



CERTIFICATE OF DISSOLUTION
OF

PANELBOARD CONSTRUCTION, INC.

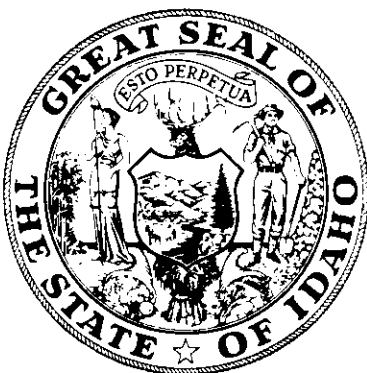
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of PANELBOARD CONSTRUCTION, INC.

PANELBOARD CONSTRUCTION, 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 September 14, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

William

Corporation Clerk

ARTICLES OF DISSOLUTION

30 AUG 30 1980
Pursuant to the provisions of §30-1-92, Idaho Code, the undersigned corporation executes the following Articles of Dissolution for the purposes of dissolving the corporation:

ARTICLE I

The name of the corporation is PANELBOARD CONSTRUCTION, INC. and its post office address is

4505 Marion Street, S.E.
P.O. Box 889
Albany, Oregon 97321

ARTICLE II

The name and street addresses of the directors of the corporation are:

<u>Name</u>	<u>Address</u>
R. Verne Casey	4505 Marion Street, S.E. Albany, Oregon 97321
Larry D. Wabs	4505 Marion Street, S.E. Albany, Oregon 97321
Bernard Miller	4505 Marion Street, S.E. Albany, Oregon 97321

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The names and respective street addresses of the officers of the corporation are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Larry D. Wabs	President	4505 Marion Street, S.E. Albany, Oregon 97321
David Albion	Vice President	4505 Marion Street, S.E. Albany, Oregon 97321
Dolores M. Grell	Secretary	4505 Marion Street, S.E. Albany, Oregon 97321

ARTICLE III

The notice required by §30-1-87, Idaho Code, was given to all known actual or known potential creditors not less than thirty (30) days prior to the date of these Articles of Dissolution.

ARTICLE IV

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

ARTICLE V

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

ARTICLE VI

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

ARTICLE VII

A copy of the written consent to dissolution signed by the shareholders of the corporation, effective December 29, 1989, is attached hereto and incorporated herein by this reference.

ARTICLE VIII

Two Hundred (200) shares of the common stock of Panelboard Construction, Inc. are outstanding as of December 29, 1989; Two

Hundred (200) shares of stock are entitled to vote; Two Hundred (200) shares voted for the dissolution and zero shares voted against the dissolution.

We, the undersigned, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

EXECUTED and DATED this 29th day of January, 1990.

PANELBOARD CONSTRUCTION, INC.

By: David Albion VP
David Albion, Vice President

By: Dolores M. Grell
Dolores M. Grell, Secretary

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AUTHORITY TO DISSOLVE AND CONSENT TO CORPORATE ACTION
OF THE SHAREHOLDERS AND DIRECTORS
OF
PANELBOARD CONSTRUCTION, INC.

30 AUG 30 AM 8 51

The undersigned, constituting the directors and shareholders of PANELBOARD CONSTRUCTION, INC., an Idaho corporation, do hereby approve of the following actions taken and adopt the resolutions as set out hereinafter:

WHEREAS, the directors and shareholders believe it to be in the best interest of the corporation and its shareholders that the corporation be liquidated;

NOW, THEREFORE, BE IT RESOLVED, that the corporation be completely liquidated in accordance with the provisions in Section 332 of the Internal Revenue Code of 1954, as amended, and

RESOLVED FURTHER, that the corporation shall proceed as far as possible to collect all accounts receivable and settle any claims against it; and

RESOLVED FURTHER, that, no later than December 31, 1989, the corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities, to the shareholder in redemption and cancellation of all of the outstanding stock of the corporation; and

RESOLVED FURTHER, that within 30 days after the date of this meeting, the proper officers of the corporation cause to be filed Form 966 with the appropriate district director of the Internal Revenue Service, together with a copy of this resolution; and

RESOLVED FURTHER, that pursuant to Idaho law, the proper officers of the corporation shall file Articles of Dissolution with the Corporation Secretary of State of Idaho; and

RESOLVED FURTHER, that the proper officers, corporate counsel, and the corporation's accountant shall file all other forms and documents required by the State of Idaho and the

United States Government, including tax returns, as soon as possible after the distribution of the corporate assets; and

RESOLVED FURTHER, that after the final tax return has been filed for the corporation, specific authorization is given to the corporation to prepare, sign and forward to the Commissioner of the Internal Revenue Service a request for prompt assessment of all federal taxes due from the corporation; and

RESOLVED FURTHER, that the officers and directors of the corporation are empowered, authorized and directed to carry out the proper provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the corporation in accordance with the expressed interest of the shareholder under the plan adopted.

EXECUTED and DATED effective the 29th day of December, 1989.

SHAREHOLDERS:


MWC, INC.

By: 

R. Verne Casey, President

DIRECTORS:


R. Verne Casey


Larry D. Wabs


Bernard Miller

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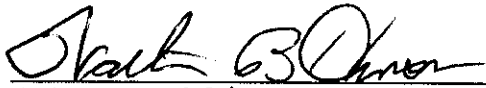
VERIFICATION

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STATE OF OREGON)
) ss.
County of Multnomah)

I, Walter B. Hinson, a notary public, do hereby certify that on this 29th day of January, 1990, personally appeared before me DAVID ALBION who, who, being by me first duly sworn, declared that he is the Vice President of Panelboard Construction, Inc., an Idaho corporation, that he signed the Articles of Dissolution on or about January 29, 1990 as Vice President of the corporation, and that the statements therein contained are true.



Notary Public for Oregon
Residing at: Portland Oregon
My Commission Expires: 7-1A-93