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STATE OF NEW HAMPSHIRE

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Form No. 11
RSA 293-A:2.02

ARTICLES OF INCORPORATION

THE UNDERSIGNED, ACTING AS INCORPORATOR(S) OF A CORPORATION UNDER THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

FIRST: The name of the Corporation is Metro Walls, Inc.

SECOND: The number of shares the Corporation is authorized to issue:

A single class of stock, designated as "Common Stock", which shall have unlimited voting rights, shall be entitled to receive the net assets of the Corporation upon dissolution, and shall consist of One Thousand (1,000) shares, each having no par value.

THIRD: The capital stock will be sold or offered for sale within the meaning of RSA Chapter 421-B (New Hampshire Securities Act).

FOURTH: The name of the Corporation's initial registered agent is Kerry R. McCoolle, and the street address (including zip code and post office box, if any) of its initial registered office (agent's business address) is 49 Hancock Street, Manchester, NH 03101.

FIFTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Michael W. Dion	49 Hancock Street Manchester, NH 03101
Kerry R. McCoolle	49 Hancock Street Manchester, NH 03101

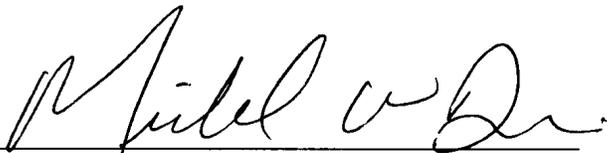
SIXTH: Additional provisions, including provisions for the regulation of the internal affairs of the Corporation:



- (A) Corporate Purposes. The Corporation is empowered to transact any and all lawful business for which corporations may be incorporated under RSA Chapter 293-A and the principal purpose or purposes for which the Corporation is organized are:
- (1) commercial framing, drywall, and related construction work; and
 - (2) to carry on any business or other activity which may be lawfully carried on by a corporation organized under the New Hampshire Business Corporation Act, whether or not related to those referred to in the foregoing paragraph.
- (B) No Preemptive Rights. Shareholders of the Corporation shall have no preemptive rights.
- (C) Liability limitations of Directors and Officers. The liability of a person serving as a director or officer, or both, to the Corporation or its shareholders shall be eliminated and limited to the fullest extent permitted by RSA Chapter 293-A.
- (D) Shareholder Actions by Consent. Pursuant to and subject to the requirements of RSA 293-A:7.04, II, any action required or permitted by RSA Chapter 293-A to be taken at a shareholders meeting may be taken without a meeting without prior notice and without a vote, if the action is taken by all the number of shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all the shares entitled to vote thereon were present and voted.
- (E) S Corporation Tax Distributions. Unless otherwise prohibited by law, for each tax year for which the Corporation has an election in effect to be taxed as a so-called "S corporation" under Section 1361 et seq. of the Internal Revenue Code of 1986, as amended (the "Code"), the Corporation shall declare and pay to each shareholder, within one hundred (100) days following the end of such tax year, a distribution in an amount equal to the sum of:
- (1) the amount of the combined federal, state, and local income tax liability for such shareholder's allocable share of the Corporation's taxable income (including items separately stated and passed through to the shareholders) for such tax year, including tax credits; and
 - (2) the amount of the combined federal, state, and local income tax liability for the portion of the distribution paid with respect to clause (1) above.

Such tax liability shall be calculated assuming that each shareholder will be taxable at the highest marginal federal, state, and local tax rates then applicable to individuals who are residents of the city and state of the Corporation's principal place of business. A shareholder's right to receive a distribution as provided above may be waived by such shareholder by a written waiver signed by such shareholder. Any such waiver shall be filed by the Secretary of the Corporation with the minutes of the meetings of the shareholders.

Dated: February 9, 2005



Michael W. Dion, Incorporator



Kerry R. McCoole, Incorporator

Mail fees, **ORIGINAL, ONE EXACT OR CONFORMED COPY, AND FORM 11-A** to:
Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-
4989

**Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws**

Part I – Business Identification and Contact Information

Business Name: Metro Walls, Inc.
Business Address (include city, state, zip): 49 Hancock Street, Manchester, NH 03101
Telephone Number: (603) 668-4113 E-mail: _____
Contact Person: Kerry R. McCool
Contact Person Address (If Different): _____

Part II – Check ONE of the following items in Part II If more than one item is checked, this form will be rejected. [PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. However, you must insure that your business meets all of the requirements spelled out in A), B) and C)]:

1. Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
- A) This business has **10 or fewer owners**; and
 - B) Advertising *relating to the sale of ownership interests* has not been circulated; and
 - C) Sales of ownership interests – if any – will be **completed within 60 days** of the formation of this business.
2. This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.
3. This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.
4. This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check ONE of the following items in Part III:

1. This business **is not** a New Hampshire corporation or limited partnership. (ALL LLC's should check this item.)
2. This business **is** a New Hampshire corporation or limited partnership and the articles of incorporation or certificate of limited partnership states whether capital stock or interests will be sold or offered for sale.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): Kerry R. McCool Signature: 

Name (print): Michael W. Dion Signature: 

Name (print): _____ Signature: _____

Date: February 9, 2005