

submit the Original
And One True Copy
No Fee Required

Survivor's
Registry Number:

065300-18
(If known)

MC 1396-2682
STATE OF OREGON
CORPORATION DIVISION
158 12th Street NE
Salem, OR 97310

Vol. 91 Page 24833

ARTICLES OF MERGER
For Parent and 90% Owned Subsidiary
Without Shareholder Approval

JUN 30 1992
CORPORATION DIVISION

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of parent corporation: JELD-WEN, inc.
2. Name of subsidiary corporation: WIN-DOR COMPONENTS, inc.
3. Name of surviving corporation: JELD-WEN, inc.
4. A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.
5. Check the appropriate box and fill in any requested information:

☐ A copy of the plan of merger or a summary was mailed to each shareholder of record of the subsidiary corporation on or before _____, 19____.

☒ The mailing of a copy of the plan or a summary was waived by all outstanding shares.

Execution:

[Signature]
Signature

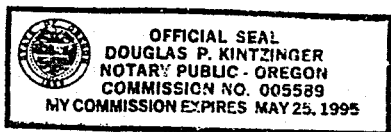
R. L. Wendt
Printed Name

President
Title

Person to contact about this filing:

Doug Kintzinger
Name

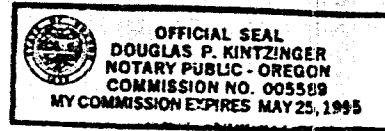
(503) 882-3451
Daytime Phone Number



CERTIFIED TRUE COPY

Douglas P. Kintzinger

Submit the original and a true copy to the Corporation Division, 158 12th Street NE, Salem, Oregon 97310. There is no fee required. If you have questions, please call (503) 378-4166.



24834

PLAN OF MERGER

of

CERTIFIED TRUE COPY

Douglas P. Kintzinger

JELD-WEN, inc. an Oregon corporation and
WIN-DOR COMPONENTS, inc.

1. Merger: WIN-DOR COMPONENTS, inc., an Oregon corporation, herein called the "merging corporation", shall be merged into JELD-WEN, inc., an Oregon corporation, herein called the "surviving corporation". The surviving corporation shall continue to be governed by the laws of the State of Oregon but the corporate existence of the merging corporation shall cease forthwith upon the effective date.
2. Effective Date: This plan of merger shall become effective at the close of business on June 30, 1988.
3. Authorized Capital: The authorized capital stock of the surviving corporation following the effective date shall be 500,000 shares of no par value voting common stock.
4. Articles of Incorporation: The articles of incorporation shall be the articles of the surviving corporation following the effective date unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved.
5. By-Laws: The by-laws shall be the by-laws of the surviving corporation following the effective date unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law.
6. Retirement of Merging Corporation Stock: Forthwith upon the effective date all of the outstanding shares of capital stock of the merging corporation shall be retired and no shares or other securities of the merging corporation shall be issued or reissued in respect thereof.
7. Stated Capital of the Surviving Corporation: The stated capital of the surviving corporation, as affected by this merger, shall remain unchanged.

8. Book Entries: As of the effective date, entries shall be made upon the books of the surviving corporation in accordance with the following:

(a) The assets and liabilities of the merging corporation shall be recorded at the amount at which they are carried on the books of the merging corporation immediately prior to the effective date.

9. Directors: The names and post office addresses of the first directors of the surviving corporation following the effective date, who shall be five (5) in number, and who shall hold offices from the effective date until the next annual meeting of the shareholders of the surviving corporation and until their successors are elected and shall have qualified, are as follows:

R. L. Wendt	3303 Lakeport Boulevard/P.O. Box 1329 Klamath Falls, OR 97601
L. V. Wetter	3303 Lakeport Boulevard/P.O. Box 1329 Klamath Falls, OR 97601
W. B. Early	3303 Lakeport Boulevard/P.O. Box 1329 Klamath Falls, OR 97601
T. H. Schnormeier	3303 Lakeport Boulevard/P.O. Box 1329 Klamath Falls, OR 97601
R. C. Wendt	3303 Lakeport Boulevard/P.O. Box 1329 Klamath Falls, OR 97601

10. Officers: The names and post office addresses of the first officers of the surviving corporation following the effective date, who shall hold office from the effective date until their successors shall have been appointed and qualified, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
R. L. Wendt	President & Treasurer	3303 Lakeport Blvd. P. O. Box 1329 Klamath Falls, OR 97601
L. V. Wetter	Executive Vice-President & Assistant Secretary	3303 Lakeport Blvd. P. O. Box 1329 Klamath Falls, OR 97601
W. B. Early	Vice-President & Assistant Secretary	3303 Lakeport Blvd. P. O. Box 1329 Klamath Falls, OR 97601

T. H. Schnormeier Vice President &
Assistant Secretary

3303 Lakeport Blvd.
P. O. Box 1329
Klamath Falls, OR
97601

R. C. Wendt Vice-President &
Secretary

3303 Lakeport Blvd.
P. O. Box 1329
Klamath Falls, OR
97601

11. Vacancies: If, upon the effective date, a vacancy shall exist on the board of directors or in any of the offices of the surviving corporation, as the same are specified above, such vacancy shall be filled in the manner provided by law and by the by-laws of the surviving corporation.
12. Termination: This plan of merger may be terminated and abandoned by action of the board of directors of the surviving corporation at any time prior to the effective date, whether before or after approval by the board of directors and shareholders of the corporate parties hereto.

Dated this 30th day of June, 1988.

MOUNTAIN TITLE COMPANY, has recorded this instrument by request as an accommodation only, and has not examined it for regularity and sufficiency or as to its effect upon the title to any real property that may be described therein.

CORPORATE
SEAL

CORPORATE
SEAL

UPON RECORDING, PLEASE RETURN TO:

MTC - Attn: Linda S.

PLAN OF MERGER
Page 3 of 3

JELD-WEN, inc.

by: [Signature]
President
by: [Signature]
Secretary

WIN-DOR COMPONENTS, inc.

by: [Signature]
President
by: [Signature]
Secretary

STATE OF OREGON, ss.
County of Klamath

Filed for record at request of:

Mountain Title Co.
on this 26th day of Nov. A.D. 19 91
at 3:35 o'clock P. M. and duly recorded
in Vol. M91 of Misc. Page 24833
Evelyn Biehn County Clerk
By [Signature]
Deputy.

Fee, \$20.00