rd., Spokane, Wn.
C. T. Dishman	N. 800 Fancher Way, Spokane, Wn.

ARTICLE VIII.

Incorporators

The names of each of the incorporators of this corporation, together with their post office addresses and the number of shares of common stock having a par value of \$100.00 per share subscribed by each, are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
K. M. Holman	W. 2504 Walton Ave., Spokane, Wn.	248
F. B. Cooper	S. 4203 Garfield Rd., Spokane, Wn.	248
C. T. Dishman	N. 800 Fancher Way, Spokane, Wn.	2

IN WITNESS WHEREOF, we have hereunto set our hands and seals in triplicate this 29th day of June, 1953.

K. M. Holman


F. B. Cooper

C. T. Dishman

STATE OF WASHINGTON)
 : ss.
COUNTY OF SPOKANE)

I, the undersigned, a Notary Public in and for the above named County and State, do hereby certify that on this 29th day of June, 1953, personally appeared before me K. M. HOLMAN, F. B. COOPER and C. T. DISHMAN, to me known to be the individuals described in and who executed the within instrument, and acknowledged that they signed and sealed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

Given under my hand and official seal the day and year last above written.



Notary Public in and for the State
of Washington, residing at Spokane.