

OHIO SECRETARY OF STATE  
PROCESSING STATEMENT  
04/29/94

04109-0081

CHARTER NUMBER: 870455  
ROLL AND FRAME: 4109-0081

CORPORATION:

COMMERCIAL ROOFING, INC.

DOCUMENT NUMBER

CODE

FEE

94042905301

ARF

85.00

94042905301

MIS

10.00

090934

RETURN TO: CORPORATE SERVICES  
ATTN R M HARRISTON  
50 W BROAD ST STE 1010  
COLUMBUS OH 43215

0507

04109-0082



# The State of Ohio

Bob Taft

Secretary of State

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: ARF MIS

of:

COMMERCIAL ROOFING, INC.

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll 4109 at Frame 0083 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 29TH day of APRIL

A.D. 1994



*Bob Taft*  
Bob Taft  
Secretary of State

04109-0083

ARTICLES OF INCORPORATION  
OF

COMMERCIAL ROOFING, INC.

APPROVED

9/10/42905301

The undersigned, desiring to form a corporation for profit, under §1701.01 et. seq., of the Ohio Revised Code, do hereby certify.

**FIRST:** The name of said corporation shall be: COMMERCIAL ROOFING, INC.

**SECOND:** The place in Ohio where its principal office is to be located is 2996 Progress Street, P. O. Box 2239, Dover, Tuscarawas County, Ohio, 44622.

**THIRD:** The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Ohio Revised Code §1701.01 to §1701.98, inclusive.

**FOURTH:** The maximum number of shares which the corporation is authorized to have outstanding is EIGHT HUNDRED FIFTY (850) shares, all of which shall be common stock without par value.

**FIFTH:** The amount of stated capital with which the corporation shall begin business shall be not less than FIVE HUNDRED and NO/100 Dollars (\$500.00).

**SIXTH:** A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise, nor shall any transaction, contract, or act with the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer or any firm of which said director or officer is a member or any corporation of which such director or officer is a shareholder,

04109-0084

director or officer, is in any way interested in such transaction, contract or act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors which action upon any such contract, transaction or act shall be taken nor shall any such director or officer be accountable or responsible to the corporation for or in respect of any such transaction, or contract or act of the corporation, or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director may be counted in determining the existence of a quorum of any meeting of the Board of Directors of the corporation which shall authorize or take action in respect to any such contract, transaction or act, and may vote thereat to authorize, ratify or approve any such contract, transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, were not interested in such transaction, contract or act.

**SEVENTH:** The corporation through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms and conditions that may be agreed upon between the corporation and the selling shareholder or among the shareholders.

**EIGHTH:** No shareholders of this corporation shall have any preemptive or preferential right, as such rights are defined by law, to subscribe for or purchase shares or securities which the corporation may from time to time issue

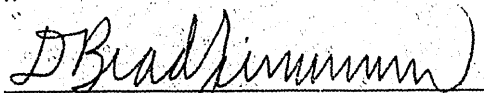
04109-0085

or sell in a proportion of the shares being issued or sold greater than the proportion that the number of shares then held by such shareholder bears to the total number of such shares then outstanding.

NINTH: Notwithstanding any provision of *Ohio Revised Code* §1701.01 to §1701.98, inclusive, now or hereafter in force, requiring for the authorization or taking of any action the vote or consent of the holders of shares entitling them to exercise any other proportion of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by law or these *Articles of Incorporation*, must be authorized or taken by the vote or consent of the holders of shares entitling them to exercise a percentage greater than fifty percent (50%) of the voting power of the corporation or of such class or classes of shares thereof.

IN WITNESS WHEREOF, we have hereunto subscribed our names this

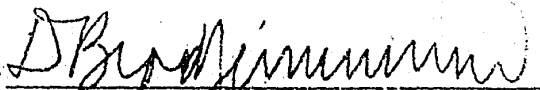
25 day of April, 1994.

  
D. BRAD ZIMMERMAN

04109-0085

ORIGINAL APPOINTMENT OF AGENT

The undersigned being at least a majority of the incorporators of COM-  
MERCIAL ROOFING, INC. hereby appoint D. BRAD ZIMMERMAN a natural person  
resident in the State of Ohio, upon whom any process, notice or demand required  
or permitted by statute to be served upon the corporation may be served. His  
complete address is: 140 Fair Avenue, N. W., P. O. Box 544, Tuscarawas  
County, Ohio, 44663. (New Philadelphia)

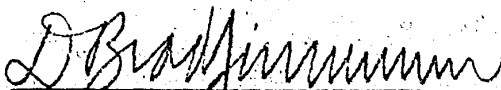
  
D. BRAD ZIMMERMAN

COMMERCIAL ROOFING, INC.  
Dover, Ohio 44622

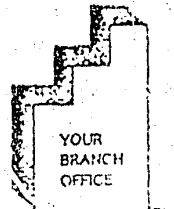
To Whom It May Concern:

I hereby accept appointment as agent of your corporation whom process, tax  
notices or demands may be served.

Dated: April 25, 1994

  
D. BRAD ZIMMERMAN

# CORPORATE SERVICES



50 West Broad Street, Suite 1010  
Columbus, Ohio 43215

04109-0081

Telephone  
(614) 464-2400

TO: SECRETARY OF STATE  
FROM: RUTH M. HARRISTON  
DATE: April 28, 1994

**EXPEDITE**

PLEASE FILE ON EXPEDITED BASIS!

FEE ENCLOSED \$95.00

Articles of Incorporation

~~THE XXXX COMPANY~~ COMMERCIAL ROOFING, INC.

Certificate of:

Amended Articles

Amendment to Articles

Merger or Consolidation

Dissolution

Other:

ISSUE AT TIME OF FILING:

Good Standing Certificate 1-2-3

Certified copy 1-2-3

Merger Certificate

IMPORTANT INSTRUCTIONS:

**EXPEDITE**

**EXPEDITE**

DO NOT MAIL EXPEDITED DOCUMENTS!

CORPORATE SERVICES WILL PICK UP DOCUMENTS!

PROMPT PROFESSIONAL SERVICE