



CERTIFICATE OF INCORPORATION  
OF

UNITED MODERN ROOF, 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 \_\_\_\_\_

UNITED MODERN ROOF, 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: January 10, 1985



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

JAN 10 1985

UNITED MODERN ROOF, INC.

KNOW ALL MEN BY THESE PRESENTS That the undersigned, being a natural person of full age and citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof, and supplemental thereto, does hereby certify as follows:

I.

The name of the corporation shall be:

UNITED MODERN ROOF, INC.

II.

The existence of this corporation shall be perpetual.

III.

The purposes and objects for which the corporation is formed are for general roofing and insulation construction and management, and all other lawful purposes.

IV.

The location and post office address of the registered office of the corporation is:

~~4503 Federal Way~~ 1921 N. Harrison  
~~Boise, Idaho 83701~~ Pocatello, Idaho 83204

The name of the initial registered agent at such address is:

JOSEPH D. BECKER  
(P. O. Box 310)  
Pocatello, Idaho 83204

V.

The total authorized capital stock of this corporation shall be TWO THOUSAND (2,000) shares with par value of \$1.00. There shall be no other class of stock issued by this corporation.

VI.

It is the desire and intention of the corporation and of the party hereto, that the corporation should make a Sub-Chapter S election under Chapter 1 of Subtitle A of the United States Internal Revenue Code, and should terminate and revoke any such election once made only in accordance with the determination of the holders of a majority of all the outstanding stock of the corporation.

VII.

The name and post office address of the incorporator, and the number of shares subscribed for by him, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Joseph D. Becker	P. O. Box 310 Pocatello, ID 83204	200

VIII.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

IX.

The number of directors of the corporation shall be as

specified in the by-laws, and such number may from time to time be increased, or decreased, in such manner as may be prescribed in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders, and until their successors are elected and qualified.

X.

Stockholders of the corporation shall have pre-emptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the stockholders of the corporation.

XI.

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the shareholders of the corporation upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

XII.

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 and 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 corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been made 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 of such transaction with like force and effect, as if he were not such director or officer of such other corporation, or not so interested.

#### XIII.

(a) Subject to the laws of the State of Idaho in effect from time to time, any present or future director, officer or employee of the corporation, or any of its subsidiaries, or the legal representative of any such person, shall be indemnified by the corporation against all costs and expenses actually and reasonably incurred, by or imposed upon him, in connection with any claim, action, suit or proceeding (civil, criminal, administrative, or investigative, or threat thereof) by reason of having been such director, officer or employee, except in relation to matters as to which it is finally decided by a court of competent jurisdiction that such person was materially negligent, or guilty of material misconduct in the performance of his duties to the corporation. "Costs and expenses" shall include judgments (unless paid to the corporation itself), attorneys' fees, and other reasonable

expenses and disbursements.

(b) In the event of any such claim, action, suit or proceeding, or threat thereof, is settled or otherwise terminated without a final determination on the merits as shall be made by the corporation if it shall be determined:

- (1) That such director, officer, or employee was not materially negligent or guilty of material misconduct in the performance of his duties, and that he was not acting in good faith in what he reasonably considered to be the best interests of the corporation; and
- (2) In the case of criminal actions, suits or proceedings, that he had no reasonable cause to believe that his conduct was unlawful; and
- (3) In the case of amounts paid in settlement that such amounts, or a portion thereof, are deemed to be reasonable;

such determination to be made by a majority of the disinterested members of the Board of Directors, though less than a quorum, or by any one or more disinterested persons to whom the questions may be referred by the Board of Directors.

(c) A conviction based on a plea of nolo contendere, or its equivalent, or entry of a civil judgment by consent shall not of itself be deemed a final determination by a court on the merits for the purposes of paragraph (b) above.

(d) Expenses incurred by any director, officer of employee, or by a personal representative thereof, with respect to any claim, action, suit or proceeding, or threat thereof, may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by, or on behalf of such person, that he will repay such amount if it is ultimately determined that he is not entitled to indemnification by the

corporation.

(e) The foregoing shall not be exclusive of any other rights to which any director, officer or employee may be entitled, and this indemnification shall be in addition to, and not in restriction or limitation of, any other privilege or power of the corporation with respect to the indemnification or reimbursement of directors, officers or employees.

XIV.

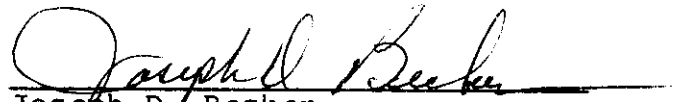
The initial Board of Directors shall consist of one member. The name and address of the person who is to serve as director until the first annual meeting of the shareholders, or until his successor be elected and qualify is as follows:

Joseph D. Becker  
P. O. Box 310  
Pocatello, Idaho 83204

XV.

The Board of Directors is expressly authorized to repeal and amend the by-laws of the corporation, and to adopt new by-laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now, or thereafter prescribed by law by a majority vote of the stockholders represented in person, or by proxy, at any annual meeting of the shareholders, or any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9<sup>th</sup> day of January, 1985.

  
Joseph D. Becker

On this 9<sup>th</sup> day of January, 1985, before me the undersigned Notary Public, in and for said State, personally appeared Joseph D. Becker, known to me to be the person who executed the foregoing instrument, and acknowledged to me that he executed the same.

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

  
NOTARY PUBLIC FOR IDAHO  
Residing at: Pocatello, Idaho

(SEAL)