

# State of Idaho

## Department of State

### CERTIFICATE OF DISSOLUTION OF

RUPERT DEVELOPMENT CORPORATION

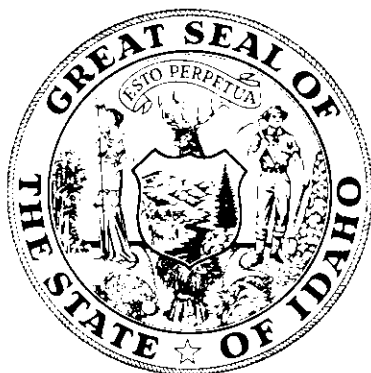
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of \_\_\_\_\_

RUPERT DEVELOPMENT CORPORATION

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 January 29th, 19 81.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

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

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ARTICLES OF DISSOLUTION  
SECRETARY OF STATE  
OF

RUPERT DEVELOPMENT CORPORATION

TO: The Secretary of the State of Idaho

In compliance with the provisions of Section 30-1-92 of the General Business Corporations Law of the Idaho Code, the following named business corporation certified under its corporate seal:

I.

The name of the corporation is: Rupert Development Corporation.

II.

The address including street number of the registered office is: c/o Mervin V. Ling, President, Route 1, 654 East Baseline, Rupert, Idaho 83350.

III.

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

Mervin V. Ling, Director and President  
Route #1, Rupert, Idaho

Richard Bohle, Director  
110 Pleasant Way, Rupert, Idaho

Elton D. Ford, Director  
405 South 3rd St., Rupert, Idaho

John C. Cameron, Director  
Route #2, Paul, Idaho

Oliver C. Hanzel, Director  
140 East Highway 30, Burley, Idaho

William T. Goodman, Secretary  
717 - 7th Street, Rupert, Idaho

IV.

The corporation mailed to all creditors a notice of prospective dissolution more than thirty (30) days prior to filing these Articles of Dissolution as required by Idaho Code 30-1-37.

V.

All of the debts, obligations and liabilities of the corporation have been paid and discharged.

VI.

The remaining assets of the corporation have been distributed to the shareholders of the corporation, in cash, in proportion to their respective rights and interests.

VII.

There are no pending lawsuits against the corporation in any court either within or without the State of Idaho.

VIII.

A verified copy of the resolutions for liquidation and dissolution of the corporation is attached to these Articles of Dissolution.

Subscribed and sworn to before me this 19<sup>th</sup> day  
of January, 1981.

(SEAL)

Louise Allen  
Notary Public  
Residing at Rupert, Idaho.  
My Commission Expires: Life

EXHIBIT, "A"

RESOLUTIONS OF SHAREHOLDERS APPROVING PLAN  
OF LIQUIDATION AND SALE OF ASSETS

RESOLVED, that the stockholders of the corporation hereby unanimously consent and approve the liquidation of the corporation all in accordance with the terms and provisions of the plan of liquidation adopted by the Board of Directors of the corporation at a Special Meeting of the Board of Directors of the corporation duly convened and held on October 21, 1980, a copy of which was presented to this meeting, and which plan of liquidation is in all respects adopted and approved;

RESOLVED, that the executory contract dated October 21, 1980 heretofore entered into by the officers of the corporation on behalf of the corporation to sell all of the assets and business of the corporation to Mervin V. and Delphia Ling be, and it hereby is, approved, and the proper officers of the corporation are hereby authorized and directed to take such actions as they may deem necessary or desirable to consummate such sale;

RESOLVED, that the proper officers be, and they hereby are, authorized and directed to file Articles of Dissolution pursuant to the Business Corporation Law of the State of Idaho with the Secretary of State of the State of Idaho; and

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation and dissolution of the corporation in accordance with the plan of liquidation adopted by the Board of Directors of the corporation.