

FILED EFFECTIVE

ARTICLES OF INCORPORATION

(General Business)

2005 DEC 12 AM 9:15

SECRETARY OF STATE
STATE OF IDAHO

- Article 1. The name of the corporation shall be Lifetime Coatings U.S., Inc.
- Article 2. The number of shares the corporation is authorized to issue shall be 1,000,000.
- Article 3. The street address of the registered office is 1000 Abby Rd, St. Maries, ID 83861 and the registered agent at such address is Kirk Hill.
- Article 4. The name of the incorporator is Kirk Hill, and address of the incorporator is 1000 Abby Rd, St. Maries, ID 83861.
- Article 5. The mailing address of the corporation shall be 1000 Abby Rd, St. Maries, ID 83861

Article 6. The corporation shall indemnify its directors, officers, employees and agents against all expenses incurred by them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as a director of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person. Whenever any director, officer, employee or agent shall report to the Board of Directors of the corporation that he or she has incurred or may incur expense, including, but not limited to, legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting in the scope of his or her authority as a director, officer, employee or agent of the corporation, the Board of Directors shall, at the next regular or at a special

IDAHO SECRETARY OF STATE
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meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent. If the Board of Directors determine in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal action, indemnification shall be mandatory and shall be automatically extended as specified herein, provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933, and, provided further, that the corporation shall have the right to refuse indemnification in any instance in which the person to whom the indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

Article 7. To the fullest extent permitted by Idaho law, as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the corporation occurring prior to such repeal, amendment or modification.


Kirk Hill Incorporator