

Florida Department of State  
Division of Corporations  
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(((H15000075102 3)))



H150000751023ABCV

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Division of Corporations  
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Account Name : C T CORPORATION SYSTEM  
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15 MAR 25 PM 2:12

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
TOPBUILD CORP.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$35.00 |

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Electronic Filing Menu

Corporate Filing Menu

Help

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F15000000580

(Document number of corporation (if known))

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2015 MAR 25 AM 9:09

1. TopBuild Corp.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 2/12/2015

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 3/20/2015

5. Masco SpinCo Corp.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court-appointed fiduciary, by that fiduciary)

John G. Szcwajns

(Typed or printed name of person signing)

President and Treasurer

(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TOPBUILD CORP.", CHANGING ITS NAME FROM "TOPBUILD CORP." TO "MASCO SPINCO CORP.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MARCH, A.D. 2015, AT 6:47 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5676016 8100

150390938

You may verify this certificate online  
at [corp.delaware.gov/authvor.shtml](http://corp.delaware.gov/authvor.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2222067

DATE: 03-20-15

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:47 PM 03/20/2015  
FILED 06:47 PM 03/20/2015  
SRV 150390938 - 5676016 FILE

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

**TopBuild Corp.**

TopBuild Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. That the Board of Directors of said corporation, by the unanimous written consent of its members, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of TopBuild Corp. be amended by changing Article One thereof so that, as amended, said Article One shall be and read as follows:

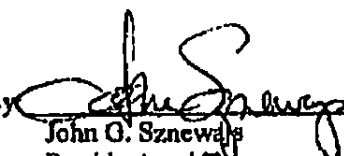
The name of the corporation is "Masco SpinCo Corp."

2. That in lieu of a meeting and vote of the stockholders, the stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by John G. Sznewajs, its President and Treasurer, this 20th day of March 2015.

TOPBUILD CORP.

By   
John G. Sznewajs  
President and Treasurer