

# State of Idaho

## Department of State.

### CERTIFICATE OF DISSOLUTION OF

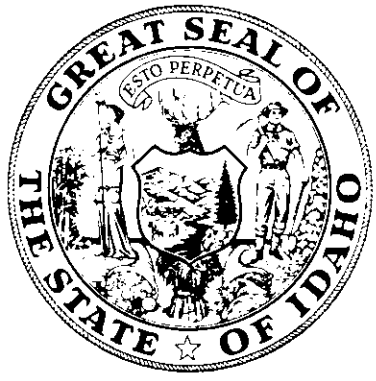
SHANE BUILDING CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of SHANE BUILDING CO., INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated November 1, 19 90.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF DISSOLUTION  
OF  
SHANE BUILDING CO., INC.

RECEIVED  
SEC. OF STATE  
'90 NOV 1 PM 2 12

Pursuant to the provisions of Section 30-1-92 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation.

I.

Name of the corporation is: Shane Building Co., Inc.

II.

The names and addresses of the last officers and directors of the corporation and their respective offices are:

Henry H. Bennett  
2680 Balboa Way  
Idaho Falls, Idaho 83401  
Office - President and Director

Kenneth P. Slusser  
1325 E. 21st St.  
Idaho Falls, Idaho 83404  
Office - Secretary and Director

III.

The notice required by Section 30-1-87 of the Idaho Code has been given.

IV.

All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision had been made therefor.

V.

All remaining property and assets of the corporation have been distributed among its shareholders in proportion to their respective rights and interests.

VI.


There are no suits pending against the corporation, in any court, with respect to which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

VII.

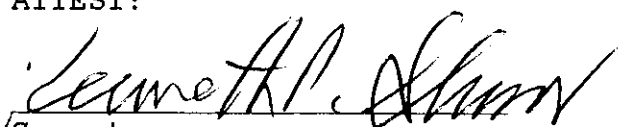
A duplicate original of the consent of shareholders to dissolve is annexed hereto, dated June 25, 1990.

SHANE BUILDING CO., INC.

By:

  
President

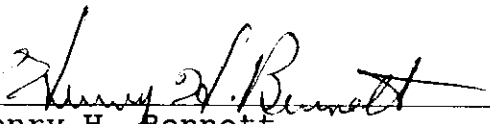
ATTEST:

  
Secretary

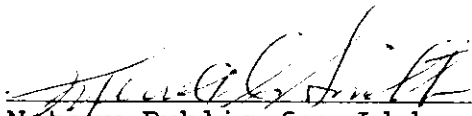
STATE OF IDAHO            )  
                                  )ss.  
County of Bonneville    )

HENRY H. BENNETT, being first duly sworn, deposes and says:

That he is the President of SHANE BUILDING CO., INC., that he has read the within instrument, knows the contents thereof and the statements contained therein are true as he verily believes.

  
Henry H. Bennett

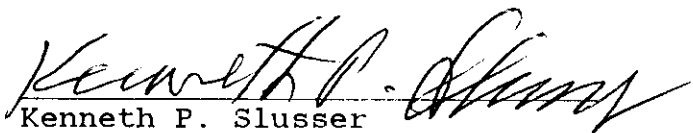
SUBSCRIBED AND SWORN to before me this 25<sup>th</sup> day of June, 1990.

  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 6-5-91

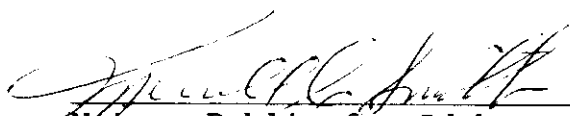
STATE OF IDAHO            )  
                                  )ss.  
County of Bonneville    )

KENNETH P. SLUSSER, being first duly sworn, deposes and says:

That he is the Secretary of SHANE BUILDING CO., INC., that he has read the within instrument, knows the contents thereof and the statements contained therein are true as he verily believes.

  
Kenneth P. Slusser

SUBSCRIBED AND SWORN to before me this 25<sup>th</sup> day of  
June, 1990.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: Aug-91

294.1C/WJAD

## ACTION OF STOCKHOLDERS BY CONSENT

Stockholders of Shane Building Co., Inc., an Idaho corporation, do hereby consent to and take the following action by the unanimous consent of all Stockholders representing all of the outstanding, issued capital stock of the corporation, pursuant to Section 30-1-145 of the Idaho Code:

### PLAN OF LIQUIDATION AND DISSOLUTION

The following plan of liquidation and dissolution was submitted to the Stockholders for their consideration, review and action:

1. Plan of Liquidation. Shane Building Co., Inc., an Idaho corporation, (hereinafter called "Corporation") has issued and outstanding 1,000 shares of the common capital stock of the par value of \$/0<sup>c</sup> each. The Corporation will cease the active conduct of its business and wind up its affairs as of June 30, 1990, and within the meaning of Section 331 of the Internal Revenue Code will liquidate and distribute all of its assets in complete liquidation less any assets retained to meet claims within the one (1) month period beginning on the date of the adoption of this plan of liquidation and dissolution.

2. Assets and Liabilities. The principal assets of the company consists of liquid assets of cash and a note receivable. The liabilities of the company consist of current liabilities and accounts payable.

3. Sale of Properties. That the Corporation has sold the property heretofore held by the Corporation and has received therefor a cash payment together with a note receivable from the purchasers. That the assets of the Corporation now consist of cash on hand in the approximate amount of \$7215<sup>00</sup> and a note receivable from the purchasers, Charles C. Just and Dean Mortimer, of \$50,000.00.

4. Distribution. Following the payment of current accounts and liabilities, obligations and expenses, any assets left after the sale and any account or contract receivable shall be distributed to the holders of the Corporation's common shares proportionately to the percentage of stock held by the stockholders and in the ratio of stock held.

5. Shareholders' Interests. The proportionate interest of the shareholders in the assets of the Corporation shall be fixed on the basis of the present ownership of the outstanding shares of stock of the Corporation. The stock now issued and outstanding is owned as follows:

Henry H. Bennett	500 shares	50% of outstanding shares
Kenneth P. Slusser	500 shares	50% of outstanding shares.

6. Cancellation of Outstanding Shares. Each of the distributions in complete liquidations shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for all of the outstanding common shares of the Corporation and the shareholders shall, if the directors so determine, surrender their certificates for such shares for recording thereon receipt of distributions prior to the final distribution, and shall surrender such certificates for cancellation upon receipt of the final distribution as authorized, or furnish satisfactory proof of lost certificates.

7. Dissolution. The officers and the directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Idaho not later than twelve (12) months after the adoption of this plan as they deem appropriate and may withdraw the Corporation from qualification as appropriate.

8. Authorization. The officers and directors of the Corporation are authorized, empowered, and directed to do any and all things which may be necessary or advisable to carry out the purposes and intention of this plan and to execute and file all documents which they deem necessary or advisable to carry out the purposes and intention of this plan.


After full consideration by the Stockholders, the following resolutions are approved by the unanimous consent of all Stockholders:

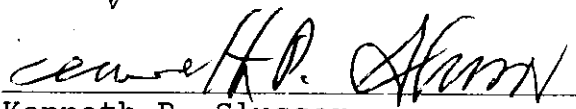
RESOLVED, that the Stockholders of the Corporation do adopt a plan of liquidation and dissolution as above set forth.

FURTHER RESOLVED, that it is deemed advisable in the judgment of the Stockholders to be for the most benefit of the Corporation and the Stockholders that it should be dissolved.

FURTHER RESOLVED, that the Stockholders do approve the plan of liquidation and authorize the directors and officers to proceed.

IN WITNESS WHEREOF, the undersigned Stockholders, being all of the stockholders and representing all of the outstanding, issued capital stock of the Corporation, have hereunto set their hands and agree unanimously and consent to the action above set forth as of the 25<sup>th</sup> day of June, 1990.

  
Henry H. Bennett

  
Kenneth P. Slusser

294.1/WJAD