

Peltier, Hannah

From: Gilliam, Allen
Sent: Tuesday, October 07, 2014 9:59 AM
To: Onika Shirley; Seth Gately (SGately@trinityconsultants.com)
Cc: Fuller, Kim; Peltier, Hannah; helenawater@sbcglobal.net
Subject: AR0043389_Amerimax name change to Euramax ARP001044 Sept 2014 legal documentation and prod normalized flow issue_20141007
Attachments: Euramax Restructuring Dec 2011.pdf; ABP AFC AFP AHP AMPC BHI FHI into AFP 12-30-11.pdf; AFP into EII 12-30-11.pdf

Onika,

Thank you for the documentation regarding Amerimax' name change to Euramax. It's understood there will be no changes in current processes at your Helena facility.

This office will rename Amerimax' file to Euramax for future correspondence.

Regarding the confusion over the wastewater flows from your two separate coil coating operations under 40 CFR 465, Seth has contacted this office and we've agreed footnotes on future semi-annual Pretreatment reports will be made showing production normalized flows. It was understood these should remain relatively static, thereby reducing any suspicion of incorrect flow reporting.

If there are any further questions please feel free to contact this office.

Sincerely,

Allen Gilliam
ADEQ State Pretreatment Coordinator
501.682.0625

ec: Terry McGinister, City of Helena General Manager

E/NPDES/NPDES/Pretreatment/Reports

From: Onika Shirley [<mailto:oshirley@amerimax.com>]
Sent: Monday, September 29, 2014 2:48 PM
To: Gilliam, Allen
Cc: Seth Gately
Subject: AR0043389_Euramax ARP001044 Aug 2014 semi annual Pretreatment report with ADEQ reply

Hi Allen,

Please see the attached documents in correspondence to your request on the questions concerning the name change.

With respect to the flow questions, We have spoke with Seth and he was has, or will make contact with ADEQ and address the questions directly and is suppose copy us in the correspondence.

Thanks,

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Onika Shirley
Production Manager
Amerimax Exterior Home Products
215 PC 324, Helena, AR. 72432
oshirley@amerimax.com
T [\(870\) 572-5074 x 3234](tel:(870)572-5074x3234)
F [\(870\) 572-6501](tel:(870)572-6501)
Amerimax.com <<http://www.amerimax.com>>

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Euramax International, Inc.
5445 Triangle Parkway
Suite 350
Norcross, GA 30092
770-449-7066
770-449-7354 FAX

August 2, 2012

Re: Euramax International, Inc. and Subsidiary Companies
North American Restructuring Effective December 30, 2012

Dear Sir or Madam:

Effective December 30, 2012, Euramax International, Inc. reorganized its U.S. operational structure. The reorganization included the consolidation of all U.S. operating companies into one legal entity and realigned reporting and management responsibilities based upon the Company's residential and commercial product offerings.

Effective December 30, 2011, the following subsidiary companies were ultimately merged up and into Euramax International, Inc.:

- Amerimax Building Products, Inc.
- Amerimax Fabricated Products, Inc.
- Amerimax Finance Company, Inc.
- Amerimax Home Products, Inc.
- Amerimax UK, Inc.
- AMP Commercial, Inc.
- Berger Building Products, Inc.
- Berger Holdings, Inc.
- Fabral, Inc.
- Fabral Holdings, Inc.

Further, Euramax continues usage of its legacy names for brand recognition and has registered dba's in under the following names:

- Amerimax Building Products
- Amerimax Home Products
- Berger Building Products
- Fabral
- Global Expanded Metals

Very truly yours,

Karen S. Castillo
Director of Corporate Administration
and Assistant Secretary
770-239-9528
scastillo@euramax.com

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AMERIMAX BUILDING PRODUCTS, INC.", A DELAWARE CORPORATION,

"AMERIMAX FINANCE COMPANY, INC.", A DELAWARE CORPORATION,

"AMERIMAX HOME PRODUCTS, INC.", A DELAWARE CORPORATION,

"AMP COMMERCIAL, INC.", A DELAWARE CORPORATION,

"BERGER HOLDINGS, LTD.", A PENNSYLVANIA CORPORATION,

"FABRAL HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "AMERIMAX FABRICATED PRODUCTS, INC." UNDER THE NAME OF "AMERIMAX FABRICATED PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2011, AT 3:55 O'CLOCK P.M.

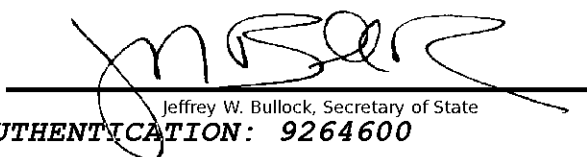
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0839198 8100M

111345837




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9264600

DATE: 12-30-11

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**AMERIMAX FINANCE COMPANY, INC.
AMERIMAX BUILDING PRODUCTS, INC.
AMERIMAX HOME PRODUCTS, INC.
AMP COMMERCIAL, INC.
FABRAL HOLDINGS, INC.
BERGER HOLDINGS, LTD.**

WITH AND INTO

AMERIMAX FABRICATED PRODUCTS, INC.

Pursuant to Section 253 of the

General Corporation Law of the State of Delaware

AMERIMAX FABRICATED PRODUCTS, INC., a Delaware corporation (the "Parent"), does hereby certify to the following facts relating to the mergers (the "Mergers") of AMERIMAX FINANCE COMPANY, INC., AMERIMAX BUILDING PRODUCTS, INC., AMERIMAX HOME PRODUCTS, INC., AMP COMMERCIAL, INC., and FABRAL HOLDINGS, INC., each a Delaware corporation (the "Delaware Subsidiaries"), and Berger Holdings, Ltd., a Pennsylvania corporation (the "Pennsylvania Subsidiary" and, together with the Delaware Subsidiaries, the "Subsidiaries"), with and into the Parent, with the Parent remaining as the surviving corporation:

FIRST: The Parent is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Delaware Subsidiaries are incorporated pursuant to the DGCL. The Pennsylvania Subsidiary is incorporated pursuant to the Business Corporation Law of the Commonwealth of Pennsylvania.

SECOND: The Parent owns all of the outstanding shares of each class of capital stock of the Subsidiaries.

THIRD: The Board of Directors of the Parent, by the following resolutions duly adopted on December 27, 2011, with respect to each of the Subsidiaries, determined to merge each of the Subsidiaries with and into the Parent pursuant to Section 253 of the DGCL:

WHEREAS, the Corporation is the holder of all the outstanding shares of each class of the capital stock of the Subsidiary; and

WHEREAS, the Board deems that it is in the best interests of the Corporation that the Subsidiary merge with and into Corporation, with the Corporation surviving such merger (the "Merger"), pursuant to and in accordance with the terms of the Plan of Merger by and between the Corporation, the other parties thereto, and the Subsidiary, substantially in the form attached as Exhibit A hereto.

NOW, THEREFORE, IT IS HEREBY,

RESOLVED, that the Board hereby approves, and declares the advisability of, each of the Merger, the Plan of Merger, and the Certificate of Ownership and Merger to be filed with the Delaware Secretary of State substantially in the form attached as Exhibit B hereto;

RESOLVED, that the Board hereby recommends each of the Merger and the Plan of Merger to the sole stockholder of the Corporation for its approval;

RESOLVED, that, conditional upon the approval of each of the Merger and the Plan of Merger by the sole stockholder of the Corporation, the Merger shall be effective as of 11:59 p.m. Eastern Time on December 30, 2011;

RESOLVED, that the officers of the Corporation (the "Authorized Officers") be, and each of them hereby is, authorized to execute and deliver the Plan of Merger on behalf of the Corporation;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to execute and deliver and file the Certificate of Ownership and Merger on behalf of the Corporation; and

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take such other action, and to execute and deliver any and all other instruments and documents, which such Authorized Officer deems necessary or appropriate to effect the Merger and the transactions contemplated thereby.

FOURTH: The Parent shall be the surviving corporation of the Mergers.

FIFTH: The Mergers are to become effective as of 11:59 P.M. Eastern Time on December 30, 2011.

SIXTH: The certificate of incorporation of the Parent as in effect immediately prior to the effective time of the Mergers shall be the certificate of incorporation of the surviving corporation.

[Signature page follows]

IN WITNESS WHEREOF, the Parent has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 28th day of December, 2011.

AMERIMAX FABRICATED PRODUCTS, INC.

By: RSALT
Name: R. Scott Vansant
Title: Vice President and Chief Financial
Officer

*[Certificate of Ownership and Merger of Amerimax Fabricated Products, Inc.
(U.S. Restructuring – Steps 4 through 9)]*

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AMERIMAX FABRICATED PRODUCTS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "EURAMAX INTERNATIONAL, INC." UNDER THE NAME OF "EURAMAX INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2011, AT 3:56 O'CLOCK P.M.

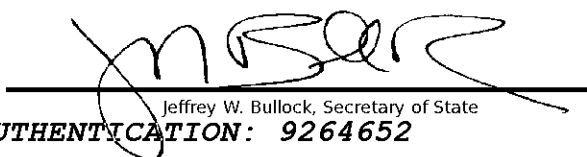
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3990150 8100M

111345851




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9264652

DATE: 12-30-11

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

AMERIMAX FABRICATED PRODUCTS, INC.

WITH AND INTO

EURAMAX INTERNATIONAL, INC.

Pursuant to Section 253 of the

General Corporation Law of the State of Delaware

EURAMAX INTERNATIONAL, INC., a Delaware corporation (the "Parent"), does hereby certify to the following facts relating to the merger (the "Merger") of AMERIMAX FABRICATED PRODUCTS, INC., a Delaware corporation (the "Subsidiary"), with and into the Parent, with the Parent remaining as the surviving corporation:

FIRST: The Parent is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Parent owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Parent, by the following resolutions duly adopted on December 27, 2011, determined to merge the Subsidiary with and into the Parent pursuant to Section 253 of the DGCL:

WHEREAS, the Corporation is the holder of all the outstanding shares of each class of the capital stock of Amerimax Fabricated Products, Inc., a Delaware corporation (the "AFP");

WHEREAS, the Board deems that it is in the best interests of the Corporation that AFP merge with and into Corporation, with the Corporation surviving such merger (the "AFP Merger"), pursuant to and in accordance with the terms of the Agreement and Plan of Merger by and between the Corporation and AFP, substantially in the form attached as Exhibit C hereto (the "AFP Plan of Merger"); and

NOW, THEREFORE, IT IS HEREBY,

RESOLVED, that the Board hereby approves, and declares the advisability of, each of the AFP Merger, the AFP Plan of Merger, the Certificate of Ownership and Merger for the AFP Merger to be filed with the Delaware Secretary of State substantially in the form attached as Exhibit D hereto (the "Step 10 Subsidiary Certificate of Ownership and Merger");

RESOLVED, that the Board hereby recommends each of the AFP Merger and the AFP Plan of Mergers to the sole stockholder of the Corporation for its approval;

RESOLVED, that, conditional upon the approval of each of the AFP Merger and the AFP Plan of Merger by the sole stockholder of the Corporation, the AFP Merger shall be effective as of 11:59 p.m. Eastern Time on December 30, 2011;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to execute and deliver the AFP Plan of Merger on behalf of the Corporation;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to execute and deliver and file the Step 10 Certificate of Ownership and Merger on behalf of the Corporation; and

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take such other action, and to execute and deliver any and all other instruments and documents, which such Authorized Officer deems necessary or appropriate to effect the AFP Merger and the transactions contemplated thereby.

FOURTH: The Parent shall be the surviving corporation of the Merger.

FIFTH: The Merger is to become effective as of 11:59 P.M. Eastern Time on December 30, 2011.

SIXTH: The certificate of incorporation of the Parent as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

[Signature page follows]

IN WITNESS WHEREOF, the Parent has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 28th day of December, 2011.

BURAMAX INTERNATIONAL, INC.

By: RSANT
Name: R. Scott Vasant
Title: Vice President and Chief Financial
Officer