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GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

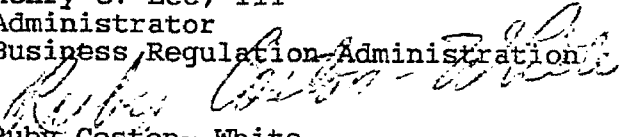
C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT
OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and
accordingly, this CERTIFICATE of INCORPORATION is hereby issued to
STRUCTURAL INSULATED PANEL ASSOCIATION

as of OCTOBER 1ST , 1990 .

Donald G. Murray
Director

Henry C. Lee, III
Administrator
Business Regulation Administration


Ruby Coston-White
Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF INCORPORATION
OF
STRUCTURAL INSULATED PANEL ASSOCIATION

TO: Department of Consumer and Regulatory Affairs
Corporations Division
614 H Street, N.W.
Washington, D.C. 20001

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators of a Corporation under the District of Columbia Nonprofit Corporation Act (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation.

- FIRST:** The name of the Corporation is STRUCTURAL INSULATED PANEL ASSOCIATION.
- SECOND:** The period of its duration is perpetual.
- THIRD:** The purpose or purposes for which the Corporation is organized are:
- A. To generally promote the interests of the structural insulated panel industry.
 - B. To maintain ongoing communications between Corporation members and federal, state and local governments, trade associations, industry professionals, code agencies and others to insure that industry interests are recognized and that members are informed on relevant issues.
 - C. To undertake an ongoing publicity and information dissemination program to gain visibility for the industry.
 - D. To undertake programs aimed at establishing recognized standards of quality and performance appropriate for members' products and suitable for referencing by codes and standards organizations.
 - E. To provide membership support by arranging for meetings, mailings and other activities aimed at sharing information concerning the operation of members' businesses.

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R. W. [Signature]

- F. To assist the industry in promoting high business ethics among its participants.
- G. To engage in all lawful activity in furtherance of the foregoing activities.
- H. The powers, rights and privileges provided in these Articles are not to be deemed in limitation of similar, other or additional powers, rights and privileges granted or permitted to this Corporation by the nonprofit corporation laws of the District of Columbia or any other jurisdiction within or without the United States, under which this Corporation by virtue hereof becomes deemed to be incorporated, it being intended that this Corporation shall be authorized to have and shall have all the powers, rights and privileges granted or permitted to a corporation by such statutes.

- FOURTH: The Corporation shall have members.
- FIFTH: The Corporation is to be divided into three (3) classes of members, Regular, Associate and Corresponding. The qualifications and rights of each class of members shall be specified in the Bylaws, provided, however, that only Regular members shall have the right to vote.
- SIXTH: The manner of the election or appointment of directors shall be provided in the Bylaws.
- SEVENTH: No portion of the net earnings of the Corporation shall inure to the benefit of any private individual.
- EIGHTH: The provisions for the regulation of the internal affairs of the Corporation, including provision for the distribution of assets on dissolution or final liquidation, shall be set forth in the Bylaws.
- NINTH: The address, including street and number of the initial registered office of the Corporation is 1090 Vermont Avenue, N.W., Suite 1200, Washington, D.C. 20005-4905; and the name of the initial registered agent at such address is Paul M. Tandler.
- TENTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses, including street and number, of the persons who are to serve as directors until the first annual meeting or until successors are elected and shall qualify are:

Bob Sullivan

4505 Gardner Expressway
Quincy, Illinois 62301

Amos Winter

RR 5, Box 168B
Glen Orne Drive
Brattleboro, Vermont 05301

Jim Williams

810 North Slocum
Lancaster, Ohio 43130

ELEVENTH: The names and addresses, including street and number, of each incorporator are:

James M. Goldberg

1090 Vermont Avenue, N.W.
Suite 1200
Washington, D.C. 20005-4905

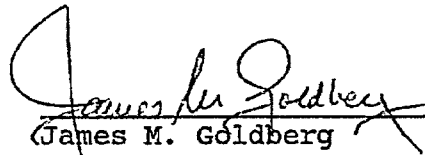
Paul M. Tandler

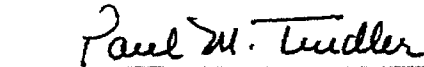
1090 Vermont Avenue, N.W.
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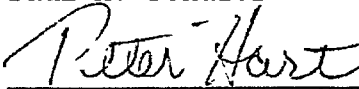
A. Peter Hart

1090 Vermont Avenue, N.W.
Suite 1200
Washington, D.C. 20005-4905

Date: September 28, 1990


James M. Goldberg


Paul M. Tandler


A. Peter Hart

(Incorporators)

I, CLAUDIA D. DIDEUM, a Notary Public, hereby certify that on the 28th day of September, 1990, James M. Goldberg, Paul M. Tendler and A. Peter Hart appeared before me and signed the foregoing document as Incorporators, and have averred that the statements therein contained are true.

Claudia D. Dideum
Claudia D. Dideum

(Seal)

My commission expires June 14, 1995.