

# State of Idaho

Department of State

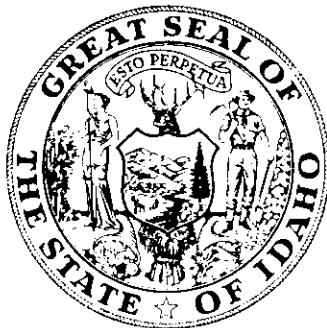
CERTIFICATE OF DISSOLUTION  
OF

MORRELL CONSTRUCTION COMPANY  
File Number C 31236

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of MORRELL CONSTRUCTION COMPANY, duly executed 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: December 31, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Janya Herold*

**ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 30-1-92 OF THE  
IDAHO BUSINESS CORPORATION ACT  
OF  
MORRELL CONSTRUCTION COMPANY**

RECEIVED  
IDAHO SECRETARY OF STATE  
JAN 11 1996

Pursuant to the provisions of Section 30-1-92 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name of the corporation is Morrell Construction Company, and its post office address is 2802 Clearwater Avenue, Lewiston, Idaho

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

NAME	ADDRESS	OFFICE
Victor R. Thomas	1112 14th Avenue Lewiston, Idaho 83501	President
Stuart Neil	3315 NE 112th Avenue, Suite 82, Vancouver, Washington 98682	Secretary/Treasurer
Oliver McLarin	2025 Cedar Avenue Lewiston, Idaho 83501	Vice President

THIRD: The notice required by Section 30-1-87, Idaho Code, has been given.

FOURTH: All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

FIFTH: All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with the provisions in the articles of incorporation or if there is no provision, then in proportion to their respective rights and interests.

IDAHO SECRETARY OF STATE  
DATE 12/26/1996 0900 49945  
CK #: 29715 CUST# 47677  
**PROF DISSO**  
1@ 30.00= 30.00

ARTICLES OF DISSOLUTION PURSUANT TO SECTION  
30-1-92 OF THE IDAHO BUSINESS CORPORATION  
ACT OF MORRELL CONSTRUCTION COMPANY - 1

SIXTH: 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.

SEVENTH: The dissolution has received the unanimous written consent of the shareholders, and a copy of the written consent of shareholders to dissolve is annexed hereto.

Dated November 18, 1996.

Victor R. Thomas  
Victor R. Thomas

Oliver McLarin  
Oliver McLarin

Stuart Neil  
Stuart Neil

STATE OF IDAHO )  
 ) ss.  
COUNTY OF NEZ PERCE )

I, Jennifer L. Sharp, a notary public, do hereby certify that on this 21<sup>st</sup> day of November, 1996, personally appeared before me VICTOR R. THOMAS, who, being by me first duly sworn, declared that he is the President of Morrell Construction Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

Jennifer L. Sharp  
NOTARY PUBLIC in and for Idaho  
Residing at Idaho  
My commission expires 1/31/01

ARTICLES OF DISSOLUTION PURSUANT TO SECTION  
30-1-92 OF THE IDAHO BUSINESS CORPORATION  
ACT OF MORRELL CONSTRUCTION COMPANY - 2

STATE OF IDAHO )  
 ) ss.  
COUNTY OF NEZ PERCE )

I, Jennifer L. Sharp, a notary public, do hereby certify that on this 20th day of November, 1996, personally appeared before me OLIVER McLARIN who, being by me first duly sworn, declared that he is the Vice President of Morrell Construction Company, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

Jennifer L. Sharp  
NOTARY PUBLIC in and for Idaho  
Residing at Lewiston  
My commission expires 9/29/01

STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF Clark )

I, Stuart Neil, a notary public, do hereby certify that on this 14 day of November, 1996, personally appeared before me STUART NEIL who, being by me first duly sworn, declared that he is the Secretary of Morrell Construction Company, that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

Stuart Neil  
NOTARY PUBLIC in and for Washington  
Residing at Clark  
My commission expires 7/29/98

ARTICLES OF DISSOLUTION PURSUANT TO SECTION  
30-1-92 OF THE IDAHO BUSINESS CORPORATION  
ACT OF MORRELL CONSTRUCTION COMPANY - 3

**WRITTEN CONSENT OF SHAREHOLDERS TO  
DISSOLVE MORRELL CONSTRUCTION COMPANY**


COPY

Pursuant to the provisions of Section 30-1-83 of the Idaho Business Corporation Act, the shareholders of the below-named corporation consent in writing to dissolve said corporation:

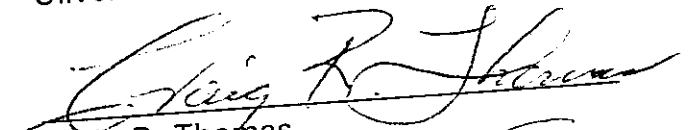
FIRST: The name of the corporation is Morrell Construction Company.

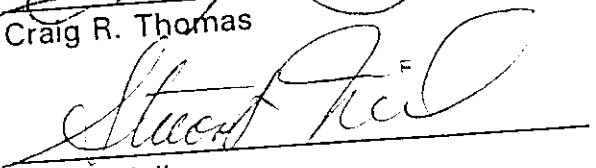
SECOND: Each of the shareholders whose signature is affixed to this consent hereby consents in writing to the voluntary dissolution of the corporation pursuant to the provisions of the Idaho Business Corporation Act. The signature of the shareholders constitutes authority to dissolve.

Dated June \_\_\_\_, 1996.

  
Victor R. Thomas

  
Oliver McLarin

  
Craig R. Thomas

  
Stuart Neil


WRITTEN CONSENT OF SHAREHOLDERS TO  
DISSOLVE MORRELL CONSTRUCTION COMPANY

Certificate

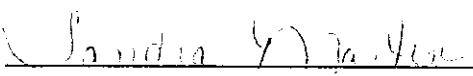
STATE OF IDAHO            )  
  : ss.  
County of Nez Perce        )

VICTOR R. THOMAS, being first duly sworn, on his oath deposes and states that he is the President of Morrell Construction Company, an Idaho corporation, and that the foregoing Written Consent of Shareholders to Dissolve Morrell Construction Company has been signed by all of the shareholders of said corporation.

Dated this 12 day of <sup>Nov</sup>~~July~~, 1996.

  
\_\_\_\_\_  
Victor R. Thomas

SUBSCRIBED AND SWORN to before me on this 12 day of <sup>November</sup>~~July~~, 1996.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Lewiston <sup>Idaho</sup>  
My commission expires on 11-20-2000

WRITTEN CONSENT OF SHAREHOLDERS TO  
DISSOLVE MORRELL CONSTRUCTION COMPANY