

FILED

Dec 31 1 15 PM '97

SECRETARY OF STATE
STATE OF IDAHO

PSG

P.S.G. Precision Steel and Gypsum, Inc.
2519 N. Middleton Rd. • Nampa • ID 83651
Phone 208-468-6659

Dec 30 3 57 PM '97

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF

P.S.G., PRECISION STEEL & GYPSUM, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter, started, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST - NAME:

The name of the corporation is ^{P.S.G.}PRECISION STEEL & GYPSUM, INC.

SECOND - DURATION:

The corporation is to have perpetual existence.

THIRD - PURPOSE:

The corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Section 30-1-3).

The authorized amount of capital of this corporation shall be and is 100,000 shares of common stock with a par value of \$10.00 each, making an authorized aggregate capital stock of \$1,000,000, which stock shall not be issued until fully paid for and once so issued shall be nonassessable. There shall be only one class of shares.

FOURTH - PREEMPTIVE AND PREFERENTIAL RIGHTS:

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

IDAHO SECRETARY OF STATE

FIFTH - INITIAL REGISTERED OFFICE AND AGENT:

The location and street address of the initial registered office of the corporation is 2519 North Middleton Road, Nampa, Idaho 83651. The initial registered agent for the corporation is Richard Patrick Stokes.

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SIXTH - DIRECTOR(S):

The number of Directors of the corporation shall be specified by the By-laws, and such numbers may be from time to time be increased or decreased in such manner as may be prescribed in the By-laws, provided the number of Directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. The initial number of Directors shall be two (2), who shall serve until the first annual meeting of shareholders or until the organizational meeting, whichever shall first occur, and who shall be:

<u>Name</u>	<u>Address</u>
Richard Patrick Stokes	2320 Meadow Caldwell, Idaho 83605
John Michael Savoy, Sr.	2519 N. Middleton Road Nampa, Idaho 83651

SEVENTH - INCORPORATORS:

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Richard Patrick Stokes	Same
John Michael Savoy, Sr.	Same

EIGHTH - OTHER PROVISIONS:

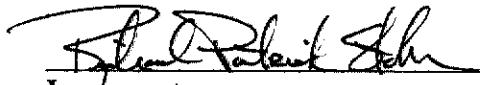
8.1 Transactions Between Corporations, Officers, and Directors

Without in any way limiting provisions of Idaho law, no contract or other transaction between the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and, any Director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

8.2 Shareholder Liability

Without in any way limiting the provisions of Idaho law, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

IN WITNESS THEREOF, we, the undersigned Incorporators, have hereunto set our hands and seals effective as of the 30th day of December, 1997.


Incorporator


Incorporator