

**FILED/EFFECTIVE**

ARTICLES OF DISSOLUTION

OF

SCOTT CONSTRUCTION, INC.

IDAH0 SECRETARY OF STATE  
12/21/2001 05:00  
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01 DEC 21 AM 9:30  
SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to the provisions of Idaho Code 30-1-1403, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation and hereby certifies:

I.

The name of the corporation is "SCOTT CONSTRUCTION, INC."

II.

At a meeting of the shareholders and Directors of the corporation held on November 12, 2001, all of the shareholders and Directors unanimously voted to liquidate and dissolve the corporation. The corporation also voted upon and approved a Plan of Liquidation. Copies of the Minutes of that meeting and of the Plan of Liquidation are attached hereto and incorporated herein by reference.

III.

The appropriate tax form, Corporate Dissolution or Liquidation, Form 966, was properly filed with the Internal Revenue Service on November 27, 2001.

IV.

All debts, obligations, and liabilities of the corporation have been paid or discharged, or adequate provision has been made therefor. Adequate provision has been made for all debts, obligations, and liabilities, contingent in nature, of which the corporation has actual knowledge.

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V.

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

VI.

There are no suits pending against the corporation in any court, and there are no criminal proceedings pending against it.

VII.

Pursuant to Idaho Code 30-1-1403, this corporation is dissolved, effective the day and year of the execution of these Articles of Dissolution.

IN WITNESS WHEREOF, the corporation has caused these Articles to be executed this 14 day of December, 2001.

SCOTT CONSTRUCTION, INC.

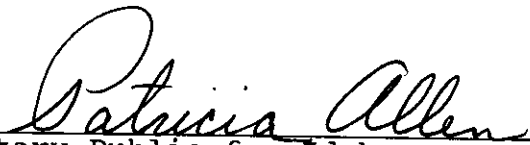
By Roxanne Scott-Witt  
Roxanne Scott-Witt - President

STATE OF IDAHO            )  
                                  ss  
County of Bannock        )

On this 14 day of December, 2001, before me, the undersigned Notary Public in and for said State, personally appeared Roxanne Scott-Witt, known to me to be the President of the corporation whose name is subscribed to the within instrument, and acknowledged to me that she executed the same on behalf of said corporation and that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above

written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Pocatello, Idaho  
Commission Expires: 2-6-2003

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS AND DIRECTORS OF  
SCOTT CONSTRUCTION, INC.

NOTICE IS HEREBY GIVEN that a special meeting of the Board of Directors of Scott Construction, Inc. will be held on the 12th day of November, 2001, at the office of the corporation's attorney, Vern E. Herzog, Jr., at 850 East Center, Pocatello, Idaho, commencing at the hour of 10:00 a.m.

This special meeting of the Board of Directors is called to discuss and vote upon the liquidation and dissolution of the corporation, resolution of its affairs, and disbursement of its assets; and to consider such other business as may properly come before the meeting.

Dated this 1st day of November, 2001.

  
ROXANNE SCOTT-WITT  
President

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS AND  
DIRECTORS OF  
SCOTT CONSTRUCTION, INC.

A special meeting of the shareholders and Directors of the corporation was held at the office of Vern E. Herzog, Jr., the corporation's attorney, at 850 East Center, Pocatello, Idaho, on November 12, 2001, at 10:00 a.m.

The following shareholder and Director was present:  
Roxanne Scott-Witt, individually (Director and President) and as Personal Representative of the Estate of Michael G. Scott, Deceased (Shareholder), being all the shareholders and Directors of the corporation. Also present was Vern E. Herzog, Jr., counsel for the corporation.

The President called the meeting to order and read the Notice of the Special Meeting. The President instructed that the Notice of Meeting and these Minutes be placed in the corporate record book.

The President then stated that the meeting was called for the purpose of voting on the dissolution of the corporation, resolution of its affairs, and disbursement of its assets.

It was moved by Roxanne Scott-Witt that the Director and shareholder, being the same person and/or entity, pass a resolution providing for the liquidation and dissolution of the corporation and that the resolution indicate that the President of the corporation is authorized to take whatever action is necessary to accomplish the liquidation and dissolution of the corporation, including, but not limited to, preparing, signing

and filing whatever documents are necessary to satisfy the Internal Revenue Service and the Idaho State Tax Commission requirements for dissolution of the corporation. It was further moved by Roxanne Scott-Witt that the resolution further provide that once the remaining debts and obligations of the corporation have been determined, such debts and obligations would be paid first and the balance of those proceeds then be disbursed to the shareholder entitled thereto.

After discussion and unanimous vote, the motion carried and it was:

RESOLVED that the President of the corporation is authorized to take whatever action is necessary to accomplish the liquidation and dissolution of the corporation, including, but not limited to, preparing, signing, and filing whatever documents are necessary to satisfy the Internal Revenue Service and Idaho State Tax Commission requirements for dissolution of a corporation.

BE IT FURTHER RESOLVED that once the remaining debts and obligations of the corporation have been determined, such debts and obligations would be paid first; and that the balance of the proceeds would then be disbursed to the shareholder entitled thereto.

The President then stated that the shareholder and director needed to adopt a Plan of Liquidation to be filed with the Internal Revenue Service. After discussion, and upon motion and vote, it was unanimously:

RESOLVED that the shareholder and director of the corporation has adopted a Plan of Liquidation for the corporation, a copy of which is attached hereto and incorporated by reference as though set forth at length.

There being no further business to come before the meeting, upon motion and vote, the meeting was adjourned.

Dated this 12th day of November, 2001.

Roxanne Scott-Witt  
President

SCOTT CONSTRUCTION, INC.

PLAN OF LIQUIDATION

Scott Construction, Inc., an Idaho corporation, is no longer doing business, all business transactions have been completed, and corporate assets, if any, need to be liquidated.

The sole shareholder has agreed that the corporation shall be liquidated and dissolved as soon as possible; all corporate liabilities, if any, paid; and any remaining assets be liquidated and/or distributed to the shareholder, including cash, in exchange for the stock of the shareholder and based upon actual stock ownership. The only shareholder remaining is the Estate of Michael G. Scott, Deceased.

Dated this 12th day of November, 2001.

SCOTT CONSTRUCTION, INC.  
An Idaho corporation

By Roxanne Scott-Witt  
President

CERTIFICATION

I, ROXANNE SCOTT-WITT, the President of Scott Construction, Inc., certify that the foregoing Plan of Liquidation was adopted and approved by the shareholder and Director of the corporation at a special meeting held for such purpose on the 12th day of November, 2001.

  
ROXANNE SCOTT-WITT  
President