



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

LATHAM POOLS, INC.

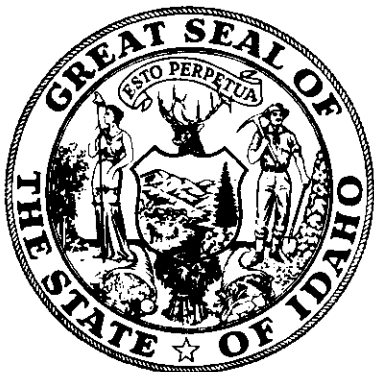
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

LATHAM POOLS, 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 April 4, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

LATHAM POOLS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Idaho Code §30-1-1 et. seq.;

And we hereby certify in writing:

ARTICLE I.

Name

The name of said corporation shall be Latham Pools, Inc.

ARTICLE II.

Purposes and Powers

The purposes for which said corporation is formed are:

A. To buy, sell, exchange, install, inspect, repair, service and generally deal in, at wholesale or retail, and as principal or agent, swimming pools, sauna baths and associated machinery, equipment, materials and supplies of all kinds. To make and furnish estimates of costs for work and materials of the kind described above. To acquire, by competitive bidding or otherwise, make and perform contracts pertaining to any of the foregoing businesses.

1 B. To buy, sell, mortgage, exchange, lease, let,
2 hold for investment or otherwise, use and operate, real estate
3 of all kinds, improved or unimproved, and any right or interest
4 therein.

5 C. To manufacture, produce, buy, sell, trade and
6 deal in any and all types and kinds of goods, machinery, pro-
7 ducts, merchandise and personal property of every class and
8 description at wholesale or retail for and on the account of
9 the corporation or as manufacturer, broker, factor, or agent
10 for others.

11 D. To enter into, make, perform and carry out con-
12 tracts of every sort and kind with any person, firm or corpora-
13 tion or other legal entity and to acquire and take over the
14 good will, property, rights, franchises, options and assets of
15 every kind and the liabilities of any person, firm, associa-
16 tion, corporation or other legal entity either wholly or in
17 part, and to pay for the same in cash, stocks, or bonds of the
18 corporation or otherwise.

19 E. To purchase or acquire property, business rights
20 or franchises or for any other object in or about its business
21 affairs, to incur debt and to borrow and secure the payment of
22 money in any lawful manner, including the issue and sale or
23 other disposition of bonds, debentures, notes or other evidence
24 of indebtedness, and to acquire by purchase, gift, or other-
25 wise, shares of its own corporate stock and cancel the same or
26 any part thereof, or hold all or any of such stock for resale

1 as treasury stock, or for the purpose of making stock dividends
2 to its shareholders and to restrict the transferability of its
3 outstanding shares to the extent reasonably necessary to pro-
4 tect the rights of the corporation and its shareholders in any
5 stock purchase, contracts, or options that may be made between
6 themselves or any of them.

7 F. To act as surety or creditor in any and all types
8 of engagement, including the power to execute, endorse and
9 deliver contracts and to guarantee the prompt and faithful
10 performance for payment of debts, notes, agreements, contracts
11 and undertakings of any other person, firm, partnership, or
12 corporation, and to act as accommodation co-maker or guarantor
13 on obligations either as primary or secondary obligor.

14 G. Without in any manner limiting any of the
15 objects, purposes or powers of the corporation, the business or
16 purposes of said corporation shall be from time to time to do
17 any one or more of all of the acts or things herein set forth.

18 H. The several subdivisions contained in this para-
19 graph of purposes shall be construed as both purposes and
20 powers and the enumeration thereof shall not be held to limit
21 or restrict in any manner the general powers, conferred on
22 business corporations by the laws of the State of Idaho, all of
23 which powers are hereby expressly claimed.

24 ARTICLE III.

25 Duration

26 Subject to dissolution in the manner provided by law,
27 the corporation shall be perpetual.

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ARTICLE IV.

Registered Office

The registered office of said corporation in the State of Idaho shall be located in Twin Falls, in the County of Twin Falls, the post office address of the registered office of said corporation in the State of Idaho, County of Twin Falls, *304 7th Avenue N. as per Raylynn* shall be P. O. Box R, Twin Falls, Idaho. Robert A. Latham, Sr. shall be the registered agent at the address set forth above.

ARTICLE V.

Corporate Stock

The aggregate number of shares which the corporation shall have authority to issue is 10,000 all of which shall have a par value of \$1.00 per share.

ARTICLE VI.

Incorporators

Following are the names and post office addresses of each of the incorporators:

NAME OF INCORPORATOR

POST OFFICE ADDRESS

James M. Paxton

P. O. Box R
Twin Falls, ID 83301

Robert A. Latham, Jr.

P. O. Box R
Twin Falls, ID 83301

ARTICLE VII.

Management

A. The business of the corporation shall be managed by a board of at least three (3) directors, except that if all

1 of the shares of the corporation are owned beneficially and of
2 record by either one (1) or two (2) stockholders, the number of
3 directors may be less than three (3) but not less than the
4 number of stockholders. Directors need not be shareholders. A
5 director shall hold office for the term for which he was named
6 or elected and until his successor is elected and qualified.

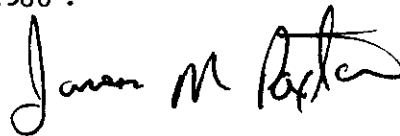
7 B. The Incorporators listed in Article VI. above
8 shall serve as directors until the first annual meeting of
9 shareholders or until their successors are elected and qualify.

10 ARTICLE VIII.

11 By-Laws

12 The power to adopt, repeal and amend the By-Laws of
13 the corporation shall be in the stockholders and the By-Laws
14 may be amended, adopted, or repealed by a majority vote of the
15 stock issued and entitled to vote.

16 IN WITNESS WHEREOF, We have hereunto set our hands
17 this 21st day of March, 1980.

18 

19 James M. Paxton

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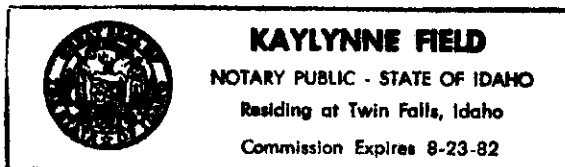
21 Robert A. Latham, Jr.

22 STATE OF IDAHO)
23) ss.
24 County of Twin Falls)

25 On this 21st day of March, 1980, before me,
26 the undersigned, a Notary Public in and for said County and

1 State, personally appeared James M. Paxton and Robert A.
2 Latha, Jr., known to me to be the persons whose names are
3 subscribed to the within instrument and acknowledged to me that
4 they executed the same.

5 IN WITNESS WHEREOF, I have hereunto set my hand and
6 affixed my official seal, the same day and year in this certi-
7 ficate first above written.



Kaylynne Field

NOTARY PUBLIC FOR IDAHO
Residing at Twin Falls, Idaho