



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 137192 4311859

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 78.75

ORDER DATE : February 17, 1999

ORDER TIME : 11:58 AM

ORDER NO. : 137192-005

CUSTOMER NO: 4311859

CUSTOMER: Mr. Christian De Berardinis
Haythe & Curley
237 Park Ave.
20th Floor
New York, NY 10017-3142

99 FEB 18 PM 12:54
DIVISION OF CORPORATION

FOREIGN FILINGS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
99 FEB 18 PM 1:54

mt
2/18

NAME: HOLMES ARCHITECTURAL DOOR &
HARDWARE, INC.

XXXX QUALIFICATION (TYPE: CO) 200002779362--7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Jeanine Reynolds

DIVISION OF CORPORATION

99 FEB 18 PM 12:50

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Hollis S. McLoughlin, do hereby certify that this Resolution of the Board of Directors of Holmes Architectural Door & Hardware, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on February 8, 1999.

Resolved, that Holmes Architectural Door & Hardware, Inc., organized and existing in the State of Delaware, hereby adopts the name Holmes (Delaware) Architectural Door & Hardware, Inc. for use in Florida.

Dated: February 12, 1999

Hollis S. McLoughlin

Signature of at least one director

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

Holmes Architectural Door & Hardware, Inc.

1.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 8, 1999 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. "upon qualification"
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 6550 Roosevelt Boulevard, Jacksonville, FL 31144

(Current mailing address)
The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the

8. General Corporation Law of the State of Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: [Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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DIVISION OF RECORDS
99 FEB 18 PM 1:54

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Hollis S. McLoughlin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Hollis S. McLoughlin, President
(Typed or printed name and capacity of person signing application)

HOLMES ARCHITECTURAL DOOR & HARDWARE, INC.
DIRECTORS AND OFFICERS RIDER

12. Names and addresses of the officers and/or directors (Street address **ONLY** – P.O. Box **NOT** acceptable)

A. DIRECTORS (Street addresses on- P.O. Box NOT acceptable)

| <u>NAMES:</u> | <u>ADDRESSES:</u> |
|----------------------|--|
| Hollis S. McLoughlin | Hardware Corporation of America, Inc. 545 Wisconsin Avenue Chevy Chase, Maryland 20815 |
| Kirk A. Johnson | Hardware Corporation of America, Inc. 545 Wisconsin Avenue Chevy Chase, Maryland 20815 |

B. OFFICERS (Street addresses on- P.O. Box NOT acceptable)

| <u>NAMES, TITLES:</u> | <u>ADDRESSES:</u> |
|---|--|
| Hollis S. McLoughlin, President | Hardware Corporation of America, Inc. 545 Wisconsin Avenue Chevy Chase, Maryland 20815 |
| Kirk A. Johnson, Vice President and Treasurer | Hardware Corporation of America, Inc. 545 Wisconsin Avenue Chevy Chase, Maryland 20815 |
| Charles B. Hughes III, Secretary | Haythe & Curley 237 Park Avenue New York, NY 10017 Tel: (212) 880-6161 Fax: (212) 682-0200 |
| Julie A. Plati, Assistant Secretary | Hardware Corporation of America, Inc. 545 Wisconsin Avenue Chevy Chase, Maryland 20815 |
| Linda S. Eliopulos, Assistant Secretary | Haythe & Curley 237 Park Avenue New York, NY 10017 Tel: (212) 880-6083 Fax: (212) 682-0200 |

* * *

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOLMES ARCHITECTURAL DOOR & HARDWARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
 SECRETARY OF STATE
 DIVISION
 99 FEB 18 PM 1:54



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

02-17-99

DATE: