

Department of State.

CERTIFICATE OF DISSOLUTION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of dissolution of WOOD RIVER RANCH CO.

_____, file number 37146,

was filed in the Office of the Secretary of State on June 11th, 19 79,

and that the articles comply with Chapter 3, Title 30, Idaho Code.

I FURTHER CERTIFY, That the corporation is dissolved and that the corporate existence shall cease as of this date.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal
of the State. Done at Boise City, The
Capital of Idaho, this 11th day of
June, A.D., 19 79.

PETE T. CENARRUSA
Secretary of State

Corporation Clerk

ARTICLES OF DISSOLUTION OF
WOOD RIVER RANCH CO. STATE

The undersigned do hereby declare under penalty of perjury that the following is true and correct:

1. That the name of this corporation is the WOOD RIVER RANCH CO., and its location and post office address is: c/o OSBORN HOWES, 141 Laurel Grove Avenue, Kentfield, California 94904.

2. That the names and addresses of the last officers and directors of the corporation are as follows:

<u>DIRECTORS</u>	<u>ADDRESS</u>
D. Kirk Davidson	Los Robles Drive Carmel Valley, CA 93924
Edwin O. Holter	503 "D" Street San Rafael, CA 94901
Osborn Howes	141 Laurel Grove Avenue Kentfield, CA 94904
Kenneth Howes, Jr.	918 Grove Street Framingham, MA 01701
Walter H. Trumbull	1923 La Mesa Drive Santa Monica, CA

<u>OFFICERS</u>	<u>ADDRESS</u>
President - Osborn Howes	141 Laurel Grove Avenue Kentfield, CA 94904
Vice President - Charles E. Young	Route 1, Box 70 Bellevue, ID 83313
Treasurer - Edwin O. Holter	503 "D" Street San Rafael, CA 94901
Secretary - Stephen Boller	P.O. Box 908 Hailey, ID 83333

3. That all notices required to be given by Section 30-302(c), General Laws of Idaho, have been given.

4. That all debts, obligations and liabilities of the corporation have been paid and discharged or adequate provision has been made therefor by the assumption thereof by the shareholders of the corporation.

5. That all the remaining property and assets of the corporation have been distributed among the shareholders in proportion to their respective holdings in the corporation.

6. That there are no suits pending against the corporation in any court.

IN WITNESS WHEREOF, the undersigned declare that:

A. They are the President and Secretary, respectively, of WOOD RIVER RANCH CO., an Idaho corporation, and have been authorized to make this verification on the corporation's behalf.

B. That they have read the foregoing Articles of Dissolution and know the contents thereof.

C. That the same is true of their own knowledge.

Executed this 25th day of May 1979.

WOOD RIVER RANCH CO.

By *Osborn Howes*
OSBORN HOWES, President

By *Stephen W. Boller*
STEPHEN BOLLER, Secretary

STATE OF IDAHO, }
County of Blaine } ss.

On the 1st day of June in the year 1979 before me
the undersigned, _____ a Notary Public in and for said State,
personally appeared OSBORN HOWES and STEPHEN W. BOLLER

known to me to be the President and Secretary, respectively
of the corporation that executed the instrument and acknowledge to me that such 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.

David O. Anderson
Notary Public for the
State of Idaho, residing at Ketchum, Idaho.

100
JUN 11 1955
WRITTEN CONSENT OF SHAREHOLDERS TO THE
ELECTION TO WIND UP AND DISSOLVE AND TO
THE ADOPTION OF A PLAN OF LIQUIDATION FOR
WOOD RIVER RANCH CO. STATE
AN IDAHO CORPORATION

The undersigned, shareholders of record of WOOD RIVER RANCH CO., an Idaho corporation, whose shares represent one hundred percent (100%) of the voting power of the corporation, do hereby elect and consent to the winding up and dissolution of the corporation and to the adoption of the resolutions setting forth the plan of liquidation as indicated in Exhibit A attached hereto; and the undersigned do hereby authorize and direct the Officers or Directors to distribute the assets of the corporation in accordance with the terms and conditions set forth in the plan of liquidation, to file Articles of Dissolution evidencing the dissolution of the corporation at such time and in such manner as required by Sections 304-305 of Title 30 of the General Laws of Idaho, and to take such further action as may be necessary or convenient to wind up and dissolve the corporation.

IN WITNESS WHEREOF, the undersigned have executed and dated this written consent, and have stated the number of shares of said corporation entitled to vote held by them of record.

WRITTEN CONSENT OF SHAREHOLDERS TO THE
ELECTION TO WIND UP AND DISSOLVE AND TO
THE ADOPTION OF A PLAN OF LIQUIDATION FOR
WOOD RIVER RANCH CO.
AN IDAHO CORPORATION

Executed this 12th day of April, 1979.

NAME

SHARES

Elizabeth T. Gray

2970

WRITTEN CONSENT OF SHAREHOLDERS TO THE
ELECTION TO WIND UP AND DISSOLVE AND TO
THE ADOPTION OF A PLAN OF LIQUIDATION FOR
WOOD RIVER RANCH CO.
AN IDAHO CORPORATION

Executed this 12th day of April, 1979.

NAME

SHARES

Glenn Howard

2.800

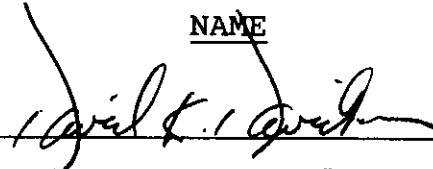
WRITTEN CONSENT OF SHAREHOLDERS TO THE
ELECTION TO WIND UP AND DISSOLVE AND TO
THE ADOPTION OF A PLAN OF LIQUIDATION FOR
WOOD RIVER RANCH CO.
AN IDAHO CORPORATION

Executed this 12th day of April, 1979.

<u>NAME</u>	<u>SHARES</u>
<u>Walter H. Trumbull</u>	<u>6,300</u>
<u>Eli abert S. Trumbull</u>	

WRITTEN CONSENT OF SHAREHOLDERS TO THE
ELECTION TO WIND UP AND DISSOLVE AND TO
THE ADOPTION OF A PLAN OF LIQUIDATION FOR
WOOD RIVER RANCH CO.
AN IDAHO CORPORATION

Executed this 12th day of April, 1979.

<u>NAME</u>	<u>SHARES</u>
<u></u>	<u>1,700</u>
Hamman K. Davidson	

WRITTEN CONSENT OF SHAREHOLDERS TO THE
ELECTION TO WIND UP AND DISSOLVE AND TO
THE ADOPTION OF A PLAN OF LIQUIDATION FOR
WOOD RIVER RANCH CO.
AN IDAHO CORPORATION

Executed this 12th day of April, 1979.

NAME

SHARES

Francis R McCall

1900

WRITTEN CONSENT OF SHAREHOLDERS TO THE
ELECTION TO WIND UP AND DISSOLVE AND TO
THE ADOPTION OF A PLAN OF LIQUIDATION FOR
WOOD RIVER RANCH CO.
AN IDAHO CORPORATION

Executed this 12th day of April, 1979.

NAME

SHARES

Lee M. Smith
Margery J. Smith

2500

WRITTEN CONSENT OF SHAREHOLDERS TO THE
ELECTION TO WIND UP AND DISSOLVE AND TO
THE ADOPTION OF A PLAN OF LIQUIDATION FOR
WOOD RIVER RANCH CO.
AN IDAHO CORPORATION

Executed this 12th day of April, 1979.

<u>NAME</u>	<u>SHARES</u>
<u>Edwin O. Holter</u>	<u>3,612</u>
<u>William S. Holter</u>	<u> </u>

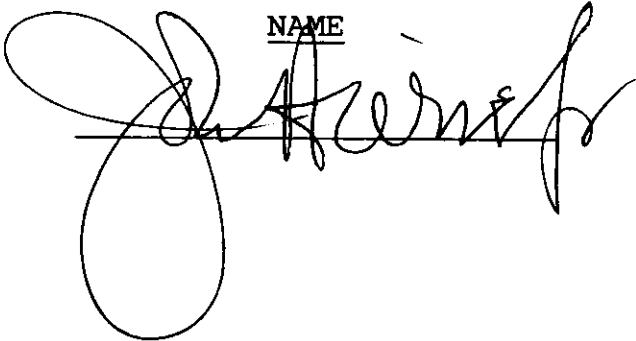
WRITTEN CONSENT OF SHAREHOLDERS TO THE
ELECTION TO WIND UP AND DISSOLVE AND TO
THE ADOPTION OF A PLAN OF LIQUIDATION FOR
WOOD RIVER RANCH CO.
AN IDAHO CORPORATION

Executed this 12th day of April, 1979.

<u>NAME</u>	<u>SHARES</u>
<u><i>John H. Hovey</i></u>	<u>6,377</u>
<u>Laura W. Hovey</u>	<u> </u>

WRITTEN CONSENT OF SHAREHOLDERS TO THE
ELECTION TO WIND UP AND DISSOLVE AND TO
THE ADOPTION OF A PLAN OF LIQUIDATION FOR
WOOD RIVER RANCH CO.
AN IDAHO CORPORATION

Executed this 12th day of April, 1979.

<u>NAME</u>	<u>SHARES</u>
	<u>500</u>

WRITTEN CONSENT OF SHAREHOLDERS TO THE
ELECTION TO WIND UP AND DISSOLVE AND TO
THE ADOPTION OF A PLAN OF LIQUIDATION FOR
WOOD RIVER RANCH CO.
AN IDAHO CORPORATION

Executed this 12th day of April, 1979.

<u>NAME</u>	<u>SHARES</u>
<u>Frank A. Hartwell</u>	<u>2,500</u>

EXHIBIT "A"

RESOLVED: That it is the opinion of the shareholders of this corporation that it is in the best interests of this corporation and its shareholders that the affairs of this corporation be wound up and the corporation be liquidated and dissolved; and that the following resolutions be adopted as a plan of liquidation pursuant to Section 333 of the Internal Revenue Code of 1954, as amended;

RESOLVED FURTHER, that as soon as there has been obtained from not less than one hundred percent (100%) of the shareholders of this corporation a written election and consent to wind up and dissolve WOOD RIVER RANCH CO., and to adopt this plan of liquidation, the President and Secretary of this corporation be, and they hereby are, authorized and directed forthwith to mail or cause to be mailed to all known creditors of this corporation, and to all persons having claims against this corporation, whose addresses appear on the records of this corporation, written notice of the commencement of proceedings to wind up and dissolve this corporation.

RESOLVED FURTHER, that the corporation, by its duly authorized officers, will distribute pro rata to its shareholders during the month of May, 1979, all of its assets, subject to any unpaid liabilities. Each shareholder will agree to assume his pro rata share of the said unpaid liabilities and to accept his interest in the real estate subject to a pro rata portion of the mortgage thereon, and will surrender all of his stock for cancellation;

RESOLVED FURTHER, that within 30 days after the date of this written consent, there shall be filed Form 966 with the District Director of Internal Revenue, Ogden, Utah, attaching thereto, a certified copy of this resolution, indicating that the stockholders have adopted a plan of liquidation, pursuant to Section 333, Internal Revenue Code of 1954, as amended;

RESOLVED FURTHER, that the stockholders shall prepare and file within 30 days of this consent, Form 964 in duplicate with the District Director of Internal Revenue, Ogden, Utah, thereby electing the benefits of Section 333, Internal Revenue Code of 1954, as amended;

RESOLVED FURTHER, that the President and Secretary of this corporation be, and they hereby are, authorized to do such acts and to take such steps as may be necessary or

convenient to carry the foregoing resolutions into effect, and to execute, in the name and under the seal of this corporation, such instrument or instruments as may be required to vest in the shareholders of the corporation, title to the remaining assets of this corporation; and more specifically;

RESOLVED FURTHER, that the President and Secretary of this corporation be and they hereby are, authorized and directed to sign any Deeds or other documents necessary in order to transfer title of the real property commonly known as the WOOD RIVER RANCH, a 2,600 deeded acre ranch located three miles south of Bellevue, in the County of Blaine, State of Idaho, now standing in the name of the corporation, to the shareholders as to an undivided interest according to their respective rights and interests, as tenants in common; and

RESOLVED FURTHER, that as soon as the assets of this corporation have been distributed in conformity with these resolutions, the directors of this corporation be, and they hereby are, authorized and directed to sign and verify Articles of Dissolution pursuant to and in conformity with the provisions of Sections 304-305 of Title 30 of the General Laws of the State of Idaho; and they hereby are, and any of them hereby is, authorized and directed to cause said Articles of Dissolution to be filed in the office of the Secretary of State of Idaho.

CERTIFICATION

I, the undersigned, Secretary of WOOD RIVER RANCH CO., an Idaho corporation, certify that the Written Consent of Shareholders to the Election to Wind Up and Dissolve and to the Adoption of a Plan of Liquidation for an Idaho Corporation attached hereto contains true signatures of all shareholders of record of WOOD RIVER RANCH CO.

DATED:

May 25, 1979

Stephen W. Boller
STEPHEN BOLLER, Secretary

The undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct.

DATED:

May 25, 1979

Stephen W. Boller
STEPHEN BOLLER

200—ACKNOWLEDGMENT—SINGLE

Printed and for sale by Syms-York Company, Boise, Idaho

STATE OF IDAHO }
COUNTY OF Blaine } ss.

On this 1st day of June, in the year 19 79, before me the undersigned, _____, a Notary Public in and for said State, personally appeared STEPHEN W. BOLLER, the Secretary of WOOD RIVER RANCH CO.

known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

James A. Anderson
Notary Public for Idaho, residing at Ketchum Idaho.