



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

M & K GLASS STEPS, INC.

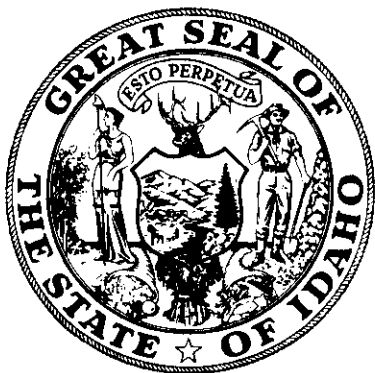
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

M & K GLASS STEPS, 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 May 6, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
M & K GLASS MASTERS, INC.

100 MAY 6 AM 8 42  
S/13/11 5

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigneds, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be M & K GLASS MASTERS, INC.

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

The location of the registered office of this corporation shall be Nampa, Canyon County, Idaho, and the address of this corporation shall be 1115 E. Lincoln, Nampa, Idaho 83651. The registered agent of the corporation shall be George McMichael.

ARTICLE IV

The nature of the business and the object and purpose of this corporation shall be as follows:

(a) To engage in the manufacture, sale, distribution and installation of storm windows and glass windows, and any other lawful business enterprise.

(b) To manage, maintain, lease, rent, sell, develop, improve, subdivide, purchase, obtain options to purchase, sell, deal in real property, either for the sole benefit of this corporation or as agent, partner, general partner or trustee as the case may be, of other persons, corporations, partnerships, limited partnerships, trusts, or any other legal entity.

(c) To purchase, own, and hold the stock of other corporations, and to do every act and thing covered generally by

the denomination "holding corporation", and especially to direct the operations of other corporations through the ownership of stock therein; to purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge, or otherwise dispose of shares or voting trust certificates for shares of the capital stock, or any bonds, notes, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or district or country, nation, or government and also bonds or evidences of indebtedness of the United States or of any state, district, territory, dependency or country or subdivision or municipality thereof; to issue in exchange therefor shares of the capital stock, bonds, notes, or other obligations of the corporation and while the owner thereof to exercise all of the rights, powers, and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned; to promote, lend money to, and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness, contracts or other obligations of, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, voting trust certificates, or other securities or evidences of indebtedness shall be held by or for this corporation, or in which, or in the welfare of which, this corporation shall have an interest, and to do any acts and things permitted by law and designed to protect, preserve, improve or enhance the value of any such bonds, stocks or other securities or evidences of indebtedness or the property of this corporation.

(d) To manufacture, fabricate, assemble, to take, purchase or otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade, deal in and with goods, wares and merchandise and supplies and all other personal property of every class and description.

(e) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares of any part thereof, or (iii) in any manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; hold, maintain, and operate, or in any manner dispose of, the whole or any part of the goodwill, business rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all of the powers necessary or convenient in and about the management of such business.

(f) To take, purchase, and otherwise acquire, own, hold, use, sell, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(g) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(h) To become a partner (either general or limited, or both) and to enter into agreements of partnership, joint venture, or other arrangements for sharing profits and otherwise participating in any enterprise, with one or more other persons

or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(i) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right or privilege, prerogative or power conferred by, acquired under, or granted by any statute, ordinance, order, license, power, authority or governmental agency or corporation, or other public body, may be empowered to enact, or make or grant; to pay for, aid in, and contribute toward carrying the same into effect, and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(j) To subscribe, or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of any trust estate now or hereafter existing, and whether created by the laws of the State of Idaho or of any other state, territory, or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations, or in the name of this corporation, and while the owner of any of said shares of capital stock, to exercise all of the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons

for that purpose from time to time, and to the same extent as natural persons might or could do.

(k) To promote or to aid in any manner, financially or otherwise, any person, firm, corporation or association of which shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held, directly or indirectly, by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(l) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking or as including the business purpose of a commercial bank, savings bank or trust company.

(m) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Idaho as the same are now in force, or may be hereafter amended.

(n) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign, or otherwise dispose of any, generally, to invest, trade, deal in and with oil royalties, mineral rights of all kinds, oil, gas, and mineral leases, and all rights and interests therein and, in general, products of the earth and deposits, both subsoil and surface, of every nature and description.

(o) To carry on any business whatsoever, either as principal or as agent, or both, or as a partnership, which this

corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state and other states; in the District of Columbia, in the territories and colonies of the United States and in foreign countries.

(p) To have, exercise, use and employ the authority specified in Section 30-114, Idaho Code, and to have, exercise, use and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within and without the state, and within or without said United States of America.

ARTICLE V

That the total authorized number of par value shares of this corporation shall be Ten Thousand (10,000) shares, each of a par value of One and No/100 Dollars (\$1.00), and the aggregate par value of Ten Thousand and No/100 Dollars (\$10,000.00) which said shares shall be common stock and shall not be subject to assessment.

ARTICLE VI

That the names and post office address of each of the incorporators, and the number of shares subscribed by each set opposite their respective names are:

NAME	ADDRESS	NO. SHARES	AMOUNT
George McMichael	307 Chestnut Nampa, ID 83651	1	\$1.00
Eileen McMichael	307 Chestnut Nampa, ID 83651	1	\$1.00
Robert M. Kearns	Route 4, Box 4431 Nampa, ID 83651	1	\$1.00

#### ARTICLE VII

The first Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-laws; provided, however, that the number of directors constituting a Board shall not be less than three (3) nor more than seven (7).

#### ARTICLE VIII

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

#### ARTICLE IX

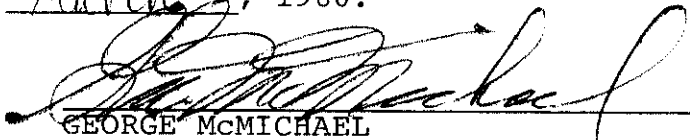
All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho.

#### ARTICLE X

No shareholder of the corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of the corporation authorized by these Articles of Incorporation or by any amended Article duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.



IN WITNESS WHEREOF, We have signed in triplicate these  
Articles this 26<sup>th</sup> day of March, 1980.

  
GEORGE McMICHAEL

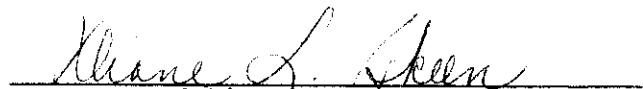
  
EILEEN McMICHAEL

  
ROBERT M. KEARNS

STATE OF IDAHO                    )  
  ) ss.  
County of Ada                    )

On this 26<sup>th</sup> day of March, 1980, before me, the  
undersigned, a notary public in and for said county and state,  
personally appeared GEORGE McMICHAEL, EILEEN McMICHAEL, and  
ROBERT M. KEARNS, known to me to be the persons whose names  
are subscribed to the foregoing instrument, and acknowledged to  
me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal on the day and year first hereinabove  
set forth.

  
Notary Public for Idaho  
Residing at Boise, Idaho