

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 134598



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is United Window & Door Manufacturing, Inc.
2. It is incorporated under the laws of New Jersey
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

United Window & Door Manufacturing, Inc.

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 08/22/1988 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 24-36 Fadem Road, Springfield, New Jersey 07081
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street

(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is C T Corporation System
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Sec Attachment - window and door manufacturing wholesaling
of windows and doors.

8. The names and respective addresses of the directors and officers are: SEE ATTACHMENT

	<u>Name</u>	<u>Address</u>
Director		
Director		
President	<u>Howard Rose</u>	<u>24-36 Fadem Road Springfield, NJ 07081</u>
Vice President	<u>Nicholas Demico</u>	<u>24-36 Fadem Road Springfield, NJ 07081</u>
Treasurer		
Secretary	<u>Nicholas Demico</u>	<u>24-36 Fadem Road Springfield, NJ 07081</u>

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SEP 09 2003
BY [Signature]
CS203

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
2,500	N/A	Common	\$0.00

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
2,500	N/A	Common	\$0.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 3,230,037.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 37,500,000.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 427,709.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1.14% % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 7-9-2003

United Window & Door Manufacturing, Inc.
Print Exact Name of Corporation Making Application
By [Signature]
☒ President or ☐ Vice President (check one)
By [Signature] AND [Signature]
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF NEW JERSEY
COUNTY OF UNION

In _____, on this 9th day of July, 2003, personally appeared before me HONARD ROSE who, being by me first duly sworn, declared that he/she is the PRESIDENT of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public
My Commission Expires: _____

GARY DENCIA
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 10/17/2006

Attachment to Rhode Island

Purpose Clause

Window and Door Manufacturing Wholesaling of Windows and Doors Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

Officers & Directors

- | | | |
|----|-------------------|------------------|
| 1. | Full Name: | Howard Rose |
| | Officer/Director: | Officer |
| | Officer's Title: | President |
| | Business Address: | 24-36 Fadem Road |
| | City: | Springfield |
| | State: | NJ |
| | ZIP Code: | 07081 |
| 2. | Full Name: | Nicholas Derrico |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President |
| | Business Address: | 24-36 Fadem Road |
| | City: | Springfield |
| | State: | NJ |
| | ZIP Code: | 07081 |
| 3. | Full Name: | Nicholas Derrico |
| | Officer/Director: | Officer |
| | Officer's Title: | Secretary |
| | Business Address: | 24-36 Fadem Road |
| | City: | Springfield |
| | State: | NJ |
| | ZIP Code: | 07081 |

CERTIFICATE OF INCORPORATION
OF

UNITED WINDOW & DOOR MANUFACTURING, INC.

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AUG 22 1988

JANE BURGIO

Secretary of State

To: The Secretary of State
State of New Jersey

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The undersigned, of the age of eighteen years or over,
for the purpose of forming a corporation pursuant to the provisions
of Title 14A, Corporations, General, of the New Jersey Statutes, does
hereby execute the following Certificate of Incorporation:

FIRST: The name of the corporation is
UNITED WINDOW & DOOR MANUFACTURING, INC.

SECOND: The purposes for which this corporation is
organized are:

To engage in any activity within the purposes for which
corporations may be organized under the "New Jersey Business Corporation
Act," N.J.S. 14A:1-1 et seq.

In addition to the powers conferred upon shareholders,
directors, and officers of corporations under the "New Jersey Business
Corporation Act," N.J.S. 14A:1-1 et seq., the shareholders and directors
of the corporation shall have the following additional express power:

- (1) The shareholders shall have the express power to
remove any director of the corporation at any annual
or special meeting or other time, either with or
without cause, by the vote of a majority of a quorum
of shareholders present at such time or meeting.
- (2) The directors shall have the express power to remove
any officer of the corporation at any annual or
special meeting or other time, either with or with-
out cause, by the vote of a majority of a quorum of
directors present at such time or meeting.

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- (3) Except to the extent prohibited by law, no director or officer of the corporation shall be personally liable to the corporation or its shareholders for damages for breach of any duty owed to the corporation or its shareholders, provided that a director or officer shall not be relieved from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the corporation or its shareholders, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.
- (4) To the extent permitted by law, the corporation shall defend, indemnify and hold its officers and directors harmless for all acts and omissions in the performance of their duties for the corporation, provided that such acts or omissions are made in good faith and do not involve a knowing violation of the law nor result in an improper personal benefit to the officers or directors.

THIRD: The aggregate number of shares which the corporation shall have the authority to issue is
2,500 Shares Without Nominal or Par Value

FOURTH: The name and address of the corporation's initial Registered Agent therein is
David J. Ritter, Esq. c/o Brach, Eichler, Rosenberg, Silver, Bernstein,
Hammer & Gladstone, Esqs.
101 Eisenhower Parkway
Roseland, New Jersey 07068

FIFTH: The number of directors constituting the initial Board of Directors shall be two and the names and addresses of the directors are as follows:

Howard Rose 77 North Edgewood Road
Bedminster, New Jersey 07921

Nicholas Derrico 17 Stonerun Road
Bedminster, New Jersey 07921

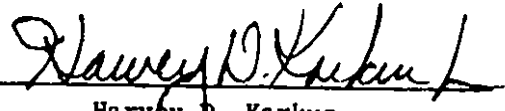
SIXTH: The name and address of the Incorporator is as follows:

Harvey D. Karkus

86 Smith Street
P.O. Box 618
Perth Amboy, New Jersey 08862

IN WITNESS WHEREOF, the undersigned, the incorporator of the
above-named Corporation, has hereunto signed this Certificate of
Incorporation.

Dated: August 22, 1988


Harvey D. Karkus

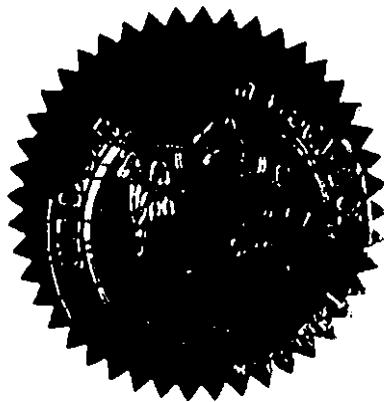
Filed by:

Karkus Press
86 Smith Street
P.O. Box 618
Perth Amboy, New Jersey 08862

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

UNITED WINDOW & DOOR MANUFACTURING, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
certificate of incorporation
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
23rd day of July, 2003

John E McCormac, CPA
State Treasurer