

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

ASSOCIATED POOL BUILDERS, INC.

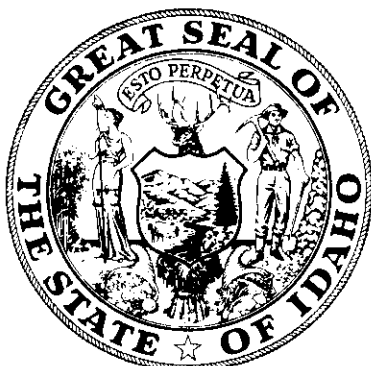
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ASSOCIATED POOL BUILDERS, INC.

_____ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to ASSOCIATED POOL BUILDERS, INC.

to transact business in this State under the name ASSOCIATED POOL BUILDERS, INC.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated March 11, 19 82.



Pete T. Cenarrusa

SECRETARY OF STATE

Muriel F. Artach

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Associated Pool Builders, Inc.
2. *The name which it shall use in Idaho is Associated Pool Builders, Inc.
3. It is incorporated under the laws of North Dakota
4. The date of its incorporation is June 28, 1974 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 210 Eastdale Drive, Bismarck, North Dakota 58501
6. The street address of its proposed registered office in Idaho is 807 Airway, Lewistown, Idaho, 83501, and the name of its proposed registered agent in Idaho at that address is Richard Brunmeier
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Swimming Pool Construction
Swimming Pool Equipment Supplier
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Duane Traynor</u>	<u>President</u>	<u>R. R. 4, Bismarck, ND 58501</u>
<u>Dwayne Gillespie</u>	<u>Vice President</u>	<u>827 N. 6th St., Bismarck, ND 58501</u>
<u>Patricia Dietzler</u>	<u>Sec.-Treas.</u>	<u>1409 Eastwood St., Bismarck, ND 58501</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,000</u>	<u>Common</u>	<u>No Par Value</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
700	Common	No Par Value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated February 23, 19 82.

Associated Pool Builders, Inc.

By

Duane Traynor

Duane Traynor
Its President

and

Patricia Dietzler

Its Secretary

STATE OF North Dakota)
)ss:
COUNTY OF Burleigh)

I, Dwayne Gillespie, a notary public, do hereby certify that on this 23rd day of February, 19 82, personally appeared before me Duane Traynor, who being by me first duly sworn, declared that he is the President of Associated Pool Builders, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

DWAYNE GILLESPIE
Notary Public, Burleigh County, N. D.
My Commission Expires Nov. 2, 1984

Dwayne Gillespie
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Certificate No 18815

UNITED STATES OF AMERICA



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

I, BEN MEIER, Secretary of State of the State of North Dakota and Keeper of the Great Seal thereof, do hereby certify that the annexed copy of

Articles of Incorporation
Certificate of Incorporation
Statement of Change of Registered Office
or Registered Agent, or Both

of

ASSOCIATED POOL BUILDERS, INC.

has been compared by me with the original of the above referenced
on file and of record

in this Department, and that the same is a true copy thereof, and of the whole of such
instruments.

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State at the
Capitol in the City of Bismarck, this 4th
day of February A. D., 1921

Ben Meier
BEN MEIER Secretary of State
By

Deputy

ARTICLES OF INCORPORATION

OF

ASSOCIATED POOL BUILDERS, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the North Dakota Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

Article 1. The name of said corporation shall be: Associated Pool Builders, Inc.

(Shall contain the word "corporation", "company", "incorporated",

or "limited", or shall contain an abbreviation of one such words)

Article 2. The period of its duration is: Perpetual

("Perpetual unless limited")

Article 3. The purposes for which the corporation is organized are:

To manufacture, construct, install and distribute commercial and private swimming pools and deal in the wholesale and retail sale of allied and incidental products and to perform services in connection therewith, and to construct and install concrete works for private and commercial purposes, and to manufacture, install and distribute water storage and distribution systems for private and commercial use, and to engage in general construction works of all types.

To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes and to do all other things incidental to them or connected with them that are not forbidden by law.

To engage in such other types of lawful business enterprises as may, from time to time, be determined to be in the best interests of the corporation.

(If shares consist of one class only, insert statement of par value of shares, or that all are without par value. If shares are divided into classes, insert number of shares of each class)

Article 6. Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: As provided by the corporate by-laws or by written side agreement among shareholders. (If preemptive rights are not to be limited or desired, insert the word "none")

(If no provisions for the regulation of the internal affairs of the corporation are set forth, insert the word "none")

Name	Street Address	City	State
Duane E. Traynor	1801 North 14th St.,	Bismarck,	N.D.
Dwayne Gillespie	827 North 6th St.,	Bismarck,	N.D.
Erling Haugland	1205 North Mandan St.,	Bismarck,	N.D.
Patricia A. Dietzler	611 Garden Drive,	Bismarck,	N.D.

Article 10. The name and address of each incorporator is:

(Not less than three)

Name	Street Address	City	State
Duane E. Traynor	1801 North 14th St.,	Bismarck,	N.D.
Dwayne Gillespie	827 North 6th St.,	Bismarck,	N.D.
Erling Haugland	1205 North Mandan St.,	Bismarck,	N.D.
Patricia A. Dietzler	611 Garden Drive,	Bismarck,	N.D.

We, the above named incorporators, being first duly sworn, say that we each have read the foregoing Articles of Incorporation and know the contents thereof, and verily believe the statements made therein to be true.

Duane Traynor
Dwayne Gillespie
Erling Haugland
Patricia A. Dietzler

Dated June 27 19 74.

Subscribed and sworn to before me this 27th day of June 19 74.

NOTARIAL SEAL

June Mehrer Notary Public

State of North Dakota

My Commission Expires February 2 19 78

Certificate No. 25125

Filing Date June 28 19 74.

Ben M. Hirsch
(Secretary of State)

(By Deputy)

Fees:
\$25,000 capitalization or less \$25.00
\$25,000 to \$50,000 capitalization — an additional 50.00
For each \$10,000 or fraction thereof over
\$50,000 capitalization 5.00
Filing fee in addition to above fees 16.00

TOTAL FEES: \$ 116.00

Buy North Dakota Products"

Certificate No. 25125



CERTIFICATE OF INCORPORATION
OF

ASSOCIATED POOL BUILDERS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of

ASSOCIATED POOL BUILDERS, INC.

duly signed and verified pursuant to the provisions of the North Dakota BUSINESS Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation to

ASSOCIATED POOL BUILDERS, INC.

and attaches hereto a duplicate original of the Articles of Incorporation.

Great Seal

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 28th day of June A. D., 19 74

/s/ BEN MEIER

Secretary of State.

By Deputy.

(Applicable to both Domestic and Foreign Corporations)

FEE \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH
OF

To the Secretary of State

of the State of North Dakota:

Pursuant to the provisions of Sections 10-1910 or 10-2209 of the North Dakota Business Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

First: The name of the corporation is Associated Pool Builders, Inc.

Second: The address of its present registered office is Route 1, Carufel's Addition,
Bismarck, North Dakota 58501

Third: The address to which its registered office is to be changed is 1617 East Broadway,
Bismarck, North Dakota 58501

Fourth: The name of its present registered agent is Duane Traynor

Fifth: The name of successor registered agent is Duane Traynor

Sixth: The address of its registered office and the address of the business office of its registered agent as changed will be identical.

Seventh: Such change was authorized by resolution duly adopted by its board of directors.

Dated June 27 19 75

Associated Pool Builders, Inc.
(Exact Corporate Name)

By Duane Traynor
(Signature of President or Vice-President)

Duane Traynor being first duly sworn says that he is the
President and that he has read the foregoing application and
knows the contents thereof, and verily believes the statements made therein to be true.

By Duane Traynor, President
Patricia Dietzler, Sec.-Treas.
(Signature of Executing Officer)

Subscribed and sworn to before me this 27th day of June 19 75

Edward Gillespie
Notary Public

NOTARIAL SEAL

State of _____
By Commission Expires _____

My Commission Expires 19

Filing Date July 8, 1975
Ben Meier
Secretary of State

Deputy

