

**ARTICLES OF RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
STANLEY SMITH DRYWALL, INC.
(the "Corporation")**

20130122000028890 1/11 \$156.00
Shelby Cnty Judge of Probate, AL
01/22/2013 02:29:10 PM FILED/CERT

Pursuant to the provisions of Sections 10A-2-10.01 *et seq.* of the Alabama Business Corporation Law and any act amendatory thereof, supplementary thereto or substituted therefor, the undersigned Corporation hereby adopts the following Articles of Restatement to its Articles of Incorporation:

FIRST: The name of the Corporation is Stanley Smith Drywall, Inc.

SECOND: The Amended and Restated Articles of Incorporation, attached hereto as Exhibit A and incorporated herein, are hereby adopted as the Articles of Incorporation of the Corporation and supersede the existing Articles of Incorporation of the Corporation in their entirety.

THIRD: The restatement contains amendments to the Articles of Incorporation requiring shareholder approval. The number of shares outstanding and entitled to vote on such amendments at the time of this adoption were as follows:

<u>Shares</u>	<u>Outstanding Shares Entitled to Vote</u>
Class A Voting Common Stock	200

FOURTH: The number of shares entitled to vote on the amendments which voted FOR and AGAINST the amendments were as follows:

<u>Shares</u>	<u>Total Voted FOR</u>	<u>Total Voted AGAINST</u>
Class A Voting Common Stock	200	-0-

FIFTH: The amendments and restatement contained herein were duly adopted by the written consent of the sole director of the Corporation and the sole shareholder of the Corporation as of December 31, 2012.

(signature page follows)

Dated December 31, 2012.

STANLEY SMITH DRYWALL, INC.

By: 
Mark A. Peeples, Chief Executive Officer

This instrument prepared by:

Margaret R. Johnson
Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North
2400 Regions/Harbert Plaza
Birmingham, Alabama 35203-2618
(205) 254-1000



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EXHIBIT A


Amended and Restated Articles of Incorporation

(attached)



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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STANLEY SMITH DRYWALL, INC.**


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For the purpose of amending and restating its Articles of Incorporation pursuant to the provisions of Sections 10A-2-10.01 *et seq.* of the Alabama Business Corporation Law and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the “Act”), the undersigned Corporation, upon the filing for record of these Amended and Restated Articles of Incorporation in the Office of the Judge of Probate of Shelby County, does hereby adopt the following:

**ARTICLE ONE
NAME**

1.1 The name of the corporation is Stanley Smith Drywall, Inc. (hereinafter called the “Corporation”).

**ARTICLE TWO
REGISTERED OFFICE AND REGISTERED AGENT**

2.1 The address of the Corporation’s registered office in the State of Alabama is 421 Office Park Drive, Birmingham, Alabama 35223, in the County of Jefferson. The name of its registered agent at such address is Mark A. Peeples.

**ARTICLE THREE
PURPOSES, OBJECTS AND POWERS**

3.1 The purposes, objects and powers of the Corporation are:

(a) To engage in any lawful business, act or activity for which a corporation may be organized under the Act, it being the purpose and intent of this Article 3 to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Act.

(b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to corporations by the Act and all other applicable laws of the State of Alabama.

(c) Without limiting the scope and generality of the foregoing, the Corporation shall have the following specific purposes, objects and powers:

(1) To engage in the drywall installation business, either as a general contractor or subcontractor, and to engage in all activities and endeavors related to, necessary for or arising from the foregoing;

- (2) To sue and be sued, complain and defend in its corporate name;
- (3) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any manner reproducing it;
- (4) To make and amend Bylaws, not inconsistent with these Amended and Restated Articles of Incorporation or with the laws of this State, for managing the business and regulating the affairs of the Corporation;
- (5) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;
- (6) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
- (7) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (8) To make contracts, including guaranty and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of, or creation of, security interests in any of its property, franchises, or income, and without limiting the generality of the foregoing:
 - a. To make contracts of guaranty and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the Corporation, and
 - b. To make contracts of guaranty and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of (i) an entity that is wholly owned, directly or indirectly, by the Corporation, (ii) a person that owns, directly or indirectly, all of the outstanding stock of the Corporation, or (iii) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the Corporation;
- (9) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (10) To be a promoter, incorporator, organizer, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other entity;

(11) To conduct its business, locate offices, and exercise the powers granted by the Act within or without this state;

(12) To elect directors and appoint officers, employees, and agents of the Corporation, define their duties, fix their compensation, and lend them money and credit;

(13) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future, or former directors, officers, employees, and agents;

(14) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(15) To transact any lawful business that will aid governmental policy; and

(16) To make payments or donations, or do any other act, not inconsistent with law, that furthers the business and affairs of the Corporation.

3.2 All words, phrases and provisions in this Article 3 are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed. For purposes of these Amended and Restated Articles of Incorporation, the term "person" includes any individual or entity.

ARTICLE FOUR **SHARES**

4.1 The total number of shares which the Corporation shall have the authority to issue is One Hundred Thousand (100,000) shares, all of which shall be shares of common stock with a par value of One Cent (\$0.01) per share, consisting of One Thousand (1,000) shares of Class A Voting Common Stock and Ninety-Nine Thousand (99,000) shares of Class B Nonvoting Common Stock.

4.2 No shareholder of the Corporation shall have any preemptive right to acquire any unissued shares of the Corporation of any class now or hereafter authorized, or any securities convertible into, or exchangeable for, any such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments are now, or shall hereafter be, authorized, unissued or issued and thereafter acquired by the Corporation.

4.3 The Bylaws, an agreement among shareholders of the Corporation or an agreement between shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation, and notice is hereby given that such bylaw provision or agreement may exist restricting the transfer or registration of transfer of shares of the Corporation. If such bylaw provision or agreement exists, the restriction on transfer or registration of transfer of shares of the Corporation imposed thereby will be noted conspicuously

on the front or back of the certificate or certificates evidencing the shares to which the restriction relates. Even if not so noted, such a restriction is enforceable against a person with actual knowledge of the restriction.

ARTICLE FIVE **DIRECTORS**

5.1 The number of directors constituting the Board of Directors shall be no less than one (1). Hereafter, the number of directors shall be as set forth in, or as determined in accordance with, the Bylaws.

ARTICLE SIX **INTERNAL AFFAIRS**

6.1 The Bylaws of the Corporation shall be as adopted by the shareholders. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the Bylaws; provided, however, that the Board of Directors may not alter, amend or repeal any bylaw or resolution of the shareholders establishing the number of directors (except that the Board of Directors shall have the power to fix or change the number of directors as set out in Section 6.2 below), the time or place of shareholders' meetings, or what constitutes a quorum at shareholders' meetings, or any bylaw or resolution that was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The Bylaws may contain any provisions for regulating the business and affairs of the Corporation that is not inconsistent with law or these Amended and Restated Articles of Incorporation.

6.2 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors, subject to any limitations set forth in these Amended and Restated Articles of Incorporation or in an agreement authorized under the Act. The number of directors of the Corporation shall be fixed from time to time in the manner provided in the Bylaws, or, in the absence of such a bylaw, the number of directors shall be no less than (1). The number of directors may be increased or decreased from time to time by amendment to the Bylaws or in the manner provided for therein, provided that the Board of Directors may not, and only the shareholders may, increase or decrease by more than 30% the number of directors last approved by the shareholders.

(1) No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except liability for (a) the amount of a financial benefit received by the director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or the shareholders; (c) voting for or assenting to any unlawful distribution, as defined in the Act; (d) an intentional violation of criminal law; or (e) a breach of the director's duty of loyalty to the Corporation or its shareholders. If the Act is hereafter amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in

the preceding sentence, shall not be liable to the fullest extent permitted by the amended Act.

(2) The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Amended and Restated Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, and all rights conferred upon shareholders at any time are granted subject to this reservation. Any such amendment for which voting by voting group is required by the Act shall be effective only if each voting group approves in addition to approval of all shareholders entitled to vote.

ARTICLE SEVEN

INDEMNIFICATION

7.1 Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he (or a person of whom he is the legal representative), is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee, fiduciary or agent or in any other capacity while serving as a director, officer, employee, fiduciary or agent, shall be indemnified and held harmless by the Corporation to the fullest extent which it is empowered to do so by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees actually and reasonably incurred by such person in connection with such proceeding) and such indemnification shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Section 7.2, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article Seven shall be a contract right and, subject to Sections 7.2 and 7.5, shall include the right to payment by the Corporation of the expenses incurred in defending any such proceeding in advance of its final disposition. The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

7.2 Any indemnification of a director or officer of the Corporation under Section 7.1 or advance of expenses under Section 7.5 shall be made promptly, and in any event within thirty (30) days, upon the written request of the director or officer. If a determination by the Corporation that the director or officer is entitled to indemnification pursuant to this Article Seven is required, and the Corporation fails to respond within sixty (60) days to a written request for indemnity, the Corporation shall be deemed to have approved the request. If the Corporation denies a written request for indemnification or advancing of expenses, in whole or in part, or if payment in full pursuant to such request is not made within thirty (30) days, the right to

indemnification or advances as granted by this Article Seven shall be enforceable by the director or officer in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of such defense shall be on the Corporation. Neither the failure of the Corporation (including the Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

7.3 The rights to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article Seven shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of these Amended and Restated Articles of Incorporation, bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

7.4 The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify such person against such liability under this Article Seven.

7.5 Expenses incurred by any person described in Section 7.1 in defending a proceeding shall be paid by the Corporation in advance of such proceeding's final disposition unless otherwise determined by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.


7.6 Persons who are not covered by the foregoing provisions of this Article Seven and who are or were employees or agents of the Corporation, or who are or were serving at the request of the Corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board of Directors.

7.7 The provisions of this Article Seven shall be deemed to be a contract right between the Corporation and each director or officer who serves in any such capacity at any time

while this Article Seven and the relevant provisions of the Act or other applicable law are in effect, and any repeal or modification of this Article Seven or any such law shall not affect any rights or obligations then existing with respect to any state of facts or proceeding then existing.

7.8 For purposes of this Article Seven, references to “the Corporation” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article Seven with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

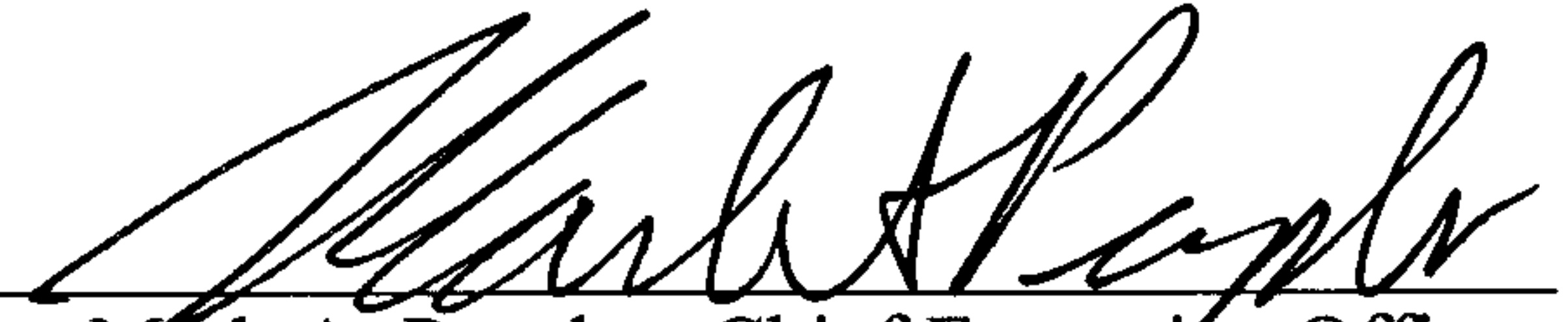
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Dated December 31, 2012.

STANLEY SMITH DRYWALL, INC.

By: 
Mark A. Peeples, Chief Executive Officer

This instrument prepared by:

Margaret R. Johnson
Maynard, Cooper & Gale, P.C.
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2400 Regions/Harbert Plaza
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