

**BY LAWS**  
**UNIVERSAL FIRESTOP SERVICES, INC.**

**ARTICLE I**  
**OFFICES**

1.1- The principle office of the Corporation in the state of Kentucky shall be located at 405 N. 4<sup>th</sup> St., LaGrange, Kentucky, 40031. The Corporation may have such other offices, either within or without the State of Kentucky, as the board of directors may designate or as the business of the Corporation may require from time to time.

1.2- The registered office of the Corporation shall also be at the foregoing address and registered agent at that address will be Jason C. Hines. The registered office or the registered agent, or both, may be changed by the board of directors from time to time.

**ARTICLE II**  
**SHAREHOLDERS**

2.1- The annual meeting of the shareholders shall be held on the second Wednesday of December, beginning with the year 2013, at the hour of 10 AM, or at such other time on such other day as shall be fixed by the board of directors.

2.2- Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the board of directors, or by anyone entitled to vote at the meeting.

2.3- The board of directors may designate any place, either within or without the State of Kentucky, as the place of meeting for any annual meeting or special meeting of the shareholders. If no designation is made, the place of meeting shall be at the principle office of the Corporation in the State of Kentucky.

2.4- Written notice stating the place, day and hour of the meeting shall be delivered not less than ten or more than fifty days before the date of the meeting, either personally or by mail. Any shareholder may waive notice of any meeting. The attendance of a shareholder at any meeting shall constitute waiver of notice of that meeting.

2.5- A majority of the outstanding shares of the Corporation entitled to vote shall constitute a quorum at a meeting of the shareholders.

2.6- If a quorum is present at a properly called meeting, then the affirmative vote of the majority of the shares present at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

2.7- Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be signed by all the shareholders entitled to vote with respect to the subject matter thereof.

### ARTICLE III BOARD OF DIRECTORS

3.1- The business and affairs of the Corporation shall be managed by a board of directors.

3.2- The number of initial directors of the Corporation shall be two. Additional directors may be elected by a majority vote of the shareholders and shall hold office until the next annual meeting of shareholders and until their successor shall have been elected and qualified.

3.3- A regular meeting of the board of directors shall be held without notice immediately after and at the same location as the annual meeting of the shareholders. The board of directors may provide, by resolution, the time and place, whether within or without the State of Kentucky, for the holding of additional regular meetings without notice other than resolution. The attendance of a director at any meeting shall constitute waiver of notice.

3.4- Special meetings of the board of directors may be called by or at the request of the President of any director. The person or persons authorized to call specific meetings for the board of directors may fix any place, either within or without the State of Kentucky, as the place for holding any called special meeting of the board of directors.

3.5- Notice of any special meeting shall be given at least thirty six hours prior thereto by written notice delivered personally or mailed to such director at his or her business address. Any director may waive notice of any meeting. The attendance of a shareholder at an meeting shall constitute waiver of notice of that meeting.

3.6- A majority of the directors of the Corporation shall constitute a quorum at a meeting of directors.

3.7- If a quorum is present at a properly called meeting, then the affirmative vote of the majority of the directors present at the meeting and entitled to vote on the subject matter shall be the act of the board of directors.

3.8- Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors.

3.9- Any vacancy occurring on the board of directors may be filled by an affirmative vote of the majority of the remaining directors through less than a quorum vote of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE IV  
OFFICERS

4.1- The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. Such other officers and agents as many are deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person.

4.2- The officers of the Corporation shall be elected annually by the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

4.3- The President shall be the principle executive officer of the Corporation and under the control of the board of directors, shall in general supervise and control all the business and affairs of the Corporation.

4.4- The Vice President shall undertake the responsibilities of the President in his or her absence and have other such duties as shall be prescribed by the board of directors.

4.5- The Secretary shall when present preside at all meetings of shareholders and board of directors and take minutes thereof.

4.6- The Treasurer shall oversee and be responsible for the financial accounts of the Corporation. He or she shall sign certificates for shares of the Corporation, deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed.

ARTICLE V  
SHARES

5.1- Certificates representing shares of the corporation shall be in the form as determined by the board of directors. Such certificates shall be signed by the President.

5.2- Transfer of shares of the Corporation shall be made only on the stock transfer books of the corporation by the holder of the record of the certificate. The person whose name stands on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

ARTICLE VI  
DIVIDENDS

6.1- The board of directors, from time to time, may declare and the Corporation may pay dividends on its outstanding shares.

ARTICLE VII  
INDEMNITY

7.1 -The Corporation may indemnify its directors, officers and employees against all expenses and liabilities reasonably incurred by him or her in connection with any proceeding to which he or she may have become a party by reason of his or her involvement with the Corporation.

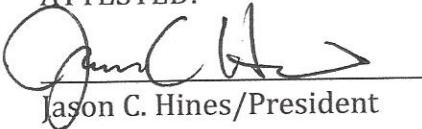
ARTICLE VIII  
AMENDMENTS

8.1- These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the board of directors or by the shareholders at any regular or special meeting.

CERTIFICATE

It is hereby ratified that on this date I am the duly elected and qualified President of the Corporation and that on this 11<sup>th</sup> day of December, 2013, the foregoing by laws were adopted by unanimous action of the board of directors.

ATTESTED:

  
Jason C. Hines/President