



THE UNITED STATES
CORPORATION
COMPANY

F93000005429

ACCOUNT NO. : 072100000032

REFERENCE : 549240 4344517

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : September 30, 1997

ORDER TIME : 2:25 PM

ORDER NO. : 549240-015

CUSTOMER NO: 4344517

CUSTOMER: Karen Joffrion, Corp Paralegal
Centex Corporation
2728 North Harwood
Mailroom/no. 209
Dallas, TX 75201

name
change
amend

600002809536--1

FOREIGN FILINGS

NAME: CENTEX AMERICAN GYPSUM
COMPANY

☒ PROFIT
☐ NON-PROFIT

☒ CORPORATE
☐ LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

10/13/97
Don
Don
Don

W9722560

FILED
OCT - 1 PM 1:08
SERIAL
FALLAMORE, TEXAS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 2, 1997

CSC
ANDREW CUMPER
TALLAHASSEE, FL

SUBJECT: CENTEX AMERICAN GYPSUM COMPANY
Ref. Number: F93000005429

We have received your document for CENTEX AMERICAN GYPSUM COMPANY and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 197A00048538

RESUBMIT

Please give original
submission date as file date

RECEIVED
97 OCT 13 AM 9:42
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANACT
BUSINESS IN FLORIDA**

FILED
97 OCT -1 PM 1:08
TALLAHASSEE, FLORIDA

(1-3 must be completed)

- (4-7 complete only the applicable changes)

- Title**

STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF COMPARISON

OF

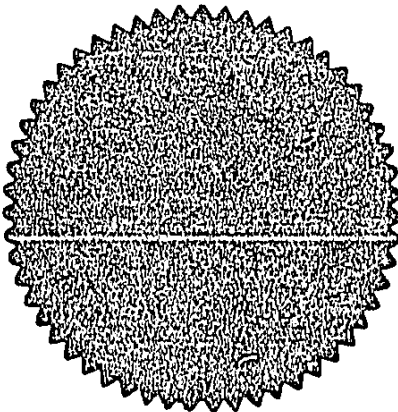
AMERICAN GYPSUM COMPANY

1177526

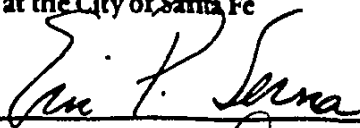
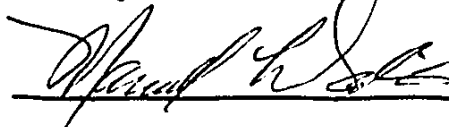
The State Corporation Commission certifies that the attached is a true and complete copy of the ***19*** page document(s) on file in this office.

This Certification is in accordance with Section 53-18-4 NMSA 1978.

Dated: OCTOBER 3, 1997



In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe


Chairman

Director

STATE OF NEW MEXICO



CERTIFICATE OF INCORPORATION
OF

ALLIED AMERICAN GYPSUM COMPANY

117,752-6

The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed pursuant to the provisions of the BUSINESS Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Incorporation, and attaches hereto a duplicate original of Articles of Incorporation.

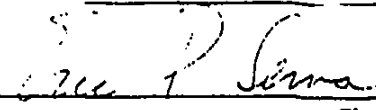
In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe on

April 7, 1983

Attest:



Director



Chairman

117752-6

FILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

ARTICLES OF INCORPORATION
OF
ALLIED AMERICAN GYPSUM COMPANY

APR 07 1983

CORPORATION AND
GENERAL TAX DEPTS.

The undersigned natural person of the age of 21 years or more, acting as incorporator of a corporation (the "Corporation") under the provisions of the New Mexico Business Corporation Act (this act as amended from time to time is referred to herein as the "Act"), adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of the Corporation is Allied American Gypsum Company.

ARTICLE II.

Duration

The Corporation shall have perpetual existence.

ARTICLE III.

Purposes and Powers

The Corporation is organized for the following purposes and shall have the following powers:

- A. To engage in the mining and extraction of gypsum ore and to participate in the manufacture, construction and distribution of gypsum wallboard and other related products.
- B. To invest in, own and lease real and personal property of any and all kinds.

RECEIVED

APR 17 1983

NEW MEXICO STATE
Corp./Finance Tax Depts.

- C. To participate in any other lawful business for which corporations may be organized under the Act.

The Corporation shall have the power to do everything necessary, proper, advisable, or convenient to accomplish any of the purposes hereinabove set forth, including all things incidental to or connected with their accomplishment, that are not forbidden by the Act, by other law, or by these Articles of Incorporation.

ARTICLE IV.

Authorized Shares

The Corporation shall have authority to issue 50,000 shares of common stock of a single class with a par value of \$1.00 per share.

ARTICLE V.

Preemptive Rights

The holders of the common stock of the Corporation shall have no preemptive rights, as such holders, to acquire any shares or securities of any class that may at any time be or have been issued by the Corporation.

ARTICLE VI.

Cumulative Voting

Shareholders of the Corporation shall not have the right to cumulate their votes at any election of Directors. At each such election for Directors, each Shareholder shall be entitled to vote in person or by proxy the number of shares

owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote.

ARTICLE VII.

Indemnification

Each director and officer of the Corporation, and any person who may have served at the request of the Corporation as a director or officer of another corporation in which it owns shares or of which it is a creditor, shall be indemnified by the Corporation against any costs and expenses, including counsel fees, actually and necessarily incurred in connection with the defense of any civil, criminal, administrative or other claim, action, suit or proceeding (whether by or in the right of the Corporation or otherwise) in which he may become involved or with which he may be threatened, by reason of his being or having been a director or officer of the Corporation, or by reason of his serving or having served at the request of the Corporation as a director or officer of another corporation as aforesaid, and against any payments in settlement of any such claim, action, suit or proceeding or in satisfaction of any related judgment, fine or penalty upon receipt by the Corporation of an opinion of independent legal counsel, acceptable to both the Corporation and the person to be indemnified, that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best

interests of the Corporation, and in respect of any criminal action, reasonably believed that his conduct was lawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person to be indemnified did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and in respect of any criminal action or proceeding, did not reasonably believe that his conduct was lawful.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any director, officer or other person may be entitled under any other bylaw, agreement, vote of shareholders or disinterested directors, as a matter of law or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer or representative and shall inure to the benefit of the heirs, executors and administrators of such a person. No person shall be entitled to indemnification pursuant to this Article VII in relation to any matter as to which indemnification shall not be permitted by law.

ARTICLE VIII.

Provisions for Regulation of the
Internal Affairs of the Corporation

Section 1. Bylaws. The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Bylaws, or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 2. Transactions in which Directors have an Interest. Any contract or other transaction between the Corporation and one or more of its directors or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise of which one or more of the Corporation's directors are shareholders, members, officers, directors or employees or in which they are otherwise interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors, Executive Committee or other committee of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action if the fact of such interest shall be disclosed or known to the Board of Directors, Executive Committee or other committee, as the case may

be, and such body shall, nevertheless, authorize, approve, or ratify such contract or transaction by vote of a majority of the directors present at the meeting of the Board of Directors or a majority of the members of the Executive Committee or other committee, as the case may be. Such interested director or directors shall be counted in determining whether any necessary quorum is present and may vote thereat to authorize any such transaction, with like force and effect as if he were not such director, officer or shareholder of such other corporation or not so interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation. No director, officer or shareholder of the Corporation shall be liable to the Corporation by reason of contracting with the Corporation for his own benefit or for the benefit of any firm, corporation or association in which any such person is in any way interested if such interest has been disclosed to the Corporation.

No director shall be liable to the Corporation by reason of engaging in activities of the same or similar nature as activities engaged in by the Corporation without offering the Corporation the right to participate therein, either for his own benefit or for the benefit of any firm, corporation or

association in which any such person is in any way interested and the Corporation waives and relinquishes any right that it may have now or in the future either at law or in equity to proceed against any such person as an officer, director or shareholder of the Corporation or otherwise for such activities.

Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority or quorum of the shareholders of the Corporation (or such greater percentage as may be specified by the bylaws of the Corporation or by the Act) at any annual or special meeting, shall be valid and binding as though ratified by every shareholder of the Corporation; provided, however, that any failure of the shareholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the Corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act, nor shall this provision require the submission of such matters to a vote of the shareholders.

ARTICLE IX.

Address of Initial Registered Office and
Name of Initial Registered Agent

Section 1. Registered Office. The address of the initial registered office of the Corporation is Box 21 F, Route 4, Santa Fe, New Mexico 87501.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation, an individual resident in New Mexico whose business office is at the above address, is Elliott M. McDowell, Jr.

ARTICLE X.

Board of Directors

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of three members, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are:

<u>Name</u>	<u>Address</u>
Elliott M. McDowell, Sr.	6711 North Ocean Boulevard Ocean Ridge, Florida 33435
Elliott M. McDowell, Jr.	Box 21 F, Route 4 Santa Fe, New Mexico 87501
Angus Pomeroy	10147 Forest Albuquerque, New Mexico 87109

Section 2. Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the Bylaws; but no decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE XI.

Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Benjamin G. Clark	Chamberlain, Hrdlicka, White, Johnson & Williams 1100 Milam, 28th Floor Houston, Texas 77002

EXECUTED this 5th day of April, 1983.

Benjamin G. Clark

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 5 day of APRIL, 1983, by Benjamin G. Clark.

FRANCES NOLEN
Notary Public, State of Texas
My Commission Expires October 21, 1985

Frances Nolen
NOTARY PUBLIC IN AND FOR
THE STATE OF T E X A S

My commission expires:

10-21-85

RECEIVED
APR 17 1983
REG. OF CORP. COMM.
Corp./Franchise Tax Dept.

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT**

FILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

To The State Corporation Commission
State of New Mexico

APR 07 1983

STATE OF NEW MEXICO)
) ss:
COUNTY OF SANTA FE)

CORPORATION AND
FRANCHISE TAX DEPTS.

On this 7th day of April, 1983, before me, a Notary Public in and for the State and County aforesaid, personally appeared Elliot M. McDowell, Jr., who is known to me to be the undersigned person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the initial Registered Agent of Allied American Gypsum Company, the Corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the Business Corporation Act of the State of New Mexico.

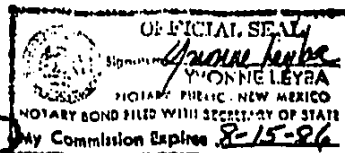
Elliot M. McDowell, Jr.
Elliot M. McDowell, Jr., Registered Agent

SUBSCRIBED AND SWORN TO before me the day, month and year first above set forth.

Yvonne Leyba
Notary Public

My Commission Expires:

August 15, 1986



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APR 7 1983

STATE CORPORATION COMMISSION
Corp. Franchise Tax Depts.

STATE OF NEW MEXICO



CERTIFICATE OF AMENDMENT
OF
CENTEX AMERICAN GYPSUM COMPANY

110,694

The State Corporation Commission certifies that duplicate originals of the _____

Articles of Amendment

attached hereto, duly signed and verified pursuant to the provisions of
the BUSINESS Corporation Act, have been received by it and are found to con-
form to law.

Accordingly, by virtue of the authority vested in it by law, the State Corpora-
tion Commission issues this Certificate of Amendment
and attaches hereto a duplicate original of the _____

Articles of Amendment

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe on

March 4, 1964

Attest:

Director

Chairman

110694

FILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

MAR 04 1985

CORPORATION AND
FRANCHISE TAX DEPTS.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

ALLIED AMERICAN GYPSUM COMPANY

Pursuant to the provisions of Section 53-13-4 of
the New Mexico Statutes Annotated, the undersigned corpo-
ration adopts the following Articles of Amendment to its
Articles of Incorporation:

FIRST: The name of the corporation is

ALLIED AMERICAN GYPSUM COMPANY

SECOND: The following amendment of the Articles
of Incorporation was adopted by the shareholders of the
corporation on February 20, 1985, in the manner prescribed
by the New Mexico Business Corporation Act:

Article I. The name of the corporation is

CENTEX AMERICAN GYPSUM COMPANY

THIRD: The number of shares of the corporation
outstanding at the time of such adoption was 40,000; and the
number of shares entitled to vote thereon was 40,000.

FOURTH: The designation and number of outstanding
shares of each class entitled to vote thereon as a class
were as follows:

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MAR 4 - 1985

N.M. ST. CORP. COMM.
Corp./Franchise Tax Dept.

CLASSNUMBER OF
SHARES

Common

40,000

FIFTH: The number of shares voted for such amendment was 40,000; and the number of shares voted against such amendment was -0-.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

<u>CLASS</u>	<u>NUMBER OF SHARES VOTED</u>	
	<u>FOR</u>	<u>AGAINST</u>
Common	40,000	-0-

Dated February 28, 1985.

CENTEX AMERICAN GYPSUM COMPANY

By

Arthur R. Zunker, Jr.
Arthur R. Zunker, Jr.
Vice President

And

John G. Jones
John G. Jones
Secretary

STATE OF TEXAS.

COUNTY OF DALLAS.

I, Betty Newman, a notary public, do hereby certify that on this 28th day of February, 1985, personally appeared before me, John G. Jones, who, being by me first duly sworn, declared that he is the Secretary of CLNTEX AMERICAN GYPSUM COMPANY, that he signed the foregoing document as Secretary of the corporation, and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of February, A.D. 1985.

My commission expires:

(NOTARIAL SEAL)

Betty Newman
Notary Public

STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

AMERICAN GYPSUM COMPANY

3150216

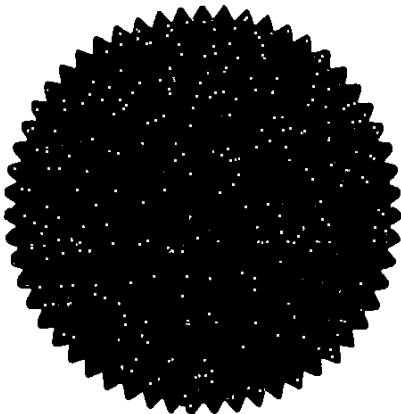
The State Corporation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS CORPORATION ACT

(53-11-1 to 53-18-12 NMSA 1978)

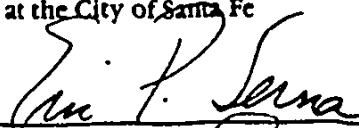
have been received by it and are found to conform to law.

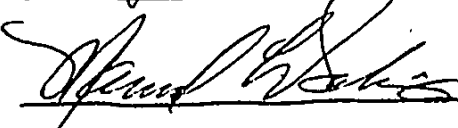
Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: SEPTEMBER 11, 1997

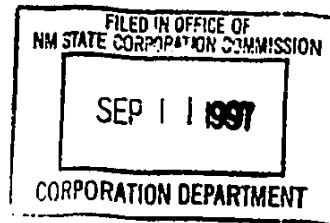


In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe


Chairman


Director

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CENTEX AMERICAN GYPSUM COMPANY
NMSCC #1177526



Pursuant to the provisions of Section 53-13-4, NMSA 1978, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

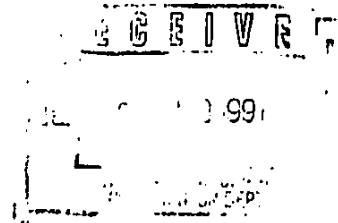
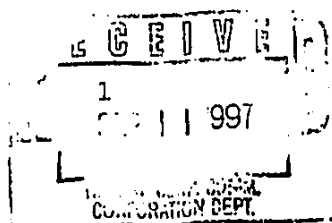
FIRST: The corporate name of the corporation is Centex American Gypsum Company.

SECOND: The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on September 5, 1997 in the manner prescribed by the New Mexico Business Corporation Act:

RESOLVED, that the Articles of Incorporation of Centex American Gypsum Company be amended by changing the First Article thereof so that, as amended, said Article shall be and read in its entirety as follows:

"The name of the corporation is American Gypsum Company."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 10,414 and the number of shares entitled to vote thereon was 10,414.



FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as class were as follows:

CLASS	NUMBER OF SHARES
Common	10,414

FIFTH: The number of shares voting for such amendment was 10,414 and the number of shares voting against such amendment was none.

SIXTH: The number of shares of each entitled to vote thereon as a class voted for and against such amendment, respectively, was:

CLASS	NUMBER OF SHARES VOTING	
	FOR	AGAINST
Common	10,414	-0-

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, as follows:

Not applicable

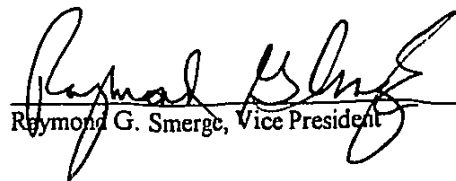
IN WITNESS WHEREOF, said Centex American Gypsum Company has caused these articles to be signed by Raymond G. Smerge, its Vice President, and David A. Greenblatt, its Assistant Secretary this 8th day of September, 1997.

CENTEX AMERICAN GYPSUM COMPANY

By: Raymond G. Smerge
Raymond G. Smerge, Vice President

By: David A. Greenblatt
David A. Greenblatt, Assistant Secretary

Under penalty of perjury, the undersigned declares that the foregoing document executed by the corporation and that the statements contained therein are true and correct to the best of my knowledge.


Raymond G. Smerge, Vice President

