

STATE OF NEW HAMPSHIRE
RECORD OF ORGANIZATION
OF
LAVALLEY BUILDING SUPPLY, INC.

ARTICLES OF AGREEMENT

We, the undersigned, being of lawful age, do hereby associate ourselves together for the purpose of forming a corporation under the provision of Chapter 294 of the Revised Statutes Annotated New Hampshire 1955, as amended, and entitled "Business Corporations".

ARTICLE 1. The name of the corporation shall be LAVALLEY BUILDING SUPPLY, INC.

ARTICLE 2. The objects for which said corporation is established are:

a. To engage in the business of buying and selling lumber products and building materials of every description; the promotion and sale of manufactured homes; the promotion and sale of home improvements; to engage in land development; and to offer short term construction financing.

b. To purchase, lease, or otherwise acquire, hold, enjoy, develop, improve or otherwise use, sell, transfer, lease, mortgage, pledge, or otherwise dispose of lands and real estate and all rights and interests therein or products thereof in this or any other state, together with personal property of every kind and nature including but without limiting the generality of the foregoing, patents, rights, privileges, franchises, inventions, secret processes, trademarks, tradenames, and all other property of every sort and nature.

c. To enter into, make, perform and carry out con-

tracts and licenses with persons, corporations, partnerships, firms, and associations, and any governmental power or authority in connection with or pertaining to any of the foregoing purposes.

d. To purchase, subscribe for or otherwise acquire, register, hold, sell, assign, transfer, pledge, or otherwise dispose of or deal in stock shares, bonds, notes and other securities and evidences of interest in or indebtedness of any person, firm or other corporation of this or any other state, and while the owner or holder thereof to exercise all the rights, powers and privileges of ownership in the same manner that an individual might do.

e. To carry on in connection with the foregoing any other business advantageous and incidental to the business of the corporation and in general to do and perform every other act and thing and carry on every other business whatsoever, and proper for the accomplishment of any of the purposes and incidental to carrying on of any of the business of the corporation, and to possess, use and exercise all the powers conferred by the laws of the State of New Hampshire upon business corporations.

ARTICLE 3. The principal place of business of the corporation is to be located at Newport, New Hampshire, but it may transact business elsewhere in said State, or in any state of the United States, or foreign countries, subject to the laws thereof.

ARTICLE 4. The capital stock of the corporation shall consist of 200 shares of common stock without par value, each to consist of one class only, with equal rights, but with certain limitations as outlined in by-laws.

ARTICLE 5. The first meeting of the incorporators shall be held at the office of Charles V. Spanos, 14 Pleasant Street, Claremont, New Hampshire, on April 30, 1964, at two o'clock in the afternoon.

IN WITNESS WHEREOF, we have hereunto set our hands this 29th day of April, 1964.

<u>Harold A. LaValley</u>	Anderson Street, Claremont, N.H.
<u>Geraldine K. LaValley</u>	Anderson Street, Claremont, N.H.
<u>Roger H. Ryan</u>	58 Pleasant St. Claremont, N.H.

MINUTES OF ORGANIZATION MEETING
 OF
 LAVALLEY BUILDING SUPPLY, INC.

A meeting of the incorporators of LaValley Building Supply, Inc. was held at the office of Charles V. Spanos, 14 Pleasant Street, in Claremont, New Hampshire, on April 30, 1964, at two o'clock in the afternoon. At said meeting there was present Harold A. LaValley, Geraldine K. LaValley and Roger H. Ryan.

The meeting was called to order by Harold A. LaValley and Harold A. LaValley was chosen chairman of the meeting and Roger H. Ryan was chosen temporary clerk, and Roger H. Ryan took the oath of office as temporary clerk before Charles V. Spanos, a Justice of the Peace, in the following certificate:

Personally appeared Roger H. Ryan and made oath that he would faithfully perform all the duties as temporary clerk of this corporation to the best of his ability in accordance with the rules and regulations of the Constitution of the laws of the State of New Hampshire.

The State of New Hampshire
Sullivan, SS.

Before me,

Charles J. Gaudin
Justice of the Peace.

The Articles of Agreement, subscribed by all of the incorporators were read and ordered incorporated in the Record of Organization.

A proposed code of By-Laws for the corporation was then presented to the meeting and read section by section.

Upon motion duly made and seconded, it was unanimously

VOTED: That the by-laws as proposed be and the same are hereby adopted as and for the by-laws of the corporation (see excerpt attached). (By-Laws omitted).

Upon motion duly made and seconded, it was unanimously

VOTED: That until otherwise determined by the stockholders, the number of directors of this corporation be fixed at three (3).

Upon motion duly made and seconded, it was unanimously

VOTED: To proceed to ballot for officers and directors.

Successive ballots being taken, the following were unanimously chosen and declared elected to the offices set before their respective names:

Directors:	Harold A. LaValley	Claremont, N.H.
	Geraldine K. LaValley	Claremont, N.H.
	Roger H. Ryan	Claremont, N.H.
President	Harold A. LaValley	Claremont, N.H.
Vice-President	Geraldine K. LaValley	Claremont, N.H.
Treasurer	Geraldine K. LaValley	Claremont, N.H.
Clerk	Roger H. Ryan	Claremont, N.H.

Upon motion duly made and seconded, it was unanimously

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VOTED: That the total authorized capital stock of this corporation shall be without nominal or par value and shall consist of 200 shares of equal value, and of the authorized capital stock 100 shares shall be presently issued but only for the consideration of the transfer to the corporation of all stock in trade, furniture, furnishing, fixtures

machinery, tools, equipment and vehicles now owned by Harold A. LaValley and Geraldine K. LaValley. Said property being located in Newport, N.H.

Upon motion duly made and seconded, it was unanimously

VOTED: That the Directors be and they are hereby authorized and instructed to cause (1) stock certificate for fifty (50) shares to be prepared in such form, conformable to law, as they may determine of Common stock without nominal or par value to be issued to Harold A. LaValley, and one (1) stock certificate for fifty (50) shares to be similarly prepared and issued to Geraldine K. LaValley upon receipt of the consideration specified in the foregoing vote.

Upon motion duly made and seconded, it was unanimously

VOTED: That pending the preparation of permanent stock certificates the use of temporary typewritten stock certificates be and hereby is authorized.

Upon motion duly made and seconded, it was unanimously

VOTED: That pending the procurement of an impression seal the corporation authorizes any officer in the execution of a sealed instrument in behalf of the corporation to affix thereto as the seal of the corporation a wafer seal which form of seal the corporation hereby adopts.

Upon motion duly made and seconded, it was unanimously

VOTED: that the directors and officers of this corporation may issue the balance of the capital stock at one time or from time to time for such lawful consideration and to such person or persons as the Directors may deem for the best interest of the corporation.

Upon motion duly made and seconded, it was unanimously

VOTED: that the president and treasurer and the Directors prepare the necessary certificates and do all things essential to the completion of this corporation.

No further business appearing, it was unanimously voted to

adjourn.

A true record, attest:

Roger H. Ryan
Temporary Clerk

We the undersigned, being the President and Treasurer and the Board of Directors, elected at the organization meeting of LaValley Building Supply, Inc., as hereinbefore set forth, do hereby severally make oath that the foregoing is a true record of incorporation of said corporation and contains the original of the Articles of Agreement, the names and addresses of the officers and directors and the original record of the organization meeting, duly attested by the temporary clerk.

Harold A. LaValley
President - Director
Geraldine K. LaValley
Treasurer - Director
Roger H. Ryan
Clerk - Director

State of New Hampshire
Sullivan, SS

Personally appeared Harold A. LaValley, Geraldine K. LaValley and Roger H. Ryan and took oath to this affidavit as hereinbefore set forth.

Before me
Charles H. Ryan
Justice of the Peace

LAVALLEY BUILDING SUPPLY, INC.

OFFICERS AND DIRECTORS

<u>Office</u>	<u>Name</u>	<u>Post Office Address</u>
President	Harold A. LaValley	Anderson St. Claremont, N.H.
Vice-President	Geraldine K. LaValley	Anderson St. Claremont, N.H.
Treasurer	Geraldine K. LaValley	Anderson St. Claremont, N.H.
Clerk	Roger H. Ryan	Pleasant St. Claremont, N.H.

Excerpt from By-Laws

ARTICLE XX

Stock Restrictions

No stockholder, or the heirs, executors or administrators of any deceased stockholder shall transfer, alienate or in any way dispose of any share or shares of the corporation unless such share or shares shall first have been offered for sale to the remaining stockholders, it being the intention hereof to give them a preference in the purchase of the same. The stockholder or stockholders willing to purchase said shares shall pay therefore, the book value of said shares established as of the time said shares are offered for sale. The stockholder or stockholders shall have sixty (60) days within which to purchase the share or shares being offered. After the expiration of such time, the stockholder or his heirs, executors or administrators, shall be free to transfer, alienate or otherwise dispose of such share or shares without restriction whatsoever.

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The record of organization of

LaValley Building Supply, Inc.

having been submitted to me, I have examined the same and find that it conforms to the provisions of the Business Corporation Law, and it is hereby approved.

Dated May 4, 1964

Alexander J. Kalinski
Assistant Attorney General

STATE OF NEW HAMPSHIRE

Office of the Secretary of State

Filed for record this 4th day of May, 1964 at 4:00 P. M. o'clock

Robert L. Hoar

SECRETARY OF STATE

