

State of Idaho

Office of the Secretary of State

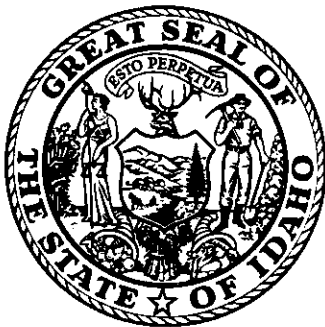
**CERTIFICATE OF AUTHORITY
OF
LENNOX INDUSTRIES INC.**

File Number C 198775

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: June 13, 2013



Ben Yursa
SECRETARY OF STATE

By

[Signature]

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2013 JUN 13 PM 12:59

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Lennox Industries Inc.

2. The name which it shall use in Idaho is: n/a

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 10/11/2011

5. The address of its principal office is:

2140 Lake Park Blvd., Richardson, TX 75080

6. The address to which correspondence should be addressed, if different from item 5, is:

c/o Legal Dept, 2140 Lake Park Blvd., Richardson, TX 75080

7. The street address of its registered office in Idaho is: 12550 W. Explorer Drive, Suite 100, Boise, ID 83713

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

| Name | Title | Business Address |
|--------------------------|-----------------------------------|---|
| <u>Todd M. Bluedorn</u> | <u>Director</u> | <u>2140 Lake Park Blvd, Richardson, TX</u> |
| <u>Terry L. Johnston</u> | <u>Director</u> | <u>2140 Lake Park Blvd., Richardson, TX</u> |
| <u>Douglas L. Young</u> | <u>Director</u> | <u>2140 Lake Park Blvd., Richardson, TX</u> |
| <u>Terry L. Johnston</u> | <u>President/COO</u> | <u>2140 Lake Park Blvd., Richardson, TX</u> |
| <u>Douglas L. Young</u> | <u>President/COO</u> | <u>2140 Lake Park Blvd., Richardson, TX</u> |
| <u>John D. Torres</u> | <u>Chief Legal Off & Secy</u> | <u>2140 Lake Park Blvd., Richardson, TX</u> |

Dated: May 31, 2013

Signature: Terry L. Johnston

Typed Name: Terry L. Johnston

Capacity: President & Chief Operating Officer

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 08/2005

IDAHO SECRETARY OF STATE

06/13/2013 05:00

CK: 1438294 CT: 172099 BH: 1377959

Web Form 1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 4

C198775

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LENNOX INDUSTRIES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JUNE, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LENNOX INDUSTRIES INC." WAS INCORPORATED ON THE ELEVENTH DAY OF OCTOBER, A.D. 2011.

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130772767

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0509865

DATE: 06-13-13