



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

MATTHEWS' SUPPLY CO., INC.

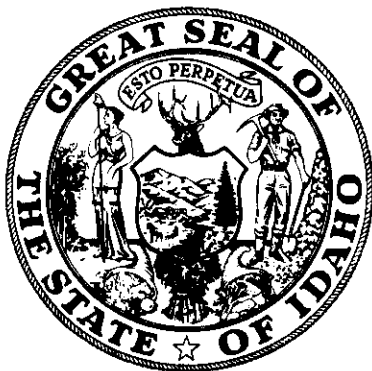
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MATTHEWS' SUPPLY CO., 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 7, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

MAY 7 4 12 PM '80
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

MATTHEWS' SON ROOFING CO., INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is MATTHEWS' SON ROOFING CO., INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

1. To purchase, sell, and deal in, apply, lay, construct, install, and repair roofing, whether of tin, copper, or other metal, slate, wood, tile, paper, tar, slag, gravel, composition, or other substance, and all kinds of roofing materials and supplies, cornices, ventilators, smoke pipes and stacks, dust collectors, leaders, gutters, valleys, and all parts and things used in the construction of buildings.

2. To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is twenty thousand (20,000) shares of the par value of One Dollar (\$1.00).

Restriction on Transferability of Stock: The holders of the stock of this corporation shall be entitled to sell their shares of stock on the open market subject to the following conditions:

1. Before the stock is offered for sale on the open market, the stock must first be offered to the corporation at a price not exceeding the fair value of the stock;

2. If the corporation does not purchase the stock so offered, the stock must be offered to the remaining shareholders at a price not exceeding the fair value of the stock;

3. The corporation has the right to redeem the stock of a deceased shareholder at a price not exceeding the fair value of the stock at the end of the month preceding the month in which the shareholder died;

4. If the corporation does not redeem the stock of a deceased shareholder, the remaining shareholders shall have the right to purchase the stock at a price not exceeding the fair market value of the stock at the end of the month preceding the month in which the shareholder died.

FIFTH: The address of the initial registered office of the corporation is 5221 Wolfe, Boise, Idaho 83705, and the name of its initial registered agent at such address is Madison L. Campbell, Jr.

SIXTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

Madison L. Campbell, Jr. 5221 Wolfe
Boise, Idaho 83705

Janice W. Campbell 5221 Wolfe
Boise, Idaho 83705

SEVENTH: The name and address of each incorporator
is as follows:

Madison L. Campbell, Jr. 5221 Wolfe
Boise, Idaho

Janice W. Campbell 5221 Wolfe
Boise, Idaho 83705

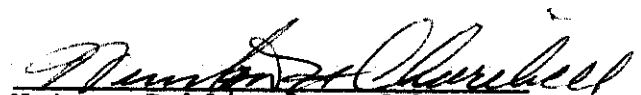

Madison L. Campbell, Jr.


Janice W. Campbell

STATE OF IDAHO)
 :ss
County of Ada)

On this 5th day of May, 1980, before me, a
notary public for said state, personally appeared
MADISON L. CAMPBELL, JR., and JANICE W. CAMPBELL, known
to me to be the persons whose names are subscribed to
the within instrument, and acknowledged to me that they
executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and seal the day and year in this certificate above written.


Notary Public for Idaho
Residing at Boise, Idaho