

# State of Idaho

## Department of State.

### CERTIFICATE OF DISSOLUTION OF

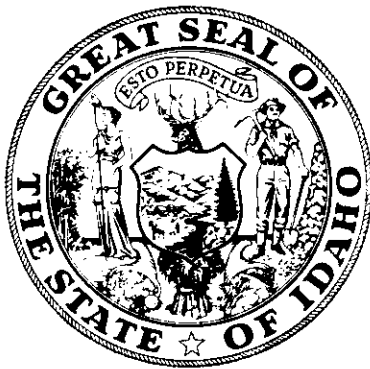
BONNEVILLE SUPPLY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of BONNEVILLE SUPPLY, 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 February 24, 19 84.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

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

FEB 13 2 10 PM '84

PAGE

ARTICLES OF DISSOLUTION OF BONNEVILLE SUPPLY, INC.

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 and mailing address of the corporation is as follows: Bonneville Supply, Inc., P. O. Box 276, Roberts, Idaho 83444.

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

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Verl Carpenter	Route 5, Box 367 Idaho Falls, Idaho 83402	President and Director
Vail VanLeuven	Roberts, Idaho 83444	Director
Joe Tomchak	Roberts, Idaho 83444	Secretary and Director
Ivan Johnson	Route 5, Box 170 Idaho Falls, Idaho 83401	Director
Ray Stoddard	Route 5 Idaho Falls, Idaho 83401	Director

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.

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: A duplicate original of the consent of shareholders to dissolve or a verified copy of the resolution to dissolve is annexed hereto.

DATED this 7th day of February, 1984.

BONNEVILLE SUPPLY, INC.

By: \_\_\_\_\_

Vail Van Leuven

Ray Stoddard

Verl H. Carpenter

Joe Tomchak

STATE OF IDAHO )

County of Bonneville )

ss.

I, Franklin N. Smith, Jr., a Notary Public, do hereby certify that on this 7th day of February, 1984, personally appeared before me Vail VanLeuven, Ray Stoddard, Verl H. Carpenter and Joe Tomchak who, being by me first duly sworn, declared that they are the officers and directors of Bonneville Supply, Inc., that they signed the foregoing document as officers and directors of the corporation, and that the statements therein contained are true.

[Signature]

Notary Public for State of Idaho  
Residing at Idaho Falls, Idaho

(SEAL)

FEB 13 2 15 PM '84  
RESOLUTION TO DISSOLVE

BONNEVILLE SUPPLY, INC.

A special meeting of the members and stockholders of Bonneville Supply, Inc. was held on the 4th day of April, 1979, starting at the hour of 7:30 o'clock p.m., at the offices of Bonneville Supply, Inc., 109 West Front North, Roberts, Idaho, pursuant to written and published notice in the manner prescribed in the By-Laws of Bonneville Supply, Inc., at which meeting the members and stockholders unanimously approved the following resolution:

RESOLVED: Bonneville Supply, Inc., a non-profit cooperative association, shall cease active business and commence winding up its affairs in an orderly manner, pursuant to Title 30, Chapter 3 of the Idaho Code, and after payment of all just debts and obligations shall liquidate its remaining assets and file Articles of Dissolution in the manner prescribed by law.

WHEREUPON, their being no further business to come before the members and stockholders of Bonneville Supply, Inc., the meeting was adjourned.

\_\_\_\_\_  
Val W. Lavee

\_\_\_\_\_  
Ray W. Stetson

\_\_\_\_\_  
Vern B. Carpenter

\_\_\_\_\_  
Joe Frank

I certify that the foregoing is a true and correct copy of a Resolution to Dissolve Bonneville Supply, Inc., passed at a special meeting of the members and stockholders of Bonneville Supply, Inc., held for that purpose on April 4, 1979.

Wm. T. Trenchard  
Its Secretary

Franklin N. Smith, Jr., of  
ALBAUGH, SMITH, PIKE, SMITH & ANDERSON  
Attorneys at Law  
370 "B" Street - Fourth Floor  
P. O. Box 428  
Idaho Falls, Idaho 83402  
(208) 522-6291

Attorneys for Petitioner

Feb 19 2 17 PM '84  
CLERK OF DISTRICT COURT

IN THE DISTRICT COURT OF THE SEVENTH JUDICIAL DISTRICT OF THE  
STATE OF IDAHO, IN AND FOR THE COUNTY OF JEFFERSON

In the Matter of the Dissolution	)	Case No. _____
of BONNEVILLE SUPPLY, INC., a	)	
non-profit corporation,	)	ORDER DIRECTING
	)	DISTRIBUTION OF ASSETS
Petitioner.	)	UPON VOLUNTARY
	)	LIQUIDATION
	)	

Petitioner, Bonneville Supply, Inc., having requested directions from the Court as to the manner in which the remaining assets of the corporation should be distributed to shareholders, and having presented a memorandum of points and authorities on the issue for consideration by the Court, and the Court having reviewed the points and authorities cited in petitioner's memorandum, and having otherwise fully considered the question and applicable law and being fully informed in the premises,

IT IS ORDERED that petitioner shall distribute its remaining assets, which consists of cash, to Class "B" Preferred Stockholders who have met the eligibility requirements specified in the corporation's letter to stockholders dated February 4, 1982, and thereafter published at consecutive weekly intervals in The Post-Register and The Jefferson Star, local newspapers of general circulation, during the period from February 28 through April 29, 1982, in manner as follows:

First, to the retirement of Class "B" Preferred Stock at its par value; if the remaining funds are insufficient to retire said stock at its full par value, then eligible Class "B" Preferred Stockholders shall receive pro rata payment for their shares;

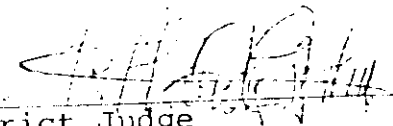
Second, if there are any remaining funds after retirement of eligible Class "B" Preferred Stock, the excess funds shall be distributed pro rata to eligible Class "B" Preferred Shareholders in payment of cumulative dividend arrearages which have accrued since the stock was issued;

Third, if there are any funds remaining after the above distributions are made, then petitioner shall proceed to retire the outstanding Common Stock of Bonneville Supply, Inc., on a pro rata basis, after notifying the holders thereof in the same manner that Class "B" Preferred Stockholders were notified of their right to receive payment for their shares.

IT IS FURTHER ORDERED that petitioner may and hereby is directed to withhold from the funds available for distribution to shareholders an amount sufficient to defray any additional administrative, legal or other costs connected with the liquidation of assets authorized hereunder.

IT IS FURTHER ORDERED that after final distribution of the assets of the corporation, in the manner set forth above, petitioner shall file Articles of Dissolution with the Secretary of State in accordance with the applicable provisions of the Idaho Business Corporation Act, after which time the directors, officers, employees and attorneys and other agents of Bonneville Supply, Inc. shall be relieved of any and all liability arising out of the operation, management and dissolution of the corporation from its inception to the date of this Order, except as otherwise provided by statute.

DATED this 23 day of December, 1982.

  
\_\_\_\_\_  
District Judge