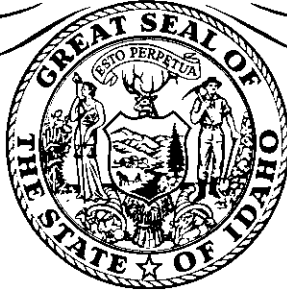


State of Idaho



Department of State.

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

GILMORE STEEL CORPORATION

a corporation duly organized and existing under the laws of **California** 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 **Twelfth** day of **March**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Twelfth** day of **March**, 19 **62**, a designation of **W. D. Eberle, T. H. Eberle or J. L. Eberle** in the County of **Ada** 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 **12th** day of **March**, A.D. 19 **62**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,
this FEB 19 1967



Frank M. Jordan
Secretary of State

By *Charles E. Butler*
Assistant Secretary of State

1 ARTICLES OF INCORPORATION

2 of

3 GILMORE IRON AND STEEL CO.

4 KNOW ALL MEN BY THESE PRESENTS:

5 That we, the undersigned, have this day voluntarily asso-
6 ciated ourselves for the purpose of forming a corporation under
7 the laws of the State of California, and we hereby certify,

8 FIRST: That the name of this corporation is

9 GILMORE IRON AND STEEL CO.

10 SECOND: The purposes for which it is formed are:

11 To engage in the general business of jobbing, purchasing,
12 selling or otherwise disposing of iron and steel products.

13 To do any and all things necessarily connected with the
14 said business.

15 To purchase or otherwise acquire, hold, own, maintain,
16 work, develop, lease, sell, convey or otherwise dispose of without
17 limit as to amount within or without the State of California,
18 and in any part of the world, real and personal property and any
19 interest or rights therein.

20
21 To acquire the good will, rights, property and assets of
22 all kinds, of any person, partnership, association or corporation,
23 or any part thereof and to become a member of any partnership,
24 association or corporation.

25 To lend and advance money on real and personal property
26 and to take and give notes, mortgages, deeds of trust, assign-
27 ments and acquittances thereon and therefor.

28 To incur indebtedness and to issue bonds and obligations
29 and evidences of indebtedness and to give security for the pay-
30 ment of same, and to generally raise, borrow or secure the pay-
31 ment of money in such manner and on such terms as may be expedient.

For the purpose of engaging in, transacting and carrying on any and all kinds of business in which natural persons may lawfully engage.

THIRD: That the place where its principal place of business is to be located shall be the City and County of San Francisco, State of California.

FOURTH: That the term for which it is to exist is fifty years from and after the date of its incorporation.

FIFTH: That the number of its directors shall be three and the names and residences of those who are appointed for the first year are:

<u>NAMES</u>	<u>RESIDENCES</u>
W. G. Gilmore	486 Funston Avenue, San Francisco, Calif.
C. G. Claussen	3042 Gough Street, San Francisco, Calif.
W. F. Postel	256 Santa Clara Ave., San Francisco, Calif.

SIXTH: That the amount of the capital stock of this corporation shall be Fifty Thousand (\$50,000.00) Dollars, divided into Five Hundred (500) shares of the par value of One Hundred (\$100) Dollars each.

SEVENTH: That the amount of said capital stock which has been actually subscribed is three hundred (\$300.00) Dollars and the following are the names of the persons by whom the same has been subscribed:

<u>NAMES OF SUBSCRIBERS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
W. G. GILMORE	One share	\$100.00
C. G. CLAUSSEN	One share	\$100.00
W. F. POSTEL	One share	\$100.00

1 IN WITNESS WHEREOF, we have hereunto set our hands and
2 seals this 12th day of January, 1928.

3
4 W. G. GILMORE (SEAL)

5 C. G. CLAUSSEN (SEAL)

6
7 W. F. POSTEL (SEAL)

MVC
NP

STATE OF CALIFORNIA

City and County of San Francisco

ss

Minnie V. Collins

On this 12th day of January, 1928, before me

Edith-M. Clark, Notary Public in and for the City and County of San Francisco, State of California, residing therein, duly commissioned and sworn, personally appeared W. G. GILMORE, C. G. CLAUSSEN and W. F. POSTEL, personally known to me to be the persons whose names are subscribed to the within instrument, and they each duly acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the City and County of San Francisco, State of California, the day and year in this certificate first above written.

MINNIE V. COLLINS

NOTARY PUBLIC

In and for the City and County
of San Francisco, State of
California

My commission expires April
22nd, -1928 14, 1929 MVC
NP

F I L E D

In the office of the Secretary of State
of the State of California

Jan 13 1928

FRANK C. JORDAN

Secretary of State

By Frank H. Cary, Deputy

Recorded in Book 569 at page 579

FILED
in the office of the Secretary of State
of the State of California

Feb. 23 1932
FRANK C. JORDAN (Name changed to GILMORE STEEL & SUPPLY CO.)
Secretary of State
By Chas. J. Hagerty
Deputy

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, W. G. GILMORE, President, and I, W. F. POSTEL,
Secretary of the Gilmore Iron and Steel Co., a corporation, hereby
certify that at a meeting of the Board of Directors of said cor-
poration, held at the office of the principal place of business
of said corporation in the City and County of San Francisco,
State of California, on the 10th day of February, 1932 at the
hour of 2:00 p.m. of said day, the following resolution was
unanimously adopted, to-wit:

RESOLVED that Article First of the Articles of
Incorporation of the Gilmore Iron and Steel Co. be,
and the same is hereby amended to read as follows,
to-wit:

"First: The name of this corporation shall
be GILMORE STEEL & SUPPLY CO."

All Directors were present and all voted in favor of said
resolution.

And we, and each of us, hereby further certify that all
of the stockholders have given their, and each of their, written
approval and written consent to the said amendment, and that all
of said written consents have been filed with the Secretary of
this corporation, and that such written consents and approvals
set forth the wording in full of the resolution of the Board of
Directors hereinabove set forth and amending the said Articles
of Incorporation. The names of the said stockholders, and the
number of shares represented by the said consents, are as follows,
to-wit:

<u>Stockholders</u>	<u>Number of shares</u>
C. G. Claussen	199
W. G. Gilmore	199
W. F. Postel	1-1/2
F. Whitney Tenney	1-1/2
Total shares.....	401

And we further certify that the total number of issued and outstanding shares at said times was four hundred and one (401) shares, and the stockholders of said shares are, and were, entitled to vote on the said amendment to the said Articles of Incorporation, and each of said persons has given his written consent and approval to the said amendment, as herein set forth.

IN WITNESS WHEREOF, the said W. G. GILMORE, as President, and the said W. F. POSTEL, as Secretary of the said corporation, have executed this certificate and caused the seal of said corporation to be affixed hereto this 11th day of February, 1932.

W. G. GILMORE
President

W. F. POSTEL
Secretary

STATE OF CALIFORNIA
City and County of San Francisco) ss.

W. G. GILMORE and W. F. POSTEL, being duly sworn, each
for himself and none for the other, deposes and says:

That he has read the foregoing certificate of amendment
to the Articles of Incorporation of the Gilmore Iron and Steel
Co. and knows the contents thereof and the same is true of his
own knowledge; that W. G. Gilmore is President and W. F. Postel
is Secretary of said W. G. Gilmore Iron and Steel Co.

W. G. GILMORE

W. F. POSTEL

Subscribed and sworn to before me
this 11th day of February, 1932.

EDITH GOEWEY
NOTARY PUBLIC
In and for the City and County of
San Francisco, State of California

My commission expires November 22, 1932.



CERTIFICATE OF AMENDMENT

ENDORSED - FILED

of
in the office of the Secretary
of State of the State ARTICLES OF INCORPORATION
of California

MAY 29, 1937

of
Frank C. Jordan, Secretary
of State

GILMORE STEEL & SUPPLY CO.

By Chas. J. Hagerty,
Deputy

The undersigned, W. G. GILMORE and E. S. GILMORE do hereby CERTIFY that they are respectively, and have been at all times herein mentioned, the duly elected, qualified, and acting President and Secretary of GILMORE STEEL & SUPPLY CO., a California corporation, and do further certify:

FIRST: That at a special meeting of the Board of Directors of said corporation duly held at the office and principal place of business of said corporation in the City and County of San Francisco, State of California, at 2:00 o'clock P.M. on the 25th day of May, 1937, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolution was duly adopted:

"RESOLVED, that the capitalization of this corporation be increased from Fifty Thousand Dollars (\$50,000) to Two Hundred Fifty Thousand Dollars (\$250,000) and the shares of capital stock of this corporation be increased from five hundred (500) shares of the par value of One Hundred Dollars (\$100) each to twenty-five hundred (2500) shares of the par value of One Hundred Dollars (\$100) each, and that Article Sixth of the articles of incorporation, which reads as follows:

'SIXTH: That the amount of the capital stock of this corporation shall be Fifty Thousand (\$50,000.00) Dollars, divided into Five Hundred (500) shares of the par value of One Hundred (\$100) Dollars each.'

shall be amended to read as follows:

'SIXTH: That the amount of the capital stock of this corporation shall be Two Hundred Fifty Thousand Dollars (\$250,000), divided into twenty-five hundred (2500) shares of the par value of One Hundred Dollars (\$100) each.'"

HELLER, EHRMAN, WHITE & MCAULIFFE
ATTORNEYS AT LAW
14 MONTGOMERY STREET
SAN FRANCISCO 4

SECOND: The number of shares of the said corporation consenting to such amendment of its Articles of Incorporation is five hundred (500), and the following is a copy of the form of Consent executed by the holders of said shares:

"The undersigned, being the owners and holders of more than a majority of the issued and outstanding capital stock of GILMORE STEEL & SUPPLY CO. having voting power, hereby consent and agree that the articles of incorporation of said company may be amended to increase the authorized number of its shares from five hundred (500) shares of the par value of One Hundred Dollars (\$100) each to twenty-five hundred (2500) shares of the par value of One Hundred Dollars (\$100) each, and do hereby approve the resolution adopted at a special meeting of the board of directors of said corporation held on the 25th day of May, 1937, amending the articles of incorporation and increasing the number of its shares, which resolution is as follows:

'RESOLVED, that the capitalization of this corporation be increased from Fifty Thousand Dollars (\$50,000) to Two Hundred Fifty Thousand Dollars (\$250,000) and the shares of capital stock of this corporation be increased from five hundred (500) shares of the par value of One Hundred Dollars (\$100) each to twenty-five hundred (2500) shares of the par value of One Hundred Dollars (\$100) each, and that Article Sixth of the articles of incorporation, which reads as follows:

"SIXTH: That the amount of the capital stock of this corporation shall be Fifty Thousand (\$50,000.00) Dollars, divided into Five Hundred (500) shares of the par value of One Hundred (\$100) Dollars each."

Shall be amended to read as follows:

"SIXTH: That the amount of the capital stock of this corporation shall be Two Hundred Fifty Thousand Dollars (\$250,000), divided into twenty-five hundred (2500) shares of the par value of One Hundred Dollars (\$100) each."

Dated: May 26, 1937.

<u>NAME</u>	<u>AMOUNT</u>
W. G. GILMORE	374 shares
M. GILMORE, Jr.	125 "
E. S. GILMORE	1 share

THIRD: The total number of shares of said corporation entitled to vote on or consent to the adoption of such amendment is

five hundred (500).

IN WITNESS WHEREOF, we have hereunto set our hands and affixed hereunto the corporate seal of the corporation this 28th day of May, 1937.

W. G. GILMORE
President

E. S. GILMORE
Secretary

S E A L - GILMORE STEEL
& SUPPLY CO.

HELLER, EHRMAN, WHITE & MCAULIFFE
ATTORNEYS AT LAW
14 MONTGOMERY STREET
SAN FRANCISCO 4

STATE OF CALIFORNIA

City and County of San Francisco

} ss.

W. G. GILMORE and E. S. GILMORE, being first duly sworn, depose and say that they have read the foregoing Certificate and know the contents thereof, and that said certificate is true of their own knowledge.

W. G. GILMORE

E. S. GILMORE

Subscribed and sworn to before me
this 28th day of May, 1937.

JAMES S. MULVEY (SEAL)
NOTARY PUBLIC

in and for the City and County of
San Francisco, State of California

HELLER, EHRMAN, WHITE & MCAULIFFE
ATTORNEYS AT LAW
14 MONTGOMERY STREET
SAN FRANCISCO 4

CONSENT OF SHAREHOLDERS OF GILMORE STEEL
& SUPPLY CO. TO AMENDMENT OF ARTICLES OF
INCORPORATION INCREASING CAPITALIZATION

The undersigned, being the owners and holders of more than a majority of the issued and outstanding capital stock of GILMORE STEEL & SUPPLY CO. having voting power, hereby consent and agree that the articles of incorporation of said company may be amended to increase the authorized number of its shares from five hundred (500) shares of the par value of One Hundred Dollars (\$100) each to twenty-five hundred (2500) shares of the par value of One Hundred Dollars (\$100) each, and do hereby approve the resolution adopted at a special meeting of the board of directors of said corporation held on the 25th day of May, 1937, amending the articles of incorporation and increasing the number of its shares, which resolution is as follows:

"RESOLVED, that the capitalization of this corporation be increased from Fifty Thousand Dollars (\$50,000) to Two Hundred Fifty Thousand Dollars (\$250,000) and the shares of capital stock of this corporation be increased from five hundred (500) shares of the par value of One Hundred Dollars (\$100) each to twenty-five hundred (2500) shares of the par value of One Hundred Dollars (\$100) each, and that Article Sixth of the articles of incorporation, which reads as follows:

'SIXTH: That the amount of the capital stock of this corporation shall be Fifty Thousand (\$50,000.00) Dollars, divided into Five Hundred (500) shares of the par value of One Hundred (\$100) Dollars each.'

shall be amended to read as follows:

'SIXTH: That the amount of the capital stock of this corporation shall be Two Hundred Fifty Thousand Dollars (\$250,000), divided into twenty-five hundred (2500) shares of the par value of One Hundred Dollars (\$100) each.'

Dated: May 26, 1937.

<u>NAME</u>	<u>AMOUNT</u>
W. G. Gilmore	374 shares
McClelland Gilmore Jr.	125 "
E. S. Gilmore	1 share

OFFICE COPY
LWD:mb
1/30/48

ENDORSED FILED
In the office of the Secretary of
State of the State of California
FEB 10 1948
FRANK M. JORDAN, Secretary of
State
By STACY H. ASPEY, Deputy

CERTIFICATE OF AMENDMENT OF ARTICLES OF
INCORPORATION OF GILMORE STEEL & SUPPLY
CO., CHANGING NAME TO GILMORE STEEL &
SUPPLY CO., INC.

The undersigned, W. G. GILMORE and C. M. BASTIAN do hereby certify that they are respectively and have been at all times herein mentioned the duly elected, qualified and acting President and Assistant Secretary of GILMORE STEEL & SUPPLY CO., a California corporation, and do further certify:

FIRST: That at a special meeting of the Board of Directors of said corporation duly held at the office and principal place of business of said corporation in the City and County of San Francisco, State of California, at 2:00 o'clock p.m. on the 29th day of January, 1948, at which meeting there was at all times present and acting a quorum of members of said Board, the following resolution was duly adopted:

"RESOLVED, that Article FIRST of the Articles of Incorporation of Gilmore Iron and Steel Co. (now Gilmore Steel & Supply Co.) which reads as follows:

"FIRST: That the name of this corporation shall be GILMORE STEEL & SUPPLY CO."

shall be amended to read as follows:

"FIRST: That the name of this corporation shall be GILMORE STEEL & SUPPLY CO., INC."

SECOND: The number of shares of said corporation consenting to such amendment to its Articles of Incorporation is One Thousand Six Hundred and Ninety-nine (1699), and the following is a copy of the form of consent, executed by all of the holders of said shares:

"The undersigned, being the owners and holders of more than a majority of the issued and outstanding capital stock of GILMORE STEEL & SUPPLY CO. having voting power, hereby consent and agree that the Articles of Incorporation of said corporation may be amended so as to change the name of said corporation to GILMORE STEEL & SUPPLY CO., INC., and do hereby approve the resolution adopted at a special meeting of the Board of Directors of said corporation held on the 29th day of January, 1948, amending its Articles of Incorporation, which resolution is as follows:

"RESOLVED, that Article FIRST of the Articles of Incorporation of Gilmore Iron and Steel Co. (now Gilmore Steel & Supply Co.) which reads as follows:

'FIRST: That the name of this corporation shall be GILMORE STEEL & SUPPLY CO.'

shall be amended to read as follows:

'FIRST: That the name of this corporation shall be GILMORE STEEL & SUPPLY CO., INC.'

Dated: January 26, 1948.

<u>NAME OF SHAREHOLDER</u>	<u>AMOUNT OF SHARES OWNED</u>
W. G. GILMORE	1018 shares
M. GILMORE, JR.	581 shares

THIRD: The total number of shares of said corporation entitled to vote on or consent to the adoption of such amendment is One Thousand Seven Hundred (1700).

IN WITNESS WHEREOF, we have hereunto set our hands and affixed hereunto the corporate seal of the corporation this 15th day of January, 1948.

W. G. Gilmore

President

C. M. Mastian

Assistant Secretary

HELLER, EHRMAN, WHITE & MCAULIFFE
ATTORNEYS AT LAW
14 MONTGOMERY STREET
SAN FRANCISCO 4

STATE OF CALIFORNIA
City and County of San Francisco. } ss.

W. G. GILMORE and C. M. BASTIAN, being first duly sworn,
depose and say that they have read the foregoing Certificate and
know the contents thereof, and that said certificate is true of
their own knowledge.

W. G. GILMORE

C. M. BASTIAN

Subscribed and sworn to before me
February
this 9th day of January, 1948.

CATHERINE F. KRITH (SEAL)

NOTARY PUBLIC

in and for the City and County of
San Francisco, State of California.

My Commission Expires December 16, 1950

OFFICE COPY
LWD:mb
7/20/51 (1 & 5)

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
Aug 6 1951
FRANK M. JORDAN, Secretary of State
By STACY H. ASPEY, Deputy

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF GILMORE STEEL & SUPPLY CO., INC.

The undersigned, WILLIAM G. GILMORE and C. M. BASTIAN, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected, qualified and acting President and Assistant Secretary of GILMORE STEEL & SUPPLY CO., INC., a California corporation, and do further certify that:

ONE: At a special meeting of the Board of Directors of said corporation duly held at the office and principal place of business of said corporation in the City and County of San Francisco, State of California, at two o'clock P.M., on the 31st day of July, 1950, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolution was duly adopted:

"RESOLVED: That that portion of Article FIFTH of the Articles of Incorporation of this corporation reading as follows:

'FIFTH: That the number of its directors shall be three'

shall be and the same is hereby amended to read as follows:

'FIFTH: That the number of its directors shall be five'

TWO: At least a majority of the shareholders of said corporation entitled to vote on the amendment provided in said resolution has approved said resolution by written consent in the form attached hereto as Exhibit A and made a part hereof; the total number of shares represented by such consent is 2,325. Such consent has been filed with the Secretary of the corporation, and such consent sets forth the wording of the resolution of the Board of Directors.

HELLER, EHRMAN, WHITE & MCAULIFFE
ATTORNEYS AT LAW
14 MONTGOMERY STREET
SAN FRANCISCO 4

THREE: The total number of issued and outstanding shares of said corporation, the holders of which are entitled to vote on amendments to the Articles of Incorporation of the character of the amendment above referred to, is 2325.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 1st day of August, 1951.

William G. Gilmore
President

(CORPORATE SEAL)

C. M. Bastian
Assistant Secretary

STATE OF CALIFORNIA

City and County of San Francisco

} ss.

WILLIAM G. GILMORE and C. M. BASTIAN, being first duly sworn, each for himself and herself, deposes and says:

That William G. Gilmore is, and at all times mentioned in the foregoing Certificate of Amendment was, the President of Gilmore Steel & Supply Co., Inc., the California corporation therein referred to, and C. M. BASTIAN is, and at all times mentioned in the foregoing Certificate was, the Assistant Secretary of said corporation; that each has read said Certificate, and that the statements therein made are true of his or her own knowledge, and that the signatures purporting to be the signatures of said President and Assistant Secretary thereto are the genuine signatures of said President and Assistant Secretary respectively.

William G. Gilmore

C. M. Bastian

Subscribed and sworn to before me

this 1st day of August, 1951.

(SEAL) Katherine D. McDonnell

NOTARY PUBLIC

in and for the City and County of
San Francisco, State of California

My commission expires Jan. 3, 1955.

**WRITTEN CONSENT OF SHAREHOLDERS TO
AMENDMENT OF ARTICLES OF INCORPORATION
OF GILMORE STEEL & SUPPLY CO., INC.**

WHEREAS, at a special meeting of the Board of Directors of GILMORE STEEL & SUPPLY CO., INC., a California corporation, duly held at the office and principal place of business of the corporation, No. 840 Brannan Street, San Francisco, California, on July 31, 1951, at two o'clock P.M., at which meeting a quorum of the members of said meeting was at all times present and acting, an amendment of the Articles of Incorporation of said corporation was adopted and approved by resolution of said Board, which said resolution reads as follows:

"RESOLVED: That that portion of Article FIFTH of the Articles of Incorporation of this corporation reading as follows:

'FIFTH: That the number of its directors shall be three . . .

shall be and the same is hereby amended to read as follows:

'FIFTH: That the number of its directors shall be five . . .

NOW, THEREFORE, the undersigned shareholders of said corporation do hereby adopt, approve and consent to the foregoing amendment of said Articles of Incorporation and do hereby consent that Article Fifth of said Articles of Incorporation be amended to read as therein set forth.

IN WITNESS WHEREOF, the undersigned have caused these presents to be executed this 31st day of July, 1951.

<u>Stockholder</u>	<u>Number of Shares</u>
William G. Gilmore	1,395
William G. Gilmore	
WILLIAM G. GILMORE CORPORATION	930
By William G. Gilmore	

JUL 31 1958

FRANK M. JORDAN, Secretary of State
By RALPH R. MARTIG
Deputy

CERTIFICATE OF AMENDMENT

of

ARTICLES OF INCORPORATION

of

GILMORE STEEL & SUPPLY CO., INC.

The undersigned, WILLIAM G. GILMORE and KEVIN SULLIVAN, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of GILMORE STEEL & SUPPLY CO., INC., a California corporation, and further that:

ONE: At a special meeting of the Board of Directors of said corporation duly held at its principal office for the transaction of business at San Francisco, California, at 10 o'clock A.M. on the twenty-second day of July, 1958, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolution was duly and unanimously adopted:

"RESOLVED, that Article First of the Articles of Incorporation be deleted and there be inserted in lieu thereof the following:

'FIRST: The name of the corporation is
GILMORE STEEL CORPORATION'"

TWO: The number of shares of said corporation consenting to such amendment of its Articles of Incorporation is 1,395, and attached hereto as Exhibit "A" and made a part hereof is a copy of the form of written consent executed by the holder of said shares.

THREE: The total number of shares of said corporation entitled to vote on or consent to the adoption of such amendment is one thousand three hundred ninety-five (1,395).

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 30 day of July, 1958.

W. G. GILMORE
President

KEVIN SULLIVAN
Secretary

WRITTEN CONSENT OF SHAREHOLDERS

to

AMENDMENT OF ARTICLES OF INCORPORATION

of

GILMORE STEEL & SUPPLY CO., INC.

WHEREAS, at a special meeting of the Board of Directors of GILMORE STEEL & SUPPLY CO., INC., a California corporation, duly held at its principal office for the transaction of business at San Francisco, California, on the twenty-second day of July, 1958, at which meeting a quorum of the members of said Board was at all times present and acting, an amendment of the Articles of Incorporation of said corporation was adopted and approved by resolution of said Board, amending Article First of said Articles of Incorporation to read as follows:

"FIRST: The name of the corporation is

GILMORE STEEL CORPORATION"

NOW, THEREFORE, the undersigned shareholder of said corporation does hereby adopt, approve and consent to the foregoing amendment of said Articles of Incorporation, and does hereby consent that Article First of said Articles of Incorporation be amended to read as herein set forth.

IN WITNESS WHEREOF, the undersigned has hereunto signed his name, and following his name, the date of signing and the number of shares of said corporation held by him of record on said date entitled to vote upon amendments of said Articles of Incorporation of the character of the foregoing amendment.

<u>Name</u>	<u>Date</u>	<u>No. of Shares</u>
<u>William G. Gilmore</u>	July 23, 1958	1,395

EXHIBIT "A"

STATE OF CALIFORNIA
City and County of San Francisco } ss.

WILLIAM G. GILMORE and KEVIN SULLIVAN, being first duly sworn, each for himself deposes and says:

That WILLIAM G. GILMORE is, and at all times mentioned in the foregoing Certificate of Amendment was, the President of GILMORE STEEL & SUPPLY CO., INC., the California corporation therein referred to, and KEVIN SULLIVAN is, and at all times mentioned in the foregoing Certificate was, the Secretary of said corporation; that each has read said Certificate, and that the statements therein made are true of his own knowledge, and that the signatures purporting to be the signatures of said President and Secretary thereto are the genuine signatures of said President and Secretary, respectively.

WILLIAM G. GILMORE

KEVIN SULLIVAN

Subscribed and sworn to before me
this 30 day of July, 1958.

(SEAL) JOSEPHINE HULSMAN

NOTARY PUBLIC

in and for the City and County of
San Francisco, State of California.

My commission expires 11/5/59

CERTIFICATE OF AMENDMENT OF ARTICLES
OF INCORPORATION OF
GILMORE STEEL CORPORATION

ENDORSED
FILED
In the Office of the Secretary of State
of the State of California
MAY 12 1960
FRANK M. JORDAN, Secretary of State
By RALPH R. MARTIG
Deputy

The undersigned, WILLIAM G. GILMORE and KEVIN SULLIVAN do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting president and secretary of GILMORE STEEL CORPORATION, a California corporation, and further that:

One: At a special meeting of the board of directors of said corporation duly held at its principal office for the transaction of business at San Francisco, California, at 10:00 o'clock A. M., on the 28th day of April, 1960, at which meeting there was at all times present and acting a quorum of the members of said board, the following resolutions were duly adopted:

WHEREAS, it is deemed by the board of directors of this corporation to be to its best interests and to the best interests of its shareholders that its articles of incorporation be amended as hereinafter provided:

NOW, THEREFORE, BE IT RESOLVED that Article SIXTH of the articles of incorporation of this corporation be amended to read as follows:

SIXTH: (A) This corporation is authorized to issue three classes of shares of stock to be designated "Voting Non-Cumulative Preferred", "Non-Voting Cumulative Preferred" and "Common", respectively; the total number of shares which this corporation shall have authority to issue is 1,200,000 and the aggregate par value of all shares that are to have a par value shall be \$19,000,000; the number of Voting Non-Cumulative Preferred shares that are to have a par value shall be 350,000, and the par value of each share of such class shall be \$20.00; the number of Non-Voting Cumulative Preferred shares that are to have a par value shall be 350,000, and the par value of each share of such class shall be \$20.00; and the number of Common shares that are to have a par value shall be 500,000, and the par value of each share of such class shall be \$10.00.

(B) A statement of the preferences, privileges and restrictions granted to or upon the respective classes of shares or the holders thereof is as follows:

(I) Voting Non-Cumulative Preferred Stock:

(a) Interest Rate: The holders of Voting Non-Cumulative Preferred shares shall be entitled to receive, when and as declared, out of any funds of this corporation legally available for the declaration of dividends, dividends at the rate of 7% per annum of the par value thereof from and after the date of the issuance of a certificate therefor, in cash, payable annually or at such intervals as the board of directors may from time to time determine, before any dividends shall be set apart for or paid upon the Common Stock, but not before dividends shall be set apart for or paid upon the Non-Voting Cumulative Preferred stock. The holders of such shares shall not, as such, be entitled to receive other or further dividends of any kind whatsoever.

(b) Non-Cumulative: Dividends on Voting Non-Cumulative Preferred shares shall be non-cumulative, whether

or not in any fiscal year there shall be net income or surplus available for the payment of dividends in such fiscal year, so that (i) if in any fiscal year or years, dividends in whole or in part are not paid upon said stock, unpaid dividends shall not accumulate as against the holders of the Non-Voting Cumulative Preferred stock or Common stock, (ii) no sums in any later year shall be paid to the holders of the Voting Non-Cumulative Preferred stock with respect to any prior year or years when dividends were not paid, and (iii) in no event shall the holders of said stock receive dividends of more than 7% in any fiscal year.

(c) Voting: Every holder of shares of Voting Non-Cumulative Preferred stock shall have one vote for each share of such stock held by him for the election of directors and upon all other matters.

(d) Conversion Privilege: Shares of Voting Non-Cumulative Preferred stock shall be convertible, at the option of the respective holders thereof, at any time, into fully paid and non-assessable Non-Voting Cumulative Preferred stock, on a share for share basis. Before any holder of Voting Non-Cumulative Preferred shares shall be entitled to convert the same into Non-Voting Cumulative Preferred shares, he shall surrender the certificate or certificates for such Voting Non-Cumulative Preferred shares at the office of the corporation or at such other place as the board of directors shall determine, duly endorsed to the corporation or in blank, or accompanied by proper instruments of transfer to the corporation or in blank, and accompanied by funds in the amount of any taxes payable in respect to any transfer involved in the issuing and delivery of the Non-Voting Cumulative shares. Conversion shall be deemed to have been made on the date of such surrender of shares to be converted and the person or persons entitled to receive the Non-Voting Cumulative Preferred shares issuable on conversion shall be treated for all

purposes as the record holder or holders of such shares on such date. Voting Non-Cumulative stock converted as herein provided shall not thereafter be reissued but shall be forthwith cancelled.

(e) Liquidation Preference: Upon any dissolution, liquidation, merger or consolidation of the corporation, or upon any distribution of capital, before any amount shall be paid to the holders of Common shares the holders of Voting Non-Cumulative Preferred shares shall be entitled to receive out of the assets of this corporation, whether such assets are capital or surplus, an amount equal to the proportion which the total par value of Voting Non-Cumulative Preferred shares held by each holder bears to the total par value of all issued and outstanding shares of Voting Non-Cumulative Preferred stock and Non-Voting Cumulative Preferred stock plus the unpaid dividends accrued thereon, but in no event shall said amount exceed the total par value of Voting Non-Cumulative Preferred shares held.

(II) Non-Voting Cumulative Preferred Stock:

(a) Interest Rate: The holders of Non-Voting Cumulative Preferred shares shall be entitled to receive when and as declared, out of any funds of this corporation legally available for the declaration of dividends, dividends at the rate of 5% per annum of the par value thereof from and after the date of the issuance of a certificate therefor, in cash, payable annually or at such intervals as the board of directors may from time to time determine, before any dividends shall be set apart for or paid upon the Voting Non-Cumulative Preferred stock or upon the Common stock. The holders of such shares shall not, as such, be entitled to receive other or further dividends of any kind whatsoever. Dividends must be declared and paid by the Board of directors out of one-half of the net earnings of the corporation, before taxes, in excess of \$300,000 per annum, computed by application of sound accounting

practices and consistent with prior practices employed by the corporation.

(b) Cumulative: Dividends on said shares shall be cumulative, and if in any year dividends amounting to 5% shall not have been paid thereon, the deficiency without interest shall be payable before any dividends shall be paid upon or set apart for the Voting Non-Cumulative Preferred stock and for the Common stock.

(c) Voting: Except as otherwise required by the laws of the State of California, holders of Non-Voting Cumulative Preferred shares shall have no right to vote at any regular or special meeting of the shareholders and shall have no voice in the management of the corporation except that, in the event of the failure of the corporation to pay current dividends in full on said Non-Voting Cumulative Preferred stock for a period of two years, whether consecutive or not, then, and thereafter until all past dividends are paid, the holders of Non-Voting Cumulative Preferred shares voting separately as a class, shall be entitled to elect a majority of the board of directors, and the voting power of the Voting Non-Cumulative Preferred stock and the Common stock shall cease with respect to voting for a majority of the board of directors.

(d) Liquidation Preference: Upon any dissolution, liquidation, merger or consolidation of the corporation, or upon any distribution of capital, before any amount shall be paid to the holders of Common shares, the holders of Non-Voting Cumulative Preferred shares shall be entitled to receive out of the assets of this corporation, whether such assets are capital or surplus, an amount equal to the proportion which the total par value of Non-Voting Cumulative Preferred shares held by each holder bears to the total par value of all issued and outstanding

shares of Voting Non-Cumulative Preferred stock and Non-Voting Cumulative Preferred stock plus the unpaid dividends accrued thereon, but in no event shall said amount exceed the total par value of Non-Voting Cumulative Preferred shares held by the holder plus accumulated dividends thereon.

(e) Redemption: The corporation may at any time, and from time to time, at the option of the board of directors, call or redeem Non-Voting Cumulative Preferred stock in whole or in part, based on a pro rata proportion of said stock of all stockholders, at par, in such manner as the board of directors shall determine.

(III) Common Stock:

The holders of shares of Common stock shall be entitled to one vote for each share standing in their names respectively for all purposes except as otherwise provided herein. The Common stock shall be subject to the prior rights of the Voting Non-Cumulative Preferred stock and the Non-Voting Cumulative Preferred stock as declared herein.

and

RESOLVED FURTHER that the board of directors of this corporation hereby adopts and approves said amendment of its articles of incorporation; and

RESOLVED FURTHER that the president or vice president and the secretary or an assistant secretary of this corporation be and they hereby are authorized and directed to procure the adoption and approval of the foregoing amendment by the vote or written consent of shareholders of this corporation holding at least a majority of the voting power, and thereafter to sign and verify by their oaths and to file a certificate in the form and manner required by Section 3672 of the California Corporations Code, and in general to do any and all things necessary to effect said amendment in accordance with said Section 3672.

Two: The number of shares of said corporation consenting to such amendment of its articles of incorporation is and attached hereto as Exhibit "A" is a copy of the form of written consent executed by the holders of said shares which said exhibit is incorporated herein by reference.

Three: The total number of shares of said corporation entitled to vote on or consent to the adoption of such amendment is One Thousand Three Hundred Ninety-five shares (1,395) of the common stock of the corporation, being all the issued and outstanding shares.

IN WITNESS WHEREOF, the undersigned have executed this certificate of amendment this 28th day of April, 1960.

William G. Gilmore
President of Gilmore Steel Corporation
Kevin Sullivan
Secretary of Gilmore Steel Corporation

WRITTEN CONSENT OF SHAREHOLDERS TO
AMENDMENT OF ARTICLES OF
INCORPORATION OF
GILMORE STEEL CORPORATION

WHEREAS, at a special meeting of the board of directors of GILMORE STEEL CORPORATION, a California corporation, duly held at the principal office for the transaction of business of said corporation at San Francisco, California, on the 28th day of April, 1960, at which meeting a quorum of the members of said board was at all times present and acting, an amendment of the articles of incorporation was adopted and approved by resolution of said board amending Article SIXTH of said articles of incorporation to read as follows:

(EXHIBIT "A")

SIXTH: (A) This corporation is authorized to issue three classes of shares of stock to be designated "Voting Non-Cumulative Preferred", "Non-Voting Cumulative Preferred" and "Common", respectively; the total number of shares which this corporation shall have authority to issue is 1,200,000 and the aggregate par value of all shares that are to have a par value shall be \$19,000,000; the number of Voting Non-Cumulative Preferred shares that are to have a par value shall be 350,000, and the par value of each share of such class shall be \$20.00; the number of Non-Voting Cumulative Preferred shares that are to have a par value shall be 350,000, and the par value of each share of such class shall be \$20.00; and the number of Common shares that are to have a par value shall be 500,000, and the par value of each share of such class shall be \$10.00.

(B) A statement of the preferences, privileges and restrictions granted to or upon the respective classes of shares or the holders thereof is as follows:

(I) Voting Non-Cumulative Preferred Stock:

(a) Interest Rate: The holders of Voting Non-Cumulative Preferred shares shall be entitled to receive, when and as declared, out of any funds of this corporation legally available for the declaration of dividends, dividends at the rate of 7% per annum of the par value thereof from and after the date of the issuance of a certificate therefor, in cash, payable annually or at such intervals as the board of directors may from time to time determine, before any dividends shall be set apart for or paid upon the Common Stock, but not before dividends shall be set apart for or paid upon the Non-Voting Cumulative Preferred stock. The holders of such shares shall not, as such, be entitled to receive other or further dividends of any kind whatsoever.

(b) Non-Cumulative: Dividends on Voting Non-Cumulative Preferred shares shall be non-cumulative, whether

or not in any fiscal year there shall be net income or surplus available for the payment of dividends in such fiscal year, so that (i) if in any fiscal year or years, dividends in whole or in part are not paid upon said stock, unpaid dividends shall not accumulate as against the holders of the Non-Voting Cumulative Preferred stock or Common stock, (ii) no sums in any later year shall be paid to the holders of the Voting Non-Cumulative Preferred stock with respect to any prior year or years when dividends were not paid, and (iii) in no event shall the holders of said stock receive dividends of more than 7% in any fiscal year.

(c) Voting: Every holder of shares of Voting Non-Cumulative Preferred stock shall have one vote for each share of such stock held by him for the election of directors and upon all other matters.

(d) Conversion Privilege: Shares of Voting Non-Cumulative Preferred stock shall be convertible, at the option of the respective holders thereof, at any time, into fully paid and non-assessable Non-Voting Cumulative Preferred stock, on a share for share basis. Before any holder of Voting Non-Cumulative Preferred shares shall be entitled to convert the same into Non-Voting Cumulative Preferred shares, he shall surrender the certificate or certificates for such Voting Non-Cumulative Preferred shares at the office of the corporation or at such other place as the board of directors shall determine, duly endorsed to the corporation or in blank, or accompanied by proper instruments of transfer to the corporation or in blank, and accompanied by funds in the amount of any taxes payable in respect to any transfer involved in the issuing and delivery of the Non-Voting Cumulative shares. Conversion shall be deemed to have been made on the date of such surrender of shares to be converted and the person or persons entitled to receive the Non-Voting Cumulative Preferred shares issuable on conversion shall be treated for all

purposes as the record holder or holders of such shares on such date. Voting Non-Cumulative stock converted as herein provided shall not thereafter be reissued but shall be forthwith cancelled.

(e) Liquidation Preference: Upon any dissolution, liquidation, merger or consolidation of the corporation, or upon any distribution of capital, before any amount shall be paid to the holders of Common shares the holders of Voting Non-Cumulative Preferred shares shall be entitled to receive out of the assets of this corporation, whether such assets are capital or surplus, an amount equal to the proportion which the total par value of Voting Non-Cumulative Preferred shares held by each holder bears to the total par value of all issued and outstanding shares of Voting Non-Cumulative Preferred stock and Non-Voting Cumulative Preferred stock plus the unpaid dividends accrued thereon, but in no event shall said amount exceed the total par value of Voting Non-Cumulative Preferred shares held.

(II) Non-Voting Cumulative Preferred Stock:

(a) Interest Rate: The holders of Non-Voting Cumulative Preferred shares shall be entitled to receive, when and as declared, out of any funds of this corporation legally available for the declaration of dividends, dividends at the rate of 5% per annum of the par value thereof from and after the date of the issuance of a certificate therefor, in cash, payable annually or at such intervals as the board of directors may from time to time determine, before any dividends shall be set apart for or paid upon the Voting Non-Cumulative Preferred stock or upon the Common stock. The holders of such shares shall not, as such, be entitled to receive other or further dividends of any kind whatsoever. Dividends must be declared and paid by the board of directors out of one-half of the net earnings of the corporation, before taxes, in excess of \$300,000 per annum, computed by application of sound accounting

practices and consistent with prior practices employed by the corporation.

(b) Cumulative: Dividends on said shares shall be cumulative, and if in any year dividends amounting to 5% shall not have been paid thereon, the deficiency without interest shall be payable before any dividends shall be paid upon or set apart for the Voting Non-Cumulative Preferred stock and for the Common stock.

(c) Voting: Except as otherwise required by the laws of the State of California, holders of Non-Voting Cumulative Preferred shares shall have no right to vote at any regular or special meeting of the shareholders and shall have no voice in the management of the corporation except that, in the event of the failure of the corporation to pay current dividends in full on said Non-Voting Cumulative Preferred stock for a period of two years, whether consecutive or not, then, and thereafter until all past dividends are paid, the holders of Non-Voting Cumulative Preferred shares voting separately as a class, shall be entitled to elect a majority of the board of directors, and the voting power of the Voting Non-Cumulative Preferred stock and the Common stock shall cease with respect to voting for a majority of the board of directors.

(d) Liquidation Preference: Upon any dissolution, liquidation, merger or consolidation of the corporation, or upon any distribution of capital, before any amount shall be paid to the holders of Common shares, the holders of Non-Voting Cumulative Preferred shares shall be entitled to receive out of the assets of this corporation, whether such assets are capital or surplus, an amount equal to the proportion which the total par value of Non-Voting Cumulative Preferred shares held by each holder bears to the total par value of all issued and outstanding

shares of Voting Non-Cumulative Preferred stock and Non-Voting Cumulative Preferred stock plus the unpaid dividends accrued thereon, but in no event shall said amount exceed the total par value of Non-Voting Cumulative Preferred shares held by the holder plus accumulated dividends thereon.

(c) Redemption: The corporation may at any time, and from time to time, at the option of the board of directors, call or redeem Non-Voting Cumulative Preferred stock in whole or in part, based on a pro rata proportion of said stock of all stockholders, at par, in such manner as the board of directors shall determine.

(III) Common Stock:

The holders of shares of Common stock shall be entitled to one vote for each share standing in their names respectively for all purpose except as otherwise provided herein. The Common stock shall be subject to the prior rights of the Voting Non-Cumulative Preferred stock and the Non-Voting Cumulative Preferred stock as declared herein.

WHEREAS, the undersigned shareholder is the owner of One Thousand Three Hundred Ninety-five shares (1,395) of the common stock of the corporation, being all the issued and outstanding shares.

NOW, THEREFORE, the undersigned shareholder of said corporation does hereby adopt, approve and consent to the foregoing amendment of said articles of incorporation, and does hereby consent that Article SIXTH of said articles of incorporation be amended to read as herein set forth.

IN WITNESS WHEREOF, the undersigned has hereunto signed his name and, following his name, the date of signing and the number of shares of said corporation held by him of record on said date entitled to vote upon amendments of said articles of incorporation of the character of the foregoing amendment.

Name	Date	No. of Shares
William G. Gilmore	April 28, 1960	1,395
<u>William G. Gilmore</u>		

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO } ss.

WILLIAM G. GILMORE and KEVIN SULLIVAN, being first
duly sworn, each for himself deposes and says:

That WILLIAM G. GILMORE is, and was at all of the
times mentioned in the foregoing Certificate of Amendment,
the president of GILMORE STEEL CORPORATION, the California
corporation therein mentioned, and KEVIN SULLIVAN is, and
was at all of said times, the secretary of said corporation;
that each has read said certificate and that the statements
therein made are true of his own knowledge, and that the
signatures purporting to be the signatures of said president
and secretary thereto are the genuine signatures of said
president and secretary, respectively.

William G. Gilmore

Kevin Sullivan

Subscribed and sworn to before me
this 28th day of April, 1960.

Josephine Hulsman

Josephine Hulsman

Notary Public in and for the City and

County of San Francisco, State of California.

My commission expires: Nov. 5, 1963

Paul