

PIERCE & PIERCE MILLWORK & MOULDING, INC.

8409484

DUPLICATE

9/18/84
44



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"PIERCE & PIERCE MILL WORK & CABINETS, INC."

has been duly incorporated under the laws of the State of Georgia on the **29th** day of **June**, 19**84**, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **29th** day of **June** in the year of our Lord One Thousand Nine Hundred and Eighty **Four** and of the Independence of the United States of America the Two Hundred and **Eight**.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION

I.

The name of the corporation is:

PIERCE & PIERCE MILL WORK & CABINETS, INC.

II.

The corporation shall have perpetual duration.

III.

The corporation is organized pursuant to the Georgia Business Corporation Code for the following purposes:

To engage in the business of preparing, processing, and otherwise manufacturing and purchasing, trading, and dealing in, for resale, millwork and cabinet shop products composed in whole or in part of wood or wood products, and to buy, sell, hold and lease real estate and any and all types of personal property.

To conduct any business which is lawful under the laws of the State of Georgia.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation.

IN FURTHERANCE OF AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Georgia and the objects and purposes herein set forth, it is expressly provided that to such extent as a corporation organized under the Georgia Business Corporation Code may now or hereafter lawfully do, the corporation shall have the power to do, either as principal or agent and either alone or in connection with another corporation, firms, individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its properties; and, in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be authorized to do or to exercise under the Georgia Business Corporation

Code or under any act amendatory thereof, supplemental thereto or substituted therefor.

The foregoing provisions of this Article III shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers herein specified shall, except when otherwise provided in this Article III, shall be in no wise limited or restricted by reference to, or inference from the terms of any provision of this or any other Article of these Articles of Incorporation.

IV.

The corporation shall have the authority to issue not more than 100,000 shares of common stock of \$1.00 par value per share.

The corporation may purchase its own shares of capital stock out of unreserved and unrestricted earned surplus and capital surplus available therefor and as otherwise provided by law.

The Board of Directors may from time to time distribute to shareholders out of capital surplus of the corporation a portion of its assets, in cash or in property, or in both cash and property.

The corporation shall be authorized to issue its capital stock pursuant to such plan or plans as it may from time to time adopt in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954, and the initial Board of Directors shall be authorized to adopt the initial plan for the issuance of such capital stock.

V.

The initial registered office of the corporation shall be at 1707 Mount Vernon Road, Suite 3, Dunwoody, DeKalb County, Georgia. The initial registered agent of the corporation shall be Michael J. King.

VI.

The initial Board of Directors shall consist of two (2) who shall be as follows:

Raymond E. Pierce
1438 Epping Forest Drive
Atlanta, GA 30319

Randall W. Pierce
2307 Flintlock Drive
Stone Mountain, GA 30083

VII.

The name and address of the incorporator is:

Michael J. King
1707 Mount Vernon Road, Suite 3
Dunwoody, GA 30338

VIII.

The corporation shall not commence business until it shall have received not less than \$500.00 in payment for the issuance of shares of stock.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

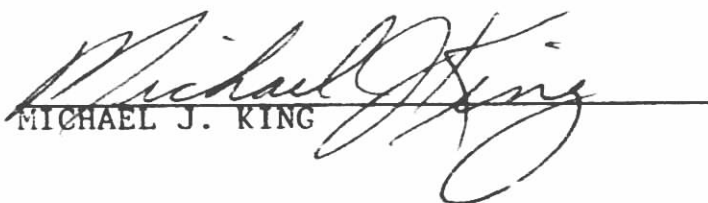

Michael J. King
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Max Cleland
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I, MICHAEL J. KING, do hereby consent to serve as registered agent for the corporation PIERCE & PIERCE MILL WORK & CABINETS, INC.

This the 29th day of June, 1984.


MICHAEL J. KING

Address of registered agent:

1707 Mount Vernon Road
Suite 3
Dunwoody, GA 30328-4291

State of Georgia



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"PIERCE & PIERCE MILL WORK & CABINETS, INC. "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this day of _____, in the year of our Lord One ^{1st} Thousand Nine ^{June} Hundred and Eighty _____ and _____ ^{Four} of the Independence of the United States of America the Two Hundred and _____ Eight.

Max Cleland

84152114

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

Secretary of State

Business Services and Regulation

Suite 308, West Tower
2 Martin Luther King Dr. Jr.
Atlanta, Georgia 30334

CHARTER NUMBER : 0409684
DATE INCORPORATED : 6/29/84
DATE AMENDED : 3/19/87
EXAMINER : VANESSA ROBBINS
TELEPHONE : 404-486-2821

5

MAILED TO:

MICHAEL J. KING
ATTORNEY AT LAW
4046 WETHERBURN WAY
SPALDING SQ, STE 6
NORCROSS, GEORGIA 30092

CERTIFICATE OF AMENDMENT

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that the articles of incorporation of

"PIERCE & PIERCE MILL WORK & CABINETS, INC."
changing its name to
"PIERCE & PIERCE MILLWORK & MOULDING, INC."

have been duly amended under the laws of the State of Georgia, by the filing of articles of amendment in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true and correct copy of said articles of amendment.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: MARCH 19, 1987
FORM A3(3/87)



MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



ORGANIZATION

CORPORATION

CORPORATION

34710
3-20-37

ARTICLES OF INCORPORATION

The Shareholders of **PIERCE & PIERCE MILLWORK & CABINETS, INC.**, a corporation organized and existing under the laws of the State of Georgia, did on the 2nd day of March, 1937, adopt an amendment to the Articles of Incorporation of said corporation as follows:

"The Articles of Incorporation of **PIERCE & PIERCE MILLWORK & CABINETS, INC.** shall be amended to provide that the name of the corporation be changed to **"Pierce & Pierce Millwork & Building, Inc."**

Said amendment was adopted by unanimous vote of the holders of all the shares of the corporation. A vote of the majority of the shareholders entitled to vote is required to amend the Articles of Incorporation.

IN WITNESS WHEREOF, **PIERCE & PIERCE MILLWORK & CABINETS, INC.** has caused these Articles of Amendment to be executed and its corporate seal to be affixed, and has caused the foregoing to be attested, all by its duly authorized officers, on this 2nd day of March, 1937.

PIERCE & PIERCE MILLWORK & CABINETS, INC.

BY: *Raymond E. Pierce*
Raymond E. Pierce, Pres.

ATTEST:

Raymond E. Pierce
Raymond E. Pierce, Secretary

(CORPORATE SEAL)

RECEIVED

MAR 21 1937

RECEIVED

Secretary of State

Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CERTIFICATE DATE: 03/09/87
DOCKET NUMBER : 87065250
EXAMINER : SANDRA JEAN SNOW
TELEPHONE : 404-656-1772

REQUESTED BY:

MICHAEL J KING
4046 WEATHERBURN WAY #6
NORCROSS GA 30092

CORPORATE NAME CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME DOES NOT APPEAR TO BE IDENTICAL WITH, OR CONFUSINGLY SIMILAR, TO THE NAME OF ANY OTHER EXISTING CORPORATION ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF THE GEORGIA LAWS RELATING TO CORPORATIONS (CHAPTER 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED). PROVIDED ALL FEES ARE PAID, AND THE REQUEST IS MADE IN GOOD FAITH FOR THE PURPOSE OF FORMING A CORPORATION, THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF FOUR MONTHS FROM ITS DATE OF ISSUANCE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION.

"PIERCE & PIERCE MILLWORK & MOULDING, INC."

IMPORTANT NOTICE. THE PINK COPY AND THE AMOUNT DUE MUST BE IMMEDIATELY SUBMITTED TO THE SECRETARY OF STATE. FAILURE TO PROMPTLY PAY THE AMOUNT DUE MAY RESULT IN THE REVOCATION OF THIS CERTIFICATE.

AMOUNT DUE: \$ 10.00



MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



INCORPORATES
404-656-1772

CEMETERIES
404-656-1772

CORPORATIONS
404-656-1772

CORPORATIONS NOT IN
404-656-1772

MICHAEL J. KING

ATTORNEY AT LAW

BRIDGES SQUARE-SUITE C

4040 WYOMING AVE

NORCROSS, GEORGIA 30092

14041 602-6250

March 13, 1987

Secretary of State
Corporations Division
Room 315 - West Tower
#2 MLK Jr. Dr., SE
Atlanta, GA 30334

RE: PIERCE & PIERCE MILLWORK & MOULDING, INC.

Dear Sir:

In accordance with OCGA §14-2-194, you will find enclosed the following documents:

1. The original Articles of Amendment of the above-captioned corporation and two conformed copies of said Articles, which are submitted for filing as provided in §14-2-5(a);
2. The corporate name certificate issued by you reserving the changed name is attached to the original Articles of Amendment;
3. Payment to you in the amount of \$20.00 as provided for in §14-2-371;
4. A check in the amount of \$20.00 payable to the Clerk of the Superior Court of Gwinnett County in payment of the cost of filing the Articles of Amendment;
5. A letter addressed to the Gwinnett Daily News, which letter is in the form designed by §14-2-194(c)(4), and a check in the amount of \$60.00 payable to the Gwinnett Daily News;

I will appreciate your processing these documents in the manner prescribed by OCGA §14-2-194, and, if everything is in order, I will appreciate your issuing a Certificate of Amendment to the above-captioned corporation and attaching it to one conformed copy of the Articles of Amendment and returning it to me.

Sincerely,


Michael J. King

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2

BUSINESS SERVICES AND REGULATION
ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

MAX CLELAND
Secretary of State

H. WAYNE HOWELL
Deputy Secretary of State

I. Filing Date:	3-19-87	Code:	NC-2P	Docket No.:	87079404
Assigned Exam:	27	Amt.:	\$ 20.00	By:	47
Charter Number:		Completed:			

DO NOT WRITE ABOVE THIS LINE - BOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name:			
Oreco & Oreco Millwork & Moulding			
Mailing Address:			
City:	County:	State:	Zip Code:
III. Fees Submitted By:			
Secretary of State: \$	Check No.:		
Clerk of Court: \$	Check No.:	County:	
Publisher: \$	Check No.:	Name:	
IV. Incorporator:			
Address:			
City:	State:	Zip Code:	
V. Registered Agent/Office:			
Address:			
City:	State:	Zip Code:	
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST			
1. Original and two conformed copies of Articles of Incorporation	Applicant	Examiner	
2. Corporate name certificate completed and verified			
3. Publisher's and Clerk's checks completed and verified			
4. Consent form completed and verified			
5. Corporate duration and statutory authority stated			
6. Number shares, par value, minimum capital stated			
7. Number of directors and their names and addresses			
VII. Applicant/Attorney:			
Telephone:			
Address:			
City:	State:	Zip Code:	

NOTE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 1 Martin Luther King Jr. Bldg. 315, West Tower, Atlanta, Georgia 30334. For information call 404-656-6217. This form does not replace the Articles of Incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.

Sign: _____ Date: _____

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 052991027
CONTROL NUMBER: J4094P4
EFFECTIVE DATE: 10/18/2005
REFERENCE : 0093
PRINT DATE : 11/03/2005
FORM NUMBER : 115

ANDERSEN TATE MAHAFFEY & MCGARITY
R. BRADLEY CARR
1505 LAKES PKWY.#100
LAWRENCEVILLE, GA 30043

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

PIERCE & PIERCE MILLWORK & MOULDING, INC.
A DOMESTIC PROFIT CORPORATION

have been duly restated and amended by the filing of articles of restatement in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

52991027
JL109484

**ARTICLES OF RESTATEMENT AND AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PIERCE & PIERCE MILLWORK & MOULDING, INC.**

PIERCE & PIERCE MILLWORK & MOULDING, INC., a corporation organized and existing under the laws of the State of Georgia, hereby certifies as follows:

1. The name of the corporation is PIERCE & PIERCE MILLWORK & MOULDING, INC. (the "Corporation"). The date of incorporation was June 29, 1984.
2. Pursuant to Section 14-2-1007 of the Georgia Business Corporation Code, these Articles of Incorporation restate and amend the Restated and Amended Articles of Incorporation of the Corporation (the "Articles of Restatement and Amendment"). These Articles of Restatement and Amendment were duly adopted by the shareholders of the Corporation in accordance with the provisions of Section 14-2-1003 of the Georgia Business Corporation Code on September 30, 2005.
3. The Restated and Amended Articles of Incorporation of the Corporation as heretofore amended or supplemented are hereby restated and further amended to read in their entirety as follows:

52991027

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
PIERCE & PIERCE MILLWORK & MOULDING, INC.**

4109484

1.

Name. The name of the Corporation is PIERCE & PIERCE MILLWORK & MOULDING, INC. (the "Corporation").

2.

Common Stock. The aggregate number of common shares (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have the authority to issue is Ten Million (10,000,000), \$.01 par value, divided into One Million (1,000,000) shares of \$.01 par value capital stock designated as "Common Stock", and Nine Million (9,000,000) shares of \$.01 par value capital stock designated as "Class B Non-Voting Common Stock."

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Common Stock and the Class B Non-Voting Common Stock of the Corporation shall be identical in all respects.

2. With respect to voting powers, except as otherwise required by the Georgia Business Corporation Code, the holders of Common Stock shall possess all voting powers for all purposes, including by way of illustration and not of limitation the election of directors, and the holders of Class B Non-Voting Common Stock shall have no voting power whatsoever, and no holder of Class B Non-Voting Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the shareholders.

3.

Section 3.1. Personal Liability of Directors. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of the director's duties, of any business opportunity of the Corporation, (ii) for acts or omissions which involved intentional misconduct or a knowing violation of law, (iii) for the types of liabilities set forth in Section 14-2-832 of the Georgia Business Corporation Code, or (iv) for any transaction from which the director derived an improper personal benefit. If the Georgia Business Corporation Code is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Georgia Business Corporation Code, as amended.

Section 3.2. Effect of Repeal or Modification. Neither the repeal or modification of this Article 3 nor the adoption of any provision of these Articles of Incorporation inconsistent with these Articles shall eliminate or adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal, modification or adoption.

4.

Section 4.1. Number and Term of Directors. The number of directors that shall constitute the Board of Directors of the Corporation shall be determined from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board.

Section 4.2. Increase or Decrease in Authorized Number of Directors. In the event of any increase or decrease in the authorized number of directors, each director then serving shall nevertheless continue as a director of the until the expiration of his term, or his prior death, retirement, resignation or removal.

Section 4.3. Removal. Any or all directors may be removed from office at any time for cause, but only by the same affirmative vote of the shareholders required to amend this Article 4 as provided in Article 8 of these Articles of Incorporation.

Section 4.4. Vacancies. Vacancies on the Board of Directors (including vacancies resulting from retirement, resignation, removal from office or death) shall be filled exclusively by action of a majority of the remaining members of the Board of Directors, although such majority is less than a quorum. Any vacancy on the Board of Directors resulting from an increase in the number of directors may be filled by a majority of the Board of Directors then in office, provided that a quorum is present. Any director elected to fill a vacancy not resulting from an increase in the number of directors will have the same remaining term as that of his predecessor. Any director elected to fill a vacancy resulting from an increase in the number of directors shall hold such office until the next annual meeting of shareholders.

5.

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors the Board of Directors, committees of the Board of Directors and such individual directors consider pertinent; provided, however, that this provision solely grants discretionary authority to the directors and no constituency shall be deemed to have been given any right to consideration hereby.

6.

The mailing address of the principal office of the Corporation is 4550 Buford Highway, Norcross, Georgia 30071.

7.

Section 7.1 Indemnification. The Corporation will indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification will continue as to a person who has ceased to be a director or officer of the Corporation and will inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation will not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article 7 will include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

Section 7.2 Indemnification of Employees. The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article 7 to directors and officers of the Corporation.

Section 7.3. Non-Exclusive. The rights to indemnification and the advance of expenses conferred in this Article 7 will not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the By-Laws, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Section 7.4 Repeal or Modification Any repeal or modification of this Article 7 by the Corporation's stockholders will not adversely affect any rights to indemnification and the advancement of expenses of a director or officer of the corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

8.

Notwithstanding anything to the contrary in these Articles of Incorporation or the Bylaws of the Corporation and subject to the rights of holders of any series of Preferred Stock then outstanding (and notwithstanding that a lesser percentage may be specified by law, these Articles of Incorporation or the Bylaws of the Corporation), (i) the affirmative vote of the holders of at least 75% of the outstanding shares of the Common Stock of the Corporation shall be required to alter, amend or repeal, or adopt any provisions inconsistent with, Article 4, Sections 4.1 and 4.2 or this Article 8 of these Articles of Incorporation.

9.


The street address of the registered office is 3850 Holcomb Bridge Road, Suite 140, Norcross, GA 30092. The registered agent is Michael J. King.

10.

Any action required or permitted by the Georgia Business Corporation Code to be taken at a meeting of the shareholders, may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by persons who would be entitled to vote at a meeting, those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted.

IN WITNESS WHEREOF, Pierce & Pierce Millwork & Moulding, Inc., has caused these Articles of Restatement and Amendment to Articles of Incorporation to be executed by its duly authorized officers as of September 30, 2005.

PIERCE & PIERCE MILLWORK & MOULDING,
INC.

By 
Randall Pierce, President