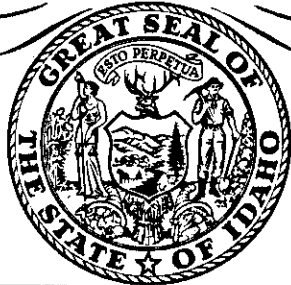


# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

#### SMITH ROOFING COMPANY, INCORPORATED

was filed in the office of the Secretary of State on the **Sixteenth** day of **May**, A.D. One Thousand Nine Hundred **Sixty**, and duly recorded on Film No. **111** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

**Fifty years** from the date hereof, with its registered office in this State located at **Twin Falls,** in the County of **Twin Falls.**

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 **16th** day of **May**, A.D., 19 **60**.

Secretary of State.

1 ARTICLES OF INCORPORATION OF SMITH ROOFING COMPANY, INCORPORATED,  
2 Twin Falls, Idaho.  
3

4 We, the undersigned, hereby mutually agree to unite and  
5 associate ourselves as a corporation, and for such purpose we  
6 hereby make, execute and adopt the following Articles of  
7 INCORPORATION.  
8

9 ARTICLE I. The name of the corporation shall be SMITH  
10 ROOFING COMPANY, INCORPORATED.  
11

12 ARTICLE II. The period of the existence of and the duration  
13 of the life of this corporation shall be 50 years.

14 ARTICLE III. The principal place of business and office of this  
15 corporation shall be at the city of Twin Falls, County of Twin  
16 Falls and State of Idaho.

17 ARTICLE IV. The corporation shall have no seal.

18 ARTICLE V. The objects and purposes of this corporation  
19 shall be: To conduct a general roofing business which shall  
20 consist of but be not limited to the construction and repair  
21 of all types of roofs and roofing on any type of building or  
22 structure. To own, buy, sell or mortgage real property.

23 To engage in any phase of the building trade, which shall  
24 consist of but be not limited to the erection, construction,  
25 remodeling, and repair of any building or structure, either  
26 commercial or residence.

27 To install or repair or to construct for the installation and  
28 repair of heating, plumbing, and/or electrical wiring in any  
29 building or structure.

30 To buy, sell, exchange or to own for the purpose of sale, any  
31 and all types of household appliances or heating appliances.

32 To buy, sell, exchange or to own for the purpose of sale, all  
types of building materials, lumber, shingles, cement, roofing  
and roofing materials and hardware.

1 ARTICLE VI. The business and prudential offices of this  
2 corporation shall be managed and controlled by a board of  
3 three (3) directors to be elected annually at the annual  
4 meeting of the stockholders.

5 ARTICLE VII. The names and residences of the persons who  
6 have been selected as the board of directors to manage  
7 the business and prudential affairs of this corporation for  
8 the first year are as follows:

9 NAME	RESIDENCE
10 Donald L. Frazier,	Twin Falls, Idaho
11 Robert G. Fisher,	Twin Falls, Idaho
12 Edythe Marie Frazier,	Twin Falls, Idaho

13 ARTICLE VIII. The annual meeting of the stockholders for  
14 the election of directors and for the transaction of other  
15 business shall be held at the office of the corporation on  
16 the first Saturday in January, 1961, and on the first Saturday  
17 of January in each year thereafter. The vote in the election  
18 for directors shall be by ballot, and the election may be  
19 conducted in such manner and form as may be provided by  
20 the by-laws. One director shall be elected for three year  
21 term; one director shall be elected for a two-year term, and  
22 one director shall be elected for a one-year term and each  
23 director shall hold office until their successors are elected.  
24 At the first annual meeting thereafter, one director shall  
25 be elected for the term of three years and at each annual  
26 election thereafter, one director shall be elected for the term  
27 of three years, the intention being that one-third of such board  
28 of directors shall be elected annually.

29 ARTICLE IX. In all elections for directors each stockholder  
30 shall be entitled to one vote for each share of stock owned  
31 by him for director.

32 ARTICLE X. The capital stock of this corporation shall be  
\$25,000.00 which shall be all common stock. The common stock  
shall be 25,000 shares, of the par value of \$1.00 per share.

1 All stock shall be registered.

2 ARTICLE XI. Immediately upon the election of directors and the  
3 adjournment of the stockholders' meetings, or as soon thereafter  
4 as convenient, the directors so elected shall meet and organ-  
5 ize by electing one of their number president, and one of  
6 their number vice-president and by electing from their  
7 number or from the stockholders (the same person if desired) a  
8 secretary and treasurer, each of whom shall perform such  
9 duties and powers as generally appertain to such offices and  
10 as may be stated or required of them by the by-laws or by  
11 the board of directors.

12 ARTICLE VII. All stockholders must vote in person and can  
13 not vote by proxy, and all persons holding in a fiduciary  
14 capacity, shall be entitled to vote the shares so held by them;  
15 and all persons whose stock has been pledged shall be entitled  
16 to vote the same unless the transfer of stock on the books of  
17 the corporation shall show that the pledge is entitled to vote the  
18 same, and in all such cases, the pledgee only shall have the right  
19 to vote such stock.

20 ARTICLE XIII. This corporation shall have and hold a lien on  
21 all stock subscribed to secure the payment of subscriptions,  
22 and no sale or transfer of stock or shares shall avoid such  
23 lien; and as against this corporation, no sale or transfer of  
24 stock shall be valid and convey title to the shares unless entered  
25 upon the books of the corporation as required by the by-laws.

26 ARTICLE XIV. No single person or corporation shall subscribe  
27 for, own or hold at any one time more than 50 per cent of the  
28 capital stock of this corporation that may be outstanding.

29 ARTICLE XV. The subscriptions for and the ownership of all  
30 stock in this corporation, are made and taken upon the con-  
31 dition that any holder of stock desiring to sell the same shall  
32 first offer his stock to the corporation at his lowest price  
and the corporation shall have 90 days in which to exercise

1 its option to purchase the same. On its refusal to purchase,  
2 the stockholders shall have 30 days to exercise their option  
3 to purchase said stock at said price. After the expiration of  
4 such time, the stockholder shall be free to make any other sale  
5 of his stock.

6 ARTICLE XVI. The greatest amount of indebtedness to which this  
7 corporation may at any time subject itself, shall not exceed  
8 two-thirds of the capital stock actually subscribed.

9 ARTICLE XVII. The private property of the stockholders of this  
10 corporation shall not be subject to the payment of the cor-  
11 porate debts in any amount or to any extent whatever.

12 ARTICLE XVIII. The stock of this corporation shall be non-  
13 assessable.

14 ARTICLE XIX. These articles may be changed, altered or amended  
15 at any time at any authorized meeting of the stockholders by a  
16 vote of the stockholders representing a majority of the stock.

17 ARTICLE XX. That if and when the corporation shall desire to  
18 sell to its stockholders any stock over and above the 5000  
19 shares issued at the time of incorporation, each stockholder  
20 shall have the right to purchase in proportion to the stock  
21 owned by each stockholder, as against the total stock issued at  
22 that time. In the event any indebtedness is paid on existing  
23 Agreement of Sale, and the equity of the corporation in the  
24 business operated by it is increased, the corporation may  
25 issue stock to stockholders for such increase in equity, in  
26 proportion to the amount of stock owned by each stockholder, as  
27 against the total amount of stock issued and outstanding.

28 ARTICLE XXI. The names and places of residence of the  
29 incorporating members, the subscribers hereto, and the number  
30 of shares subscribed by each of them in which each agrees to  
31 take, and which is fully paid for, are as follows:  
32

1	NAME	RESIDENCE	SHARES
2	Donald L. Frazier,	Twin Falls, Idaho	2000
3	Robert G. Fisher,	Twin Falls, Idaho	2000
4	Edythe Marie Frazier,	Twin Falls, Idaho	500
5	Elsie L. Fisher,	Twin Falls, Idaho	500

6

7 IN WITNESS WHEREOF, the parties hereto have set their hands

8 this 13<sup>th</sup> day of May, 1960.

9

10

11 Donald L. Frazier

12 Edythe Marie Frazier

13 Robert G. Fisher

14 Elsie L. Fisher

15 STATE OF IDAHO

16 COUNTY OF TWIN FALLS } SS.

17

18 Now on this 13<sup>th</sup> day of May, 1960, before me, the undersigned,

19 a Notary Public for the State of Idaho, and residing at Twin

20 Falls, Idaho, personally appeared Donald L. Frazier, Robert

21 G. Fisher, Edith Marie Frazier and Elsie L. Fisher, known to

22 me to be the persons whose names are subscribed to the above

23 instrument and acknowledged to me that they executed the same.

24 IN WITNESS WHEREOF, I have set my hand and official seal the day

25 and year first above written.

26

27 SEAL Earl E. Walker

28 NOTARY PUBLIC residing at Twin

29 Falls, Idaho.

30

31

32