



**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

I, **ARNOLD WILLIAMS**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

PERIN ALUMINUM COMPANY (PALCO)

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 **Fifth** day of **October**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Fifth** day of **October**, 19**64**, a designation of **James Norris** 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 **5th** day of **October**, A.D. 19 **64**.

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 and any amendments thereto of

FERRIN ALUMINUM COMPANY

(FALCO)

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 Eighth DAY OF

September 19 64

Lamont F. Toronto

SECRETARY OF STATE

BY Mendell L. Cottrell

DEPUTY

36614

ARTICLES OF INCORPORATION

OF

FERRIN ALUMINUM COMPANY

(FALCO)



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the state of Utah, and we hereby agree as follows:

ARTICLE I

Name of Corporation

The name of the corporation shall be:

FERRIN ALUMINUM COMPANY (FALCO)

ARTICLE II

Incorporators

<u>Name</u>	<u>Residence</u>	<u>Common Voting Stock</u>
Jack F. Ferrin	Salt Lake City, Utah	1
K. Jay Holdsworth	Salt Lake City, Utah	14,999
John F. Lee	Salt Lake City, Utah	14,999
Margo L. Dazley	Centerville, Utah	1
Jane Roberts	Salt Lake City, Utah	1

ARTICLE III

Duration

The time of duration of this corporation shall be perpetual.

ARTICLE IV

Objects and Purposes

The pursuit and business agreed upon and the object of this corporation in general terms shall be to operate a business for the distribution of aluminum building materials. This corporation may manufacture, buy, sell, prepare for market, fabricate, transport, contract to furnish, and generally deal in and deal with at wholesale and retail, and on commission or otherwise, building supplies and materials of aluminum and of all other kinds and descriptions, for use in connection with construction work; it may conduct and carry on a business of general contracting and building; it may design, plan, erect, construct, equip, alter, rebuild, remodel, improve and repair all kinds of houses, buildings and other structures or parts thereof and works and excavations therefor; it may employ mechanics, laborers, artisans and workmen and shall make contracts and subcontracts for work and materials; it shall manufacture, buy, sell and deal in materials necessary in connection with the business of the corporation; it may own, manage, operate, lease, purchase and sell buildings and generally transact all business of a similar nature necessary or incidental to the purposes aforesaid and it may do all things necessary or incidental thereto or connected with the business of contracting and building.

The corporation shall have the power:

A. To buy, sell, deal in and distribute all types of aluminum building materials, accessories and products, to operate

warehouses and equipment, and to advise proper procedures for the use of aluminum building materials and accessories either in its own operation or in conjunction with others.

B. To purchase, sell, mortgage, hypothecate, pledge, lease or otherwise acquire, encumber, dispose of, deal in, on its own behalf and as agent or broker for others, all kinds and character of property, real, personal or mixed and while the owner thereof to exercise all the rights, powers and privileges of ownership.

C. To borrow and lend money, with or without security and without limit as to the amount, and to endorse or otherwise guarantee the obligations of others; to issue notes, bonds, debentures, warrants and other negotiable or transferable instruments, or other obligations of the corporation, and to secure the same by mortgage, pledge, deed, indenture, agreement or other instrument of trust or by lien upon, assignment of or agreement in regard to all or any part of the property of the corporation wherever situated, whether now owned or hereafter acquired.

D. To guarantee the payment of dividends or interest on any shares of stock or securities issued by it or by any other corporation or business enterprise whenever necessary for business of the corporation.

E. To establish agencies, offices and branches that have power to conduct business in any state, territory, or foreign country as the Board of Directors may from time to time determine.

F. To subscribe for, purchase or otherwise acquire and hold, with the same rights of ownership as may be permitted to natural persons, the shares, stocks, bonds, warrants, notes,

securities, assets and obligations of any other corporation or corporations; to exchange the shares of stock, notes, bonds, or other evidences of indebtedness of this corporation for the shares of stock, notes, bonds or other evidences of debt of any other corporation; to purchase, own, pledge, transfer or otherwise acquire and dispose of its own stock acquired from stockholders, issued or otherwise, provided, however, that purchases of its own stock shall be made only out of surplus or undivided profits of the corporation or as otherwise permitted by law from time to time.

G. To apply for, acquire, buy, lease, sell, assign, pledge or otherwise acquire or dispose of, to grant licenses for the use of, or otherwise deal in and use patents, patent-rights, privileges, licenses, trade-names and trademarks; to improve secret processes of every sort and description necessary and incidental to the purposes of the corporation; and also to carry on a general warehousing and distribution organization for acquiring and distributing building materials.

H. To acquire or dispose of the stock and trade, good will, franchises or property of any person, partnership or corporation, to pay for the same in cash or in the stock or bonds of this corporation.

The foregoing clauses shall be construed both as to objects and purposes but no recital, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes not inconsistent herewith are hereby

included and that this corporation shall have any and all other powers necessary or incidental to the carrying on of such business and each and all of the powers now conferred or that hereafter may be conferred by the laws of the state of Utah on private corporations.

ARTICLE V

Principal Place of Business

The principal place of business of the corporation shall be in the city and county of Salt Lake, state of Utah, and branch places of business may be established in other places in the state of Utah or elsewhere in this or any other country or territory as the directors may from time to time provide.

ARTICLE VI

Stock

The total number of authorized shares of common voting stock that may be issued by the corporation is Ninety Thousand (90,000) all of which shall have a par value of One Dollar (\$1.00).

The number of shares of common voting stock with which the corporation shall commence business shall be Thirty Thousand One (30,001) shares, subscribed as hereinbefore provided.

The Board of Directors may from time to time establish the consideration for which common voting shares shall be issued or sold.

Each share of common voting stock shall be entitled to one vote, for the purpose of electing directors and all other acts for which vote or approval of stockholders is required or is appropriate under the laws of the state of Utah.

Common voting stock shall participate equally per share in payment of dividends, if any, and in distribution of the assets of the corporation upon dissolution and termination, subject to the rights, powers and privileges otherwise provided.

In the event of any entries or additional issue of common voting stock of the corporation, the holders of the common voting stock of the corporation then outstanding at that time shall have the right to subscribe for such issue in proportion to their holding of common voting stock.

ARTICLE VII

Officers and Directors of the Corporation

A. Officers. The officers of this corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, and such other officers, agents and committees as the Board of Directors may designate, elect and appoint and who shall perform such duties and have such authority as usually pertains to such officers in similar corporations or as may be prescribed by the Board of Directors from time to time, provided that the same person may hold any two or more of the foregoing offices (except that the President shall not also be Vice-President).

B. Qualification of Officers. To be qualified to be President a person must own in his own right, standing in his own name upon the books of the corporation, at least one (1) share of the common voting stock of the corporation.

C. Election of Officers. The officers to serve until the first general election shall be Jack F. Ferrin, President;

K. Jay Holdsworth, Vice-President; and John F. Lee, Secretary and Treasurer. Officers shall be elected at the annual meeting of the directors by ballot of a majority of the directors and by a majority of the directors at such other time as any vacancy occurs.

D. Term of Office for Officers. The President shall serve for one year and until his successor is duly elected and qualified. The Vice-President, Secretary-Treasurer and all other officers of the corporation shall serve at the pleasure of a majority of the directors and until their successors are duly elected and qualified.

E. Resignation of Officers and Directors. Any officer or director may resign by filing his written resignation with the Secretary of the corporation, or in the case of resignation of the Secretary, with the President, and upon acceptance thereof by the Board of Directors, the resignation shall become effective. In case the Board of Directors shall neglect to act upon such resignation within fourteen (14) days after its receipt, the resignation shall become effective and the office deemed vacant.

F. Removal of Officers or Directors. Officers or directors of this corporation may be removed at any time in the manner provided by the laws of the state of Utah for removal of officers or directors, or by a vote of a majority of the outstanding common voting stock of the corporation at a meeting of the stockholders called for that purpose.

G. Directors of the Corporation. The corporation shall have not less than three (3) nor more than seven (7) directors.

The directors to serve until the first general election by the stockholders shall be Jack F. Ferrin, K. Jay Holdsworth and John F. Lee. New directors may be added up to the limit of seven (7) by a majority vote of the Board of Directors.

H. Manner of Election of Directors and Officers.

Directors shall be elected by ballot of the common voting stock at the annual meeting of the stockholders of the common voting stock, and the persons receiving the highest number of votes shall be declared duly elected. Cumulative voting shall not be permitted.

Within ten (10) days after election, the directors shall meet and elect from among their number a President and a Vice-President. The directors shall likewise elect a Secretary and a Treasurer who need not be from among their number.

I. Term of Office of Directors. Directors shall hold office at the pleasure of the stockholders of the common voting stock and until their successors are duly elected and qualified.

J. Quorum and Meetings of Board of Directors. A majority of the directors shall be necessary to constitute a quorum and the affirmative vote of two or more directors shall be required in order to transact the business and exercise the corporate powers of the corporation.

Meetings of the directors for transaction of any business of the corporation may be held at its principal office in this state. Meetings of the directors may also be held at such places outside of this state or elsewhere within this state as a majority of the directors may, by resolution or by-laws, provide.

A majority of the directors may establish stated meetings to be held at such times and at such places as they may determine from time to time, and after the establishment of the time and place of such meetings, no further notice need be given.

ARTICLE VIII

By-Laws

A majority of the directors may adopt by-laws for the corporation and may amend and repeal the same from time to time.

ARTICLE IX

Personal Liability and Assessments

The private property of the stockholders shall not be liable for its obligations. The common voting stock of this corporation shall be non-assessable, and these Articles shall not be amended so as to render assessable any of the common voting stock without the unanimous consent of all of the holders of all of the outstanding common voting stock proposed to be made assessable.

ARTICLE X

Stockholders' Meetings

The first annual meeting of the stockholders for the election of officers and the transaction of such other business as may come before said meeting shall be held at the office of the corporation in Salt Lake City, Utah, on the second Monday in January, 1961, at the hour of 2:00 o'clock P.M. of said day, and annually thereafter at the same time and place, provided that failure to hold any such annual meeting shall not affect or change any of the corporate rights of this corporation.

Special meetings of the stockholders may be called by any officer or by one director of the corporation.

Notice of such special meetings shall be given by personal notice thereof to each stockholder or by mailing notice to the address of such stockholder at least five (5) days prior to the date and hour of said meeting.

Any notice required to be given any stockholder of this corporation may be waived by written instrument signed by such stockholder.

ARTICLE XI

Amendment to Articles

These Articles may be amended by a majority vote of all of the outstanding common stock of the corporation at a regular or special meeting, provided that notice of the proposed amendment shall be given to all holders of common voting stock not less than five (5) days prior to the date of the meeting at which the same is to be considered; provided, however, that these Articles shall not be amended to alter the immunities of common voting stockholders, as provided in Article IX, without the unanimous consent of all holders of common voting stock.

ARTICLE XII

All of the subscribers to the stock of the corporation are of full age and at least one of them is a resident of the state of Utah.

IN WITNESS WHEREOF, the parties have executed this Agreement this 12th day of April, 1960.

x Jack F. Ferrin
Jack F. Ferrin

K. Jay Holdsworth
K. Jay Holdsworth

John F. Lee
John F. Lee

Margo L. Dazley
Margo L. Dazley

Jane Roberts
Jane Roberts

STATE OF UTAH)
 : ss
COUNTY OF SALT LAKE)

JACK F. FERRIN, K. JAY HOLDSWORTH, and JOHN F. LEE,
being each duly sworn, each for himself does say: That he is
one of the incorporators named herein and who subscribed to the
foregoing Articles of FERRIN ALUMINUM COMPANY (FALCO); that it is
the bona fide intention of the parties to said agreement and of
deponents to commence and carry on the business mentioned in the
Articles of Incorporation and that each party verily believes
that he has paid or is able to pay the amount of the capital stock
subscribed for by him and that at least ten percent (10%) of the
stock subscribed by each stockholder and not less than ten percent
(10%) of the stock of all classes of the corporation has been
paid in by the transfer to the corporation of cash, described in
the said Articles.

x Jack F. Ferrin
Jack F. Ferrin

K. Jay Holdsworth
K. Jay Holdsworth

John F. Lee
John F. Lee

Subscribed and sworn to before me this 11th day of April, 1960.

My commission expires:

3-22-64

-11-
LAW OFFICES

FABIAN & CLENDENIN
SUITE 800 CONTINENTAL BANK BUILDING
SALT LAKE CITY 1, UTAH

Salad H. Miller
Notary Public residing in
Salt Lake County, Utah

#36614

Filing Fee: \$1.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF

FERRIN ALUMINUM COMPANY

To The Secretary of State
of the State of Utah

Pursuant to the provisions of Section 16-10-12 or 16-10-110
of the Utah Business Corporation Act, the undersigned corporation,
organized under the laws of the State of _____
submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State
of Utah:

FIRST: The name of the corporation is Ferrin Aluminum Company

SECOND: The address of its present registered office is _____
120 West 3300 South, Salt Lake City, Utah

THIRD: The address to which its registered office is to be
change is same---120 West 3300 South, Salt Lake City, Utah

FOURTH: The name of its present registered agent is _____
the corporation

FIFTH: The name of its successor registered agent is _____
Jack F. Ferrin, President

SIXTH: The address of its registered office and the address
of the business office of its registered agent, as changed, will be
identical.

SEVENTH: Such change was authorized by resolution duly adopted
by its board of directors.

Dated Sept 13, 19 63

FERRIN ALUMINUM COMPANY (Note 1)

By Jack F. Ferrin (Note 2)

Its President

over

STATE OF UTAH)
COUNTY OF Salt Lake) SS

I, Thomas A. Duffin, A NOTARY PUBLIC do hereby
certify that on this 13 day of September, 1963,
personally appeared before me Jack Ferrin, who, being
by me first duly sworn, declared that he is the President
of Ferrin Aluminum Company
That he signed the foregoing document as President
of the corporation, and that the statements therein contained are
true.

In witness whereof I have hereunto set my hand and seal this
13 day of September, A.D. 1963.

My commission expires September 13, 1964.

Thomas A. Duffin
Notary Public

- Notes:
1. Exact corporate name of corporation making the statement.
 2. Signature and title of officer signing for the corporation. Must be President or Vice-President.