

Department of State.

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

SALT LAKE BARTILE CORPORATION

a corporation duly organized and existing under the laws of **Utah** 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 **26th** day of **July** 19**58**, a properly authenticated copy of its articles of incorporation, and on the **28th** day of **July** 19**58**, a designation of **Kenneth K. Cole** in the County of **Bonneville** 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 **26th** day of **July**, A.D. 19 **58**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the
articles of incorporation if the

SALT LAKE BARTILE CORPORATION

AS APPEARS of record IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

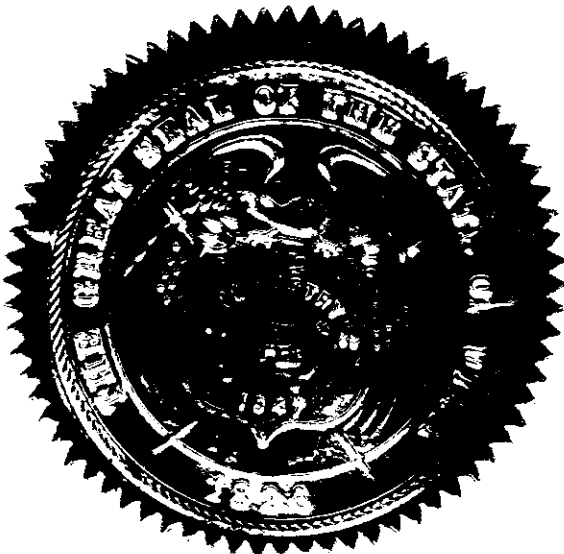
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS 16th DAY OF

July 19 58

Lamont F. Toronto
SECRETARY OF STATE

BY Wendell L. Catlett
DEPUTY



ARTICLES OF INCORPORATION

11

SALT LAKE BARTILE CORPORATION

Know all men by these presents, that we the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Utah and do hereby declare, agree to, and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be: SALT LAKE BARTILE CORPORATION.

ARTICLE II.

Place of Incorporation

This corporation is organized at Salt Lake City, Salt Lake County, State of Utah.

ARTICLE III.

Incorporators

The names and places of residence of the incorporators of this corporation are as follows:

<u>Name of Incorporators</u>	<u>Place of Residence</u>
Ralph Reid	Salt Lake City, Utah
K. K. Cole	Salt Lake City, Utah
Langdon Bramlett	Salt Lake City, Utah
R. V. Bowles	Salt Lake City, Utah
Lewis Evans	Salt Lake City, Utah

ARTICLE IV.

Duration

This corporation shall exist for one hundred (100) years from the date of its incorporation, unless sooner dissolved as provided by law.

ARTICLE V.

Purposes, Pursuits, Powers and Objectives of the Corporation

The powers, business and pursuits of this corporation, and the purposes and objectives for which it is organized are as follows:

1. To establish, maintain and conduct the business of buying, selling, manufacturing, producing, distributing, owning, renting, operating, or contracting for the installation of building materials, bartile type roofs, all other roofing materials, building tools, equipment and fixtures of what ever kind and nature, and do all things incident thereto, within the State of Utah or outside the State and

either at wholesale, retail, or free samples as permitted by law; and not in any way limiting the general purposes and powers of said corporation, to do any and all things which an individual might do under the law, incident to and in any manner pertaining to the furtherance of the general objectives set forth in these entire Articles.

2. To seek and obtain various methods of improving the building and construction industry; to buy, own, lease or rent real estate, buildings, warehouses, shops, factories, plants, equipment, machinery, furniture, tools, books and all other real or personal property of whatever kind or nature; and in general, to carry on and undertake the business and to all things incident to and in connection with the purposes, powers, pursuits and objectives set forth by these Articles.

3. To warehouse, store, sell, mortgage, give away or otherwise dispose of and turn to account any assets acquired by said corporation.

4. To have the power to purchase other businesses; to purchase shares of stock or securities, and the like in other corporations; to guarantee securities in other corporation and the like, consistent with the law.

5. To acquire, use and dispose of patents, trademarks, copy-rights, franchises, licenses, and distributing agencies.

6. To do business through branch offices and subsidiaries either within the State of Utah or elsewhere including foreign countries.

7. To acquire and dispose of shares of stock and securities of this corporation and also other corporations; and also to aid other corporations.

8. To borrow and raise money and incidentally to issue bonds and execute notes, and mortgages and to issue corporate stock in payment of any corporate obligations.

9. To conduct business anywhere and to maintain offices everywhere.

10. To acquire and dispose of any stock, bonds, or notes of this corporation or any other; to acquire the good-will, rights, assets and property, and to undertake and assume the whole or any part of the obligations or liabilities of any person, business firm, association or corporation, not contrary to law.

11. To acquire in any manner, hold, improve, manage, operate, lease, grant, bargain, sell, assign, transfer, convey, exchange, mortgage, hypothecate, pledge or otherwise dispose of, or encumber real or personal property of every kind whatsoever, or any right, title or interest therein whether said property be directly connected with the general purposes of this said corporation or not.

12. To borrow or raise monies for any of the purposes of this corporation, and, from time to time without limit as to amount, to draw, make, accept, endorse,

execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non negotiable instruments and evidences of indebtedness, and to secure the principal and interest thereof by mortgages upon, or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation.

13. To make any and all sorts of contracts or instruments without limit as to amount, to carry out the purposes of this corporation; the same to be executed as determined by the board of directors.

14. To purchase or acquire by gift or otherwise any of the capital stock of this or any other corporation, and the stock thus acquired may be sold, used, or disposed of as the board of directors may deem expedient.

15. To issue shares of the capital stock of this corporation in payment of, or for, any debt or obligation of this corporation or for the purpose of acquiring and paying for any real or personal property for the use and benefit of this corporation.

16. To conduct research laboratories and regardless of source, to acquire any inventions, formulae, processes, patents, trademarks, or copyrights, or right to acquire or issue permission or license to use any of the aforesaid, which may be capable of being used for any purposes of this corporation and to exercise, develop, and turn to account such inventions, formulae, patents, processes, trademarks, copyrights, or good will.

17. The foregoing powers are in furtherance, and not in limitation of the general powers conferred by the laws of the State of Utah and by the principles of the common law, and the corporation shall also have such general and special powers as may be reasonable, or necessarily implied for the operation of the corporate business.

18. To carry on any business in connection with the foregoing and to do any and all of these and other acts and things convenient, necessary, or incidental to the proper carrying out of the pursuits and business and the performance of the powers set forth in these Articles, in the same manner and to the same extent that a natural person might or could do whether in the State of Utah or elsewhere, but always in conformity to open law; it being expressly provided that the objectives and purposes specified in the foregoing clauses shall in no way be limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objectives and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent objectives and purposes; and it being expressly provided that the foregoing clauses shall be con-

strued both as objectives and powers, and that the foregoing enumeration of specific rights shall not be held to limit or restrict in any manner the powers of this corporation, but are set forth as special powers and rights, and not as restrictions on the scope of authority, and said powers are to be construed in connection with an in conjunction with all powers which may be implied by law and reasonably necessary for the conduct of the business of this corporation, and which may not be contrary to law. If any part of these Articles shall be determined illegal or unlawful, then the remaining provisions shall nevertheless be deemed lawful and valid and construed accordingly.

ARTICLE VI.

Place of Business

This corporation shall have its initial general place of business at Salt Lake City, County of Salt Lake, State of Utah, but said place of business may be established at any other location both within and outside the State of Utah, as the Board of directors may direct.

ARTICLE VII

Capital Stock

This corporation is organized with the capital stock of Five Thousand (5,000) shares at a par value of One Dollar (\$1.00) per share, consisting entirely of non-assessable common stock.

ARTICLE VIII

Stock Subscriptions

The amount of the capital stock for which each incorporator of this corporation has subscribed is as follows:

Name of Incorporators	Address	No. of Shares
Ralph Reid	Salt Lake City, Utah	1,000
X. K. Cole	Salt Lake City, Utah	1,000
Langdon Bramlett	Salt Lake City, Utah	1,000
R. V. Bowles	Salt Lake City, Utah	1,000
Lewis Evans	Salt Lake City, Utah	1,000

ARTICLE IX

Transfer of Stock

Shares of stock in the corporation, evidenced by properly executed and sealed certificates, shall be freely transferable and assignable; (a) by delivery of a certificate indorsed either in blank or to a specified person by the person appearing by the certificate to be the owner of the shares represented thereby; or (b) by delivery of the certificate and a separate document containing a written assignment of the certificate or a power of attorney to sell, assign or transfer the

same for the shares represented thereon, signed by the person appearing on the certificate as the owner of the shares represented thereby; such assignment or power of attorney may be either in blank or to a specified person; (c) by operation of law, by a court of competent jurisdiction or of proper jurisdiction.

The secretary of the corporation shall receive the foregoing evidence of transfer, cancel the transferred certificate, register the transferee in the stock ledger and issue a new certificate to transferee in lieu of the said cancelled certificate.

ARTICLE I

Officers

The officers of this corporation shall be: President, Vice-President, Secretary and Treasurer.

1. The offices of secretary and treasurer may be held by one person or may be two separate offices, each respectively held by separate individuals.

2. The board of directors will consist of three and from which said board of directors, the aforesaid officers except the secretary shall be selected by a majority vote of said board of directors.

3. The term of office of the directors shall be three (3) years except that at the election of officers in February, 1949 one director shall be elected for the term of one year; one for the term of two years; one for the term of three years; and they shall hold office until their successor shall have been elected and qualified; and their qualifications shall be that they must be the owner of at least 100 shares of stock in said corporation, except the secretary who may or may not be a stockholder.

4. The first election of directors shall be held in the year 1949, and one director shall be elected annually thereafter at the annual meeting of the members of this corporation, held for that purpose, for a term of three years, provided that any vacancy caused by death or otherwise from the directors shall be filled by appointment by the remaining directors until the next annual meeting and then by election for the unexpired term at the said annual meeting. The president, vice-president, secretary and treasurer shall be elected annually by the board of directors, the president, vice-president and treasurer from their own number.

5. The following named persons shall constitute the first board of directors and hold the office set opposite their names from the date hereof until the first annual meeting of the stockholders of this corporation and until their successors are elected and shall be fully qualified.

Name of Officer

Ralph Reid

Office

Director- President

Lewis Evans

Director - Vice-President

H. V. Bowen

Director - Treasurer

Langdon Brandt shall serve as Secretary and will not be a director.

ARTICLE VI.

Stockholder Meetings

The first annual meeting of the stockholders of this corporation for the election of officers and for the transaction of all business lawfully before it, shall be held at the office of this corporation in Salt Lake County, State of Utah, unless a ten day notice of a different place of meeting is mailed to the stockholders. This meeting shall be held on the first Monday of February in the year 1949, at the hour of eight o'clock p.m. on said day and annually thereafter at the same time and place unless another place is designated by notice as provided for herein, for the purpose of conducting such corporate business and making such annual reports as may be proper. No notice need be given of the annual meeting of the stockholders except for the change in place of meeting of the stockholders except for the change in place of meeting as heretofore provided. Time and place of the annual meeting of stockholders may be changed by resolution of the board of directors, provided written notice thereof is given to each stockholder at least ten days prior to the new date which has been set.

The board of directors of said corporation shall be elected by a favorable vote of the majority of the issued capital stock. Except for the initial board of directors and officers set forth herein, who shall take office upon the issuance of this corporate charter and hold office until the first annual meeting of the stockholders, subsequent officers thereafter shall hold office for a period of one (1) year as heretofore provided, and shall take office on the first day of the next month, following their election, or as soon thereafter as they may qualify. After the directors, constituting the board have been elected, a selection of the officers shall be made from the personnel of this board of directors. A majority vote of the elected directors shall be necessary to elect the said officers of the corporation, and each director shall be entitled to one (1) vote on such matters.

The failure to hold the annual meeting of the stockholders at the time appointed therefore, shall not prevent the holding of such meeting at a subsequent time upon notice or a call by the president or by two (2) directors; or by the written request of any stockholder after a lapse of three months from the date of the regular meeting, by a notice to be given by the secretary at least fifteen (15) days prior to the date set for said meeting. Said notice shall be written and mailed

to the last known address of each stockholder. The failure to hold any meeting for the election of officers shall not affect the tenure of officers so holding office, but such officers shall continue in office until their successors are elected and qualify. Quorum for stockholders' meeting shall be fifty-one per cent (51%) of issue stock except as provided otherwise.

Special stockholders' meetings may be called by a majority of the board of directors, or by the holders of a majority of the issued stock as shown by the books of the corporation. Every such call may be addressed to the secretary, stating the object or the purpose for which the meeting is called; whereupon the secretary shall give at least fifteen (15) days notice of such meeting in the manner provided in these articles, which notice shall state the purpose of the meeting and by whom or what authority the same is called.

The board of directors, officers of the corporation, agents and employees of the corporation may receive a compensation for services rendered, together with an expense allowance incurred on the behalf of the corporation, and in pursuit of the corporate business. The compensations and salaries of the board of directors other than officers of the corporation shall be determined and fixed by a majority vote of the issued capital stock. All other salaries, commissions and expenses of officers, agents and employees of the corporation shall be determined, fixed and approved by a majority vote of the board of directors.

ARTICLE XII

Board of Directors

Meeting of the board of directors for the transaction of any business of this corporation may be held at the principal office or at such reasonable, convenient place as the president may otherwise direct, within the vicinity of the principal place of business, county of Salt Lake, State of Utah; or at such other place either in within or without the state of Utah, as the board of directors may by resolution or by-law provide. Except as otherwise herein provided, two directors shall constitute a quorum, if three directors have been elected, and a favorable majority vote of the quorum shall be necessary to conduct corporate business. All directors shall be given ample and reasonable notice of any special meetings of the board of directors, excepting only in cases of emergency wherein such notice may cause a delay resulting in a serious injury or loss to the corporation's welfare.

Quorum of the board of directors as heretofore specified shall have full power to appoint a general manager and other agents and servants of the corporation, fix their compensation and remove them at pleasure; nothing in these Articles shall

preclude one of the directors from being appointed general manager and receiving a separate salary for the performance of said service. The board of directors shall have full power to do all things which may be reasonably necessary and within the laws heretofore set forth, for the benefit of said corporation. Members of the board of directors may deal with the corporation in the same manner as any other person, and no such transaction shall be questioned solely because of its being made with a member of the board of directors.

Any resolution or proposition may be reduced to writing and signed by all the members of the board of directors without holding a formal meeting of the directors, and when filed or recorded by the secretary of this corporation shall be valid and binding as the act of the board of directors to the same extent as though such resolution or proposition had been duly adopted at a regularly called meeting of the board of directors.

ARTICLE XIII

Individual Exemption

The private property of the stockholders of this corporation shall not be liable for the debts and obligations of this corporation.

ARTICLE XIV.

Amendments of Articles

These Articles of Incorporation may be changed, altered or amended at any annual meeting of the stockholders or at any special meeting called for the purpose, by a vote of two-thirds majority of the stockholders, however, a fifteen (15) days notice of intention to amend the Articles should be given prior to said annual or special stockholders meetings.

ARTICLE XV

By-Laws

The board of directors may draw up and propose a set of by-laws by which the administrative affairs of this corporation shall be conducted other than as specified in these Articles.

ARTICLE XVI

Amendments of By-Laws

The by-laws of this corporation may be amended and changed at any authorized meeting of the stockholders or board of directors by a majority of the issued stock or majority of the quorum, as the case may be.

IN WITNESS WHEREOF, we the undersigned, incorporators have set our hands and seals hereto on respective dates set opposite our signatures.

NAME	ADDRESS	DATE
/s/ Ralph Reid (seal)	Salt Lake City, Utah	June 15, 1948
/s/ K. X. Cole "	Salt Lake City, Utah	"
/s/ Langdon Bramlett (seal)	Salt Lake City, Utah	"
/s/ R. V. Bowles (seal)	Salt Lake City, Utah	"
/s/ Lewis Evans (seal)	Salt Lake City, Utah	"

AFFIDAVIT AND REPORT

State of Utah : ss
County of Salt Lake :

Ralph Reid, Lewis Evans and R. V. Bowles, being first duly sworn, depose and say:

1. That they are three of the incorporators of the SALT LAKE BARTILE CORPORATION; that they have commenced and it is their bona fide intention to carry on the business mentioned in the Articles of Incorporation, and that the affiants verily believe that each party to the Articles of Incorporation has paid or is able to pay and will pay the amount of capital stock subscribed for by them; that at least ten per cent (10%) of the capital stock subscribed by each stockholder and not less than ten per cent (10%) of the capital stock of the corporation has been paid in.

2. Further affiants state that the entire issue of stock is represented by cash or promissory notes to pay cash; and that the entire issue of stock is represented in the following amounts: \$5,000 (\$1.00 par per share) cash and notes. No unissued stock.

3. This affidavit is made in compliance with Sections 18-2-6, 18-2-7, 18-2-10 of the Utah Code Annotated, 1947.

Further affiants saveth not.

/s/ Ralph Reid
Ralph Reid, President

/s/ Lewis Evans,
Lewis Evans, Vice president

/s/ R. V. Bowles
R. V. Bowles, Treasurer

Subscribed and sworn to before me this 15th day of June, 1948.

(Seal

My Commission expires
Sept. 11, 1950.

/s/ George C. Morris,
Notary Public, Residing At
Salt Lake City, Utah

ENDORSED NUMBER 15265 STATE OF UTAH SALT LAKE COUNTY CORPORATION ARTICLES OF INCORPORATION OF SALT LAKE BARTILE CORPORATION Filed in the Clerk's Office, Salt Lake County, Utah, June 17, 1948. Alvin Keddington, County Clerk. By Betty L. Boren, Deputy

STATE OF UTAH

COUNTY OF SALT LAKE

ss.

I, Alvin Keddington, Clerk in and for the County of Salt Lake in the State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the Articles of Incorporation and Oath of Incorporators, duly acknowledged, of

Articles of Incorporation

of the

Salt Lake Bartile Corporation

No 15265

as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal, this 17th
day of June, A. D. 1948.

Alvin Keddington Clerk

By Betty L. Boner
Deputy Clerk

STATE OF UTAH
COUNTY OF SALT LAKE

ss.

I, Alvin Keddington, County Clerk in and for the County of Salt Lake, State of Utah,
do hereby certify that the

Articles of Incorporation
of the
Salt Lake Durable Corporation
No. 15265

has duly filed in my office the Agreement of Incorporation, duly acknowledged, together with
the Oath of the Incorporators and Oath of Office of each Officer, as required by Utah Code
Annotated 1943.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal, this 17th
day of June, A. D. 1948

Alvin Keddington Clerk

By Betty L. Roarum Deputy Clerk

Seal