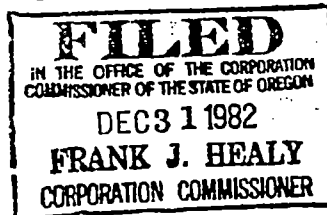


FILE NO. 65300



ARTICLES OF MERGER
OF

JELD-WEN, inc., an Oregon corporation, the surviving corporation and JELD-WEN FIBER PRODUCTS, inc. of Iowa, an Iowa corporation, the merging corporation.

Pursuant to Oregon Revised Statutes 57.455 et seq. and Iowa Code 496A.68 et seq., at a special meeting of shareholders of each of the undersigned corporations, duly called, and at which a quorum was present, the shareholders of each of the undersigned corporations entitled to vote thereon unanimously adopted and the undersigned corporations do, therefore, execute the following Articles of Merger:

ARTICLE ONE

The names of the merging corporations prior to this amendment are: JELD-WEN, inc. and JELD-WEN FIBER PRODUCTS, inc. of Iowa.

ARTICLE TWO

The surviving corporation shall be JELD-WEN, inc., P. O. Box 1329, Klamath Falls, Oregon, 97601.

ARTICLE THREE

The attached Plan of Merger was adopted by the shareholders of each of the corporations on June 19, 1982.

ARTICLE FOUR

The total number of outstanding shares at the time of the adoption of the Plan of Merger and the number of shares entitled to vote thereon was:

JELD-WEN, inc.: 297,558 no par value common shares

JELD-WEN FIBER PRODUCTS,
inc. of Iowa: 1,530 no par value common shares

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JELD-WEN, inc. - JELD-WEN FIBER PRODUCTS, inc. of IOWA

JELD-WEN, INC.



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ARTICLE FIVE

The total number of shares voted for and against the Plan of Merger was:

JELD-WEN, inc.:

Voted For: 296,608

Voted Against: 0

JELD-WEN FIBER PRODUCTS, inc. of Iowa:

Voted For: 1,340

Voted Against: 0

ARTICLE SIX

There were no shares of any class of stock which were entitled to vote on the Plan of Merger as a class.

ARTICLE SEVEN

As a result of the merger all of the issued and outstanding shares of common stock of JELD-WEN FIBER PRODUCTS, inc. of Iowa are cancelled and the following shares of JELD-WEN, inc. are issued in lieu thereof: 2,455 no par value voting common stock of JELD-WEN, inc.

ARTICLE EIGHT

The stated capital of the surviving corporation, as affected by this merger, shall be increased in the amount of \$314,853.75

ARTICLE NINE

The laws of the State of Oregon under which JELD-WEN, inc., the surviving corporation, is organized and the laws of the State of Iowa under which JELD-WEN FIBER PRODUCTS, inc. of Iowa, the merging corporation, is organized, permit a merger of the two corporations.

ARTICLE TEN

All provisions of the law of the State of Iowa and the State of Oregon applicable to the proposed merger have been complied with.

ARTICLE ELEVEN

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Iowa:

(a) The surviving corporation may be served with process in the State of Iowa in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Iowa which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Iowa against the surviving corporation.

(b) The Secretary of State of the State of Iowa shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is P. O. Box 1329, Klamath Falls, Oregon 97601.

(c) The surviving corporation will promptly pay to the dissenting shareholder of any corporation organized under the laws of the State of Iowa which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Iowa statute with respect to the rights of dissenting shareholders.

Each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President and Secretary and we, the undersigned officers of each corporation, declare under penalty of perjury that we have examined the foregoing Articles of Merger, and, to the best of our knowledge and belief, the same are true, correct and complete.

Dated this 22 day of DECEMBER, 1982.

JELD-WEN, inc.

CORPORATE
SEAL

by [Signature]
President
by [Signature]
Secretary

JELD-WEN FIBER PRODUCTS, inc. of Iowa

CORPORATE
SEAL

by [Signature]
President
by [Signature]
Secretary

State of Oregon)
) ss.
County of Klamath)

I, L. V. Wetter, Secretary of JELD-WEN, inc. declare under penalty of perjury that I have examined the foregoing Articles of Merger and, to the best of my knowledge and belief, the same are true, correct and complete.

Dated this 22 day of DECEMBER, 1982.

L. V. Wetter
L. V. Wetter, Secretary

I, June Sanders, notary public, do hereby certify that on this 22 day of DECEMBER, 1982, personally appeared before me L. V. Wetter, who, being by me first duly sworn, declared that he is the Secretary of JELD-WEN, inc., that he executed the foregoing document as Secretary on behalf of the corporation, and that the statements therein contained are true, correct and complete.

SEAL

June Sanders
Notary Public for Oregon
My commission expires: 2-14-83

State of Oregon)
) ss.
County of Klamath)

I, L. V. Wetter, Secretary of JELD-WEN FIBER PRODUCTS, inc. of Iowa declare under penalty of perjury that I have examined the foregoing Articles of Merger and, to the best of my knowledge and belief, the same are true, correct and complete.

Dated this 22 day of DECEMBER, 1982.

L. V. Wetter
L. V. Wetter, Secretary

I, June Sanders, notary public, do hereby certify that on this 22 day of DECEMBER, 1982, personally appeared before me L. V. Wetter, who, being by me first duly sworn, declared that he is the Secretary of JELD-WEN FIBER PRODUCTS, inc. of Iowa, that he executed the foregoing document as Secretary on behalf of the corporation, and that the statements therein contained are true, correct and complete.

SEAL

June Sanders
Notary Public for Oregon
My commission expires: 2-14-83

PLAN OF MERGER

of

JELD-WEN, inc., an Oregon Corporation, and
JELD-WEN FIBER PRODUCTS, inc. of Iowa, an Iowa Corporation

1. Merger: JELD-WEN Fiber Products, inc. of Iowa, an Iowa 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 December 31, 1982.
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. Conversion of Outstanding Stock: Forthwith upon the effective date each of the issued and outstanding shares of common stock of the merging corporation held by persons other than JELD-WEN, inc. and all rights in respect thereof shall be converted into 8.76 shares of fully paid and non-assessable no par value voting common stock of JELD-WEN, inc.
8. Fractional Shares: No fractional shares of JELD-WEN, inc. common stock shall be issued pursuant to this merger. Instead, each person entitled to a fractional share interest shall be required to purchase, for cash, an additional fractional amount necessary to round up the fractional share to the next whole share.

9. 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.
- (b) There shall be credited to the capital account of the surviving corporation the increase, if any, in the stated value per share of all of the common stock of the surviving corporation resulting from the conversion of the outstanding common shares of the merging corporation.

10. Directors: The names and post office addresses of the first directors of the surviving corporation following the effective date, who shall be four (4) 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:

P. L. Wendt	826 Loma Linda, Klamath Falls, OR	97601
L. V. Wetter	1601 Fairmont, Klamath Falls, OR	97601
W. B. Early	1929 Park, Klamath Falls, OR	97601
T. H. Schnormeier	8542 Laymon Rd., Gambier, OH	43022

11. 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	826 Loma Linda, Klamath Falls, OR
L. V. Wetter	Vice-Pres. & Secretary	1601 Fairmont, Klamath Falls, OR
W. B. Early	Vice-Pres. & Asst. Sec.	1929 Park, Klamath Falls, OR
T. H. Schnormeier	Vice-Pres. & Asst. Sec.	8542 Laymon Rd., Gambier, OH
R. C. Wendt	Assistant Secretary	2526 Yonna Klamath Falls, OR

12. 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.

13. 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 22 day of DECEMBER, 1982.

JELD-WEN, inc.

CORPORATE
SEAL

by [Signature]
President

by [Signature]
Secretary

JELD-WEN FIBER PRODUCTS, inc. of Iowa

CORPORATE
SEAL

by [Signature]
President

by [Signature]
Secretary