

# State of Idaho

## Department of State

### CERTIFICATE OF DISSOLUTION OF

NEWMAN-WILLIAMS LIVESTOCK COMPANY

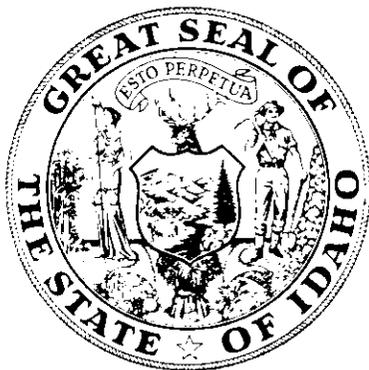
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of \_\_\_\_\_

NEWMAN-WILLIAMS LIVESTOCK COMPANY

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 25 \_\_\_\_\_, 19 84 \_\_\_\_\_



*Pete T. Cenarrusa*  
SECRETARY OF STATE

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

JAN 10 1981

MAY 22 1981

ARTICLES OF DISSOLUTION  
OF  
NEWMAN-WILLIAMS LIVESTOCK COMPANY

TO: The Secretary of State 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 certifies under its corporate seal:

I.

The name of the corporation is: Newman-Williams Livestock Company.

II.

The address including the street number of the registered office is: c/o Bynum Williams, 1710 Fir Street, Rupert, Idaho 83350.

III.

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

Bynum Williams, Director and President,  
1710 Fir Street, Rupert, Idaho 83350

Laverne Williams, Director and Secretary,  
1710 Fir Street, Rupert, Idaho 83350.

IV.

The corporation mailed to all creditors a notice of prospective dissolution more than thirty (30) days prior to the filing of these Articles of Dissolution as required by Idaho Code Sec. 30-1-87.

V.

All 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 and kind, 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.

IN WITNESS WHEREOF, the President and Secretary of Newman-Williams Livestock Company have hereunto set their hands and affixed the seal of said corporation this 31<sup>st</sup> day of December, 1983.

NEWMAN-WILLIAMS LIVESTOCK COMPANY

By: Brynum Williams  
Brynum Williams, President

ATTEST:

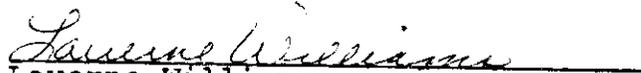
Laverne Williams  
Laverne Williams, Secretary

STATE OF IDAHO            )  
                                  )        )        ss.  
County of Minidoka        )

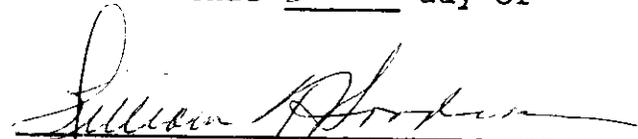
BYNUM WILLIAMS and LAVERNE WILLIAMS, being first duly sworn, on oath, depose and say:

That they are the President and Secretary respectively of the Newman-Williams Livestock Company; that they have read the Articles of Dissolution, know the contents thereof and the facts stated therein they believe to be true.

  
Bynum Williams

  
Laverne Williams

Subscribed and sworn to before me this 31<sup>st</sup> day of December, 1983.

  
Notary Public  
Residing at Rupert, Idaho  
My Commission is for Life.

MINUTES OF A JOINT SPECIAL MEETING OF  
STOCKHOLDERS AND DIRECTORS  
OF  
NEWMAN-WILLIAMS LIVESTOCK COMPANY

A joint special meeting of stockholders and directors of Newman-Williams Livestock Company was held at the office of William T. Goodman, Esquire, 717 7th Street, Rupert, Idaho, on the 31st day of Dec. , 1983, at 11:00 o'clock in the forenoon. The following, being all the stockholders and directors, were present:

STOCKHOLDERS

Bynum Williams  
Laverne Williams

DIRECTORS

Bynum Williams  
Laverne Williams.

Bynum Williams, the President of the corporation acted as chairman of the meeting and Laverne Williams, the secretary, as secretary thereof.

A written waiver of notice of this meeting, signed by all of the stockholders and directors, was then presented and read by the secretary and was ordered appended to these minutes.

The chairman then announced that the purpose of this meeting was to discuss and act upon a proposal to liquidate and dissolve the corporation. Counsel for the corporation was asked for his opinion of the tax results to the corporation, and the stockholders, caused by the liquidation and distribution of the corporate assets. The stockholders expressed a desire to liquidate and distribute the assets of the corporation since the purposes for which it was formed no longer exist. After hearing counsel's and accountant, Donald E. Mayes' explanation of the tax laws under the 1954 Internal Revenue Code, especially Section 331(a)(1) thereof, after a full discussion by the stockholders and directors of the corporation; after a report by the president of the corporation that the assets will be distributed to the shareholders after payment of all corporation debts, the following Resolution was unanimously adopted:

RESOLVED, that the following plan of liquidation, pursuant to Section 331(a)(1) of the 1954 Internal Revenue Code, be and the same is hereby adopted:

I. Within thirty (30) days after the date of this meeting, the accountant for the corporation shall file Form with the Director of Internal

Revenue Service, Boise District, 550 West Fort St.,  
Box 041, Boise, Idaho, 83724, attaching to said form  
a certified copy of this Resolution, indicating that  
the stockholders and directors have adopted a plan  
of liquidation pursuant to Section 331(a)(1) of the  
1954 Internal Revenue Code.

II. That the corporation, by its duly authorized  
officers proceed to complete payment of debts and  
distribution of assets as an incident to the plan of  
liquidation adopted by the stockholders and directors  
pursuant to Section 331(a)(1) of the 1954 Internal  
Revenue Code.

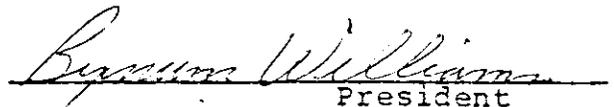
III. That the corporation, by its duly authorized  
officers, within the time permitted by law after the  
date of the adoption of the plan distribute all of its  
assets, except those retained to meet corporate obli-  
gations, to all of the stockholders in ratio of each  
stockholder's holdings to the total outstanding and  
issued stock of the corporation.

IV. That as soon as practical, but no later than  
December 31, 1983, after the date of this meeting,  
counsel for the corporation shall file a certificate  
for the dissolution of the corporation with the Secretary  
of State of the State of Idaho, as provided by the laws  
of the State of Idaho, and that the officers of this  
corporation are hereby authorized to execute any and  
all documents necessary to effectuate such dissolution.

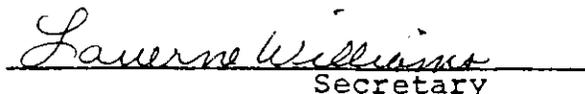
V. That the officers and directors be and they  
are hereby empowered, authorized and directed to proceed  
in accordance with the Resolution hereby adopted by the  
stockholders and directors, said officers and directors  
being authorized to adopt any subsequent Resolutions  
to effectuate the intent of the stockholders and  
directors to liquidate the corporation in accordance  
with a plan of liquidation adopted pursuant to Section  
331(a)(1) of the Internal Revenue Code.

There being no further business before the meeting,  
the meeting adjourned.

DATED this 31st day of December, 1983.

  
President

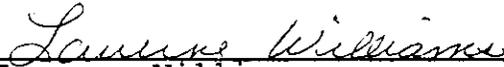
ATTEST:

  
Secretary

STATE OF IDAHO            )  
                                  )    ss.  
County of Minidoka    )

Laverne Williams, being first duly sworn, on oath,  
says:

She is the secretary of Newman-Williams Livestock Company, a corporation; that the foregoing copy of the Minutes of a meeting of the stockholders and directors was held on October 31st, 1983, for liquidation and dissolution of the said corporation, and that the said copy of the Minutes is a true and correct copy of the original minutes of said meeting on file in the office of the corporation.

  
\_\_\_\_\_  
Laverne Williams

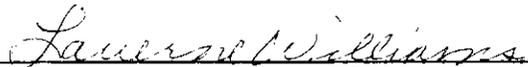
Subscribed and sworn to before me this 31st day of  
December, 1983.

  
\_\_\_\_\_  
Notary Public  
Residing at Rupert, Idaho.  
My Commission is for Life.

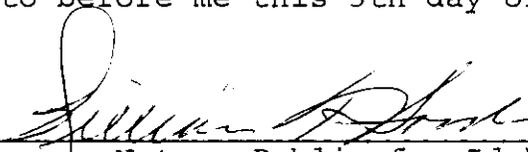
STATE OF IDAHO )  
 ) ss.  
County of Minidoka )

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says:

She is the Secretary of Newman-Williams Livestock Company,  
a corporation; that the foregoing copy of the Minutes of a meeting  
of the Stockholders and Directors was held on December 31, 1983,  
for liquidation and dissolution of the said corporation, and  
that the said copy of the Minutes is a true and correct copy  
of the original minutes of said meeting on file in the office  
of the corporation.

  
\_\_\_\_\_  
Laverne Williams

Subscribed and sworn to before me this 5th day of  
January, 1984.

  
\_\_\_\_\_  
Notary Public for Idaho,  
Residing at Rupert, Idaho.  
My Commission Expires: Life