

Document Number Only

M98000000544

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002536849--0  
-05/27/98--01061--018  
\*\*\*\*285.00 \*\*\*\*285.00

Norcraft Companies, L.L.C.

5/27

☐ Profit  
☐ NonProfit  
☒ Limited Liability Co.  
☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership  
☐ Reinstatement

☐ Annual Report  
☐ Name Registration  
☐ Fictitious Name

☐ Other  
☐ Change of P.A.  
☐ UCC

☐ Certified Copy

☐ Photo Copies

☒ UCC

☐ Call When Ready  
☒ Walk In  
☐ Mail Out

☐ Call if Problem  
☐ Will Wait

☐ After 4:30 PM  
☒ Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

2402100086M

MAY 27 1998

Thanks,  
Jeff

By [Signature] 5/1/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 29, 1998

CT CORPORATION SYSTEM

SUBJECT: NORCRAFT COMPANIES, L.L.C.  
Ref. Number: W98000012042

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DIVISION OF CORPORATIONS  
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We have received your document for NORCRAFT COMPANIES, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 598A00030321

## RESOLUTION OF MANAGING MEMBER

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I, the undersigned Thomas Bagley  
(Name)

do hereby certify that this Resolution of the Managing Member of

Norcraft Companies, L.L.C.  
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of

Delaware, was duly adopted on May 28, 19 98.

Be it resolved, that Norcraft Companies, L.L.C.  
(Name of Limited Liability Company)

organized and existing in the state of Delaware, hereby adopts the name  
of Norcraft Companies Delaware, L.L.C. for use in Florida.

Dated: May 28, 1998

Thomas S. Bagley  
Signature of a Member or an Authorized Representative of a Member

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT  
BUSINESS IN THE STATE OF FLORIDA:*

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- doing business
1. NORCRAFT COMPANIES, L.L.C. in Florida as NORCRAFT COMPANIES DELAWARE, L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. Delaware 3. APPLIED FOR  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. May 20, 1998 5. December 31, 2048  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon approval of application  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 30 East Plato Boulevard  
St. Paul, MN 55107  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
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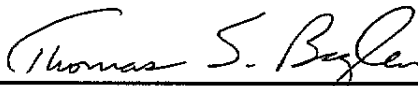
SEE ATTACHMENT I

_____	_____	_____	_____
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
_____		_____	
_____		_____	
_____	_____	_____	_____
_____		_____	
_____		_____	

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Norcraft Companies, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 28,000,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ -0- . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 28,000,000 . This total includes amounts from 2 and 3 above.



\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**Attachment I**

**List of Managing Members of  
NORCRAFT COMPANIES, L.L.C.**

Thomas S. Bagley  
520 Lake Cook Road  
Suite 375  
Deerfield, Illinois 60015-4926

Richard W. Manning  
520 Lake Cook Road  
Suite 375  
Deerfield, Illinois 60015-4926

Mark A. Bounds  
3075 Sanders Road  
Suite G5D  
Northbrook, Illinois 60062

Erik W. Bloom  
3075 Sanders Road  
Suite G5D  
Northbrook, Illinois 60062

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Norcraft Companies, L.L.C.

2. The name and address of the registered agent and office is:

CT Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, FL 33324

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: Anne E Diamond Asst. Secy.  
(Signature)

5/26/98  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORCRAFT COMPANIES, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MAY, A.D. 1998.

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

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2898926 8300

981198429

AUTHENTICATION:

9098253

DATE:

05-22-98