

AGREEMENT OF MERGER

between

FUTURA INDUSTRIES CORPORATION

A Delaware Corporation

(the Surviving Corporation)

and

FUTURA CORPORATION

An Idaho Corporation

THIS AGREEMENT OF MERGER between FUTURA INDUSTRIES CORPORATION, a Delaware corporation (hereinafter sometimes called "the Delaware Corporation" and sometimes called "the Surviving Corporation") and FUTURA CORPORATION, an Idaho corporation (hereinafter sometimes called "the Idaho Corporation"), which two corporations are hereinafter sometimes called "the constituent corporations", and their respective Boards of Directors,

W I T N E S S E T H:

The Delaware Corporation was organized under, and is now existing under the General Corporation Law of the State of Delaware. It has an authorized capital stock consisting of 50,000 shares of Common Stock of a par value of \$10.00 per share, of which 100 shares are issued and outstanding.

The Idaho Corporation was organized under, and is now existing under the Business Corporation Act of the State of Idaho. It has an authorized capital stock consisting of 10,000 shares of Class A Common Stock of the par value of \$1.00 each, of which 10,000 shares are issued and outstanding; and 4,900 shares of Class

B Common Stock of the par value of \$100.00 each, of which 1,540 are issued and outstanding.

The constituent corporations and their respective Boards of Directors deem it advisable and for the best interest of their respective corporations and their respective shareholders that Futura Corporation be merged into Futura Industries Corporation, under and pursuant to the laws of the states of Delaware and Idaho applicable thereto.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions and grants herein contained, it is hereby agreed by and between the constituent corporations and their respective Directors that Futura Corporation shall be, and hereby is, merged into Futura Industries Corporation, a Delaware corporation, pursuant to the laws of the states of Delaware and Idaho, and said corporations do hereby agree upon and prescribe the terms and conditions of the merger, the mode of carrying the same into effect, and the manner and basis of converting the shares of the Idaho Corporation into shares of the surviving Delaware Corporation, as follows:

ARTICLE I

The things and acts required to be done by the laws of the states of Delaware and Idaho in order to make this Agreement effective, including the submission of this Agreement to the stockholders of each of the constituent corporations, shall be attended to and done by the proper officers and directors of each of the constituent corporations as promptly as may be. The effective date of the merger provided for by this Agreement shall be the date on which the

last act required to complete the merger under the respective laws of the states of Delaware and Idaho is performed.

ARTICLE II

On the merger becoming effective, the Idaho Corporation shall be merged with and into the Delaware Corporation, and the separate existence of the Idaho Corporation shall cease, except insofar as continued by law; the constituent corporations shall become a single corporation, which shall be a Delaware corporation, which shall be the Surviving Corporation, and which shall be governed by the laws of the State of Delaware.

ARTICLE III

The Certificate of Incorporation of the Delaware Corporation shall, on the effective date of the merger, continue to be the Certificate of Incorporation of the Surviving Corporation until amended, in accordance with the General Corporation Law of the State of Delaware.

ARTICLE IV

The By-Laws of the Delaware Corporation in effect immediately prior to the effective date of the merger shall continue to be the By-Laws of the Surviving Corporation until altered or repealed in the manner provided for by law and such By-Laws.

ARTICLE V

The directors of the Delaware Corporation immediately prior to the effective date of the merger shall continue to hold office for the term specified in the By-Laws of the corporation. The officers of the Delaware Corporation immediately prior to the effective date of the merger shall continue to be officers of the

Surviving Corporation until the Board of Directors of the Surviving Corporation shall otherwise determine.

ARTICLE VI

The manner of converting or otherwise dealing with the stock of the constituent corporations shall be as follows:

1. Upon the merger becoming effective, each ten shares of the Class A Common Stock of the Idaho Corporation then outstanding shall thereupon be converted, without further act or deed, into one share of Common Stock of the Delaware Corporation, and each share of the Class B Common Stock of the Idaho Corporation then outstanding shall thereupon be converted, without further act or deed, into ten shares of the Common Stock of the Delaware Corporation.

2. As soon as practicable after the merger, all holders of such outstanding shares of stock of the Idaho Corporation shall promptly surrender the Certificates therefor to the Delaware Corporation, which shall cancel the same and issue to each such stockholder, in exchange therefor, a new Certificate for the number of shares of stock of the Delaware Corporation into which the shares represented by the stock certificates surrendered shall have been converted.

ARTICLE VII

Upon the merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, of each of the constituent corporations, and all and singular the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of the

constituent corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, including without limitation U. S. Trademark Registration No. 511,227, No. 516,005 and No. 614,814 and the goodwill appurtenant thereto, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective constituent corporations, and the title to any real estate vested by deed or otherwise, in either of the constituent corporations, shall not revert or be in any way impaired by reason of the merger; provided, however that all rights of creditors and all liens upon any property of either of said constituent corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective constituent corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The Surviving Corporation shall, in all respects, be subject to the provisions of Section 30-155, Sub-section 5, of the Idaho Code Annotated.

ARTICLE VIII

This Agreement of Merger shall be submitted for consideration and vote by the stockholders of each constituent corporation at separately held meetings of the stockholders of each constituent corporation and, if the votes of stockholders of each constituent corporation representing two-thirds of the total number of shares of its capital stock shall be for the adoption of this Agreement of Merger, then those facts shall be certified on this Agreement of

Merger by the Secretary or Assistant Secretary of each constituent corporation, under the seal thereof; and this Agreement of Merger so adopted and certified shall be signed by the President or Vice President and Secretary or Assistant Secretary of each of the constituent corporations under the corporate seals thereof and acknowledged on behalf of each of the constituent corporations by such officers; and this Agreement of Merger so adopted, certified and acknowledged shall be filed for record in the offices of the Secretaries of State of Delaware and Idaho and recorded in the office of the Recorder of Deeds of New Castle County, Delaware, and Ada County, Idaho; all in accordance with the applicable provisions of the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of Idaho, and the officers of each of the constituent corporations shall execute all such other documents and shall take all such other action as may be necessary to make this Agreement of Merger effective.

ARTICLE IX

On the effective date of the merger, the Certificate of Incorporation of the Delaware Corporation shall be and read as follows:

CERTIFICATE OF INCORPORATION

of

FUTURA INDUSTRIES CORPORATION

FIRST

The name of this corporation is FUTURA INDUSTRIES CORPORATION.

SECOND

Its principal office in the State of Delaware is located

at 100 West 10th Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is the Corporation Trust Company, 100 West 10th Street, Wilmington, Delaware.

THIRD

The nature of the business and objects and purposes proposed to be transacted, promoted and carried on are:

(a) To manufacture, fabricate, process, or to buy or otherwise acquire, and to sell, exchange, or otherwise generally to deal in or with, either as wholesaler, retailer, or otherwise, and either as principal or agent, light metal structural and decorative trim, building and structure trim of any and all kinds and character, and goods, wares and merchandise of any and all kinds which may be necessary, incidental or convenient to the foregoing; and to render services of any and all kinds in connection with, or incidental to, or for the promotion and carrying out of, the foregoing purposes and objects.

(b) To conduct and carry on all or any of the business of manufacturers, farming, merchants, wholesale and retail, without limitation as to class of product or merchandise and management without limitation.

(c) To devise, formulate and conduct business research, business studies, surveys and tests; to create, install and utilize business systems, methods, controls, layouts and plans; to assemble and supply personnel and staff; all as required or expedient to a solution of business problems of others or to an improvement in function or to an increase in efficiency or profit in behalf of such other, whether in relation to management, administration, maintenance, manufacture, production, display, inventory, marketing, sales, distribution or otherwise, to sell, publish and otherwise deal in and with any of the foregoing and to furnish consultation and render business counsel (as distinguished from legal counsel and from the practice of law); and to determine, and to predetermine, the unit cost of each operational contribution to the end product or sale and also to determine or to predetermine the competitiveness of that product.

(d) To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, exchange, transfer, or in any manner whatever dispose of real property, within or without the State of Delaware, wherever situated.

(e) To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods,

wares, merchandise, and property of any and every class and description, and in any part of the world.

(f) To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(g) To apply for, purchase or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

(h) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this state or any other state, country, nation or government, and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

(i) To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware.

(j) To have offices, conduct its business and promote its objects within and without the state of Delaware, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries

without restriction as to place or amount.

(k) To do any or all of the things herein set forth to the same extent as natural persons might do or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

(1) In general to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Delaware, and with all the powers conferred upon corporations by the laws of the State of Delaware.

FOURTH

The amount of the total and authorized capital stock of the corporation is Five Hundred Thousand and No/100ths Dollars (\$500,000.00), which shall consist of 50,000 shares of Common Stock of the par value of \$10.00 per share.

FIFTH

The names and places of residence of each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Ben J. Gantt, Jr.	625 Henry Bldg. Seattle, Wash.
W. H. Jaynes, Jr.	625 Henry Bldg. Seattle, Wash.
Wm. R. Smith	625 Henry Bldg. Seattle, Wash.

SIXTH

The corporation is to have perpetual existence.

SEVENTH

The amount of capital with which the corporation will commence business is One Thousand and No/100ths Dollars (\$1,000.00).

EIGHTH

The private property of stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

NINTH

The Directors shall have power to make and alter, or amend, by By-Laws; to fix the amount to be reserved for working capital, and to authorize and cause to be executed mortgages and liens, without limit to the amount upon the property and franchise of the corporation. With the consent in writing, and pursuant to a vote of the majority of the stock issued and outstanding, the Directors shall have authority to dispose in any manner of the whole property of the corporation.

TENTH

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH

No contract or other transaction between the corporation and any other 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 corpora-

tion, 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 or a majority thereof; 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 transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH

Both stockholders and directors shall have power, if the By-Laws so provide, to hold their meetings and to have one or more offices within or without the State of Delaware, and to keep the books of the corporation (subject to the provisions of the statutes) outside of the State of Delaware at such places as may be from time to time designated by the Board of Directors.

THIRTEENTH

The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Directors, being a majority of the Directors of each of the constituent corporations, have duly subscribed their names to this Agreement and caused the respective corporate seals of the constituent corporations to be affixed thereto, all as of the day and year first above written.

Directors of
FUTURA CORPORATION

R. V. Hansberger
R. V. Hansberger

Klara K. Hansberger
Klara K. Hansberger

W. D. Eberle
W. D. Eberle

Directors of
FUTURA INDUSTRIES CORPORATION

R. V. Hansberger
R. V. Hansberger

Klara K. Hansberger
Klara K. Hansberger

J. B. Monnette
J. B. Monnette

FUTURA CORPORATION

FUTURA INDUSTRIES CORPORATION

By *R. V. Hansberger*
R. V. Hansberger - President

By *R. V. Hansberger*
R. V. Hansberger - President

By _____
Klara K. Hansberger-Secretary

By _____
Klara K. Hansberger-Secretary

STATE OF IDAHO)
) SS
COUNTY OF ADA)

R. V. HANSBERGER and KLARA K. HANSBERGER, being first duly sworn, on oath depose and say:

That they are President and Secretary, respectively, of FUTURA CORPORATION, and hereby certify that the foregoing Agreement of Merger, having first been duly signed by all of the Directors of each of the constituent corporations, was submitted to the stockholders of Futura Corporation at a special meeting thereof called separately by the Board of Directors for the purpose of considering and taking action upon said Agreement of Merger, regularly held on the 22nd day of February, 1965, and the holders of all of the issued and outstanding stock of said corporation, being duly represented thereat, and having duly waived notice of the time, place and purpose of said meeting, a vote was taken for the adoption or rejection of said Agreement of Merger, and all of the issued and outstanding stock of said corporation was voted in favor of the adoption of said Agreement of Merger.

IN WITNESS WHEREOF, we have hereunto set our hands as President and Secretary of Futura Corporation, and affixed the corporate seal of said corporation this 1st day of March, 1965.

R. V. Hansberger
R. V. Hansberger - President

(Corporate Seal)

Klara K. Hansberger
Klara K. Hansberger - Secretary

SUBSCRIBED AND SWORN TO before me this 1st day of March, 1965.

Kathleen Jane Dyer
Notary Public in and for the State of Idaho, residing at Boise.

My Commission Expires: 10/22/66

