

State of Idaho

Department of State

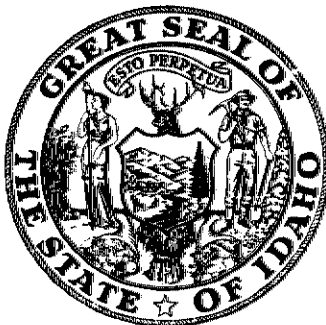
CERTIFICATE OF DISSOLUTION OF

MELVIN MCCLAIN FARMS, INC.
File Number C 48439

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of MELVIN MCCLAIN FARMS, INC., duly executed 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: April 29, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl B. Davis*

ARTICLES OF DISSOLUTION

97 APR 29 PM 4: 22
SECRETARY OF STATE
STATE OF IDAHO

97 APR 28 AM 8: 46
SECRETARY OF STATE
STATE OF IDAHO

TO: Pete T. Cenarrusa
Idaho Secretary of State
P.O. Box 83720
Boise ID 83720-0080

Pursuant to the provisions of Idaho Code § 30-1-82, through and including § 30-1-97, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

- (1) The name of the corporation is Melvin McClain Farms, Inc.
- (2) A consent for the shareholders to voluntary dissolution and assignment of assets as provided in Idaho Code § 30-1-83 is attached hereto and incorporated by reference as if fully set out at length herein.
- (3) Adequate provision has been made for discharge of all debts of the corporation and the remainder thereof have been assigned among the shareholders as their interests may appear.
- (4) Adequate provision has been made for all debts, obligations, and liabilities, contingent in nature, of which the corporation has adequate knowledge.
- (5) All remaining property and assets of the corporation have been assigned among the shareholders in accordance with their respective rights and interests.
- (6) There are no suits pending against the corporation in any court now, nor are the undersigned aware of any claims against the corporation as of yet unfiled.
- (7) That notice was given as required by Idaho Code § 30-1-87 and, in fact, the only known creditor (Fannie McClain) has acknowledged said notice and waived

DATE 04/29/1997
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1 the remainder of the thirty-day period. A copy of that acknowledgment and waiver is
2 attached hereto and incorporated herein by reference as if fully set out at length herein.

3 (8) That the names and addresses of the last officers and directors of the
4 corporation and their respective offices are as follows:

5
6 President/Director Fannie McClain
7 411 Main Street
8 Buhl ID 83316

9 Vice-President/Director William Pryor
10 411 Main Street
11 Buhl ID 83316

12 Secretary/Director Dorothy J. Moon
13 Route 5, Box 5102
14 Buhl ID 83316

15 That the herein Articles of Dissolution have received the unanimous written
16 consent of all of the shareholders as evidenced by their attached consent and assignment.

17 DATED This 31st day of March, 1997.

18 MELVIN McCLAIN FARMS, INC.

19 By Fannie McClain
20 FANNIE McCLAIN, President

21 By Dorothy J. Moon
22 DOROTHY J. MOON, Secretary

23
24
25
26 (C:\OFFICE\WPWIN\MNO-DOC\14681ART.321)pm

1 **CONSENT OF SHAREHOLDERS OF MELVIN McCLAIN FARMS, INC.**
2 **TO DISSOLUTION AND ASSIGNMENT OF ASSETS**

3 COME NOW the undersigned, being all of the officers, directors and
4 shareholders of Melvin McClain Farms, Inc., an Idaho corporation existing since 1973, and
5 do hereby agree and consent as follows:
6

7 That based upon the advice of Daniel S. Deagle, C.P.A. and Michael Hoyt
8 Felton (Sr.), attorney for the corporation, there is no further advantage to continue to
9 maintain said corporation, and upon the said advice of our Certified Public Accountant and
10 attorney, we do hereby resolve and consent to the dissolution of Melvin McClain Farms,
11 Inc., an Idaho corporation, and do hereby direct our attorney to prepare the necessary
12 paperwork and to pursue such filings as may be necessary with the Secretary of State to
13 achieve this purpose and end.
14

15 That we also agree that U.S. Bank of Idaho Trust Department and our
16 attorney and accountant shall prepare and cause to be executed the necessary paperwork
17 in order to assign our singular asset, being a contract balance of approximately
18 \$130,000.00 due from Danny McClain, equally among us as our interests may appear.
19 Finally, we authorize U.S. Bank of Idaho Trust Department to continue making payment
20 as it has in the past to our one and only creditor, Fannie McClain, until the balance due
21 her has been paid in full.
22

23
24 Dated: 3-31-97, 1997

Fannie McClain
FANNIE McCLAIN
President, Director and Shareholder

1 Dated: 4-11-97, 1997

Dorothy J. Moon
DOROTHY J. MOON
Secretary, Director and Shareholder

2
3
4 Dated: 31 mar, 1997

William C. Pryor
WILLIAM PRYOR
Vice-President, Director and Shareholder

5
6
7
8 Dated: April 3, 1997, 1997

Wayne Pierce
WAYNE PIERCE, Shareholder

9
10
11 Dated: April 3 - 1997, 1997

Mary Lou Pierce
MARY LOU PIERCE, Shareholder

12
13
14 Dated: 4/11/97, 1997

William D. Moon
WILLIAM MOON, Shareholder

15
16
17 Dated: 31 March, 1997

Petra V. Pryor
PETRA PRYOR, Shareholder

18
19
20 Dated: April 16, 1997

U.S. BANK OF IDAHO TRUST DEPARTMENT

21
22 By Peter F. Toft
PETER F. TOFT, ESQ.
Shareholder/Trust Officer

23
24
25 (C:\OFFICE\WPWIN\MNO-DOC\14681CON.321)pm

26
CONSENT OF SHAREHOLDERS OF MELVIN McCLAIN FARMS, INC.
TO DISSOLUTION AND ASSIGNMENT OF ASSETS - 2

1 **ACKNOWLEDGMENT AND WAIVER OF NOTICE TO CREDITORS**

2
3 U.S. Bank of Idaho, Trustee, does hereby acknowledge notification from
4 Melvin McClain Farms, Inc., an Idaho corporation, as to the thirty-day notification
5 requirement as set forth in § 30-1-87, Idaho Code, and does waive said thirty-day period
6 as Trustee for and on behalf of Fannie McClain.

7 DATED This 31 day of March, 1997.

8 U.S. BANK OF IDAHO TRUST DEPARTMENT

9
10
11 By 

12 PETER F. TOFT, Vice President and
13 Regional Trust Manager

14 **APPROVED:**

15
16 Fannie McClain
17 FANNIE McCLAIN