

IN THE DISTRICT COURT OF THE SECOND JUDICIAL DISTRICT OF THE  
STATE OF IDAHO, IN AND FOR THE COUNTY OF CLEARWATER

In the Matter of the Dissolution  
of  
OROFINO CREAMERY, INCORPORATED,  
An Idaho Corporation.

NO. 2844

Case No. 2844  
Filed Aug 7 1956  
at 4:45 am  
Gayle H. Hays  
(Clerk)

FINDINGS OF FACT

CONCLUSIONS OF LAW

AND

D E C R E E

This matter having come on for hearing upon the application of OROFINO CREAMERY, INCORPORATED, an Idaho Corporation, praying for dis-incorporation and dissolution in accordance with Chapter 3, Title 30, Idaho Code, and all laws supplemental thereto and amendatory thereof, which applicant appeared by its counsel of record herein, and no appearance or objections having been made or filed on behalf of any other person, firm, or corporation, and witnesses having been called, sworn, and examined, and the Court being fully advised in the premises now finds as follows:

I.

The Court, upon evidence submitted, finds that the application seeking dissolution and disincorporation of OROFINO CREAMERY, INCORPORATED, an Idaho Corporation, was filed in this Court on the 28th day of June, 1956; that said application was

presented to the Judge of this Court, and thereupon the Court, being fully advised in the premises, entered an Order directing the Clerk to give notice by publication for a period of thirty (30) days in the CLEARWATER TRIBUNE, a newspaper of general circulation, published at Orofino, Clearwater County, Idaho; that pursuant to said order, the Clerk of the above entitled Court caused notice of the time and place for the hearing on said application to be given in the manner and for the time required by said order; that due proof of publication of said notice, in accordance with said order, has been presented and filed in the above entitled Court and cause; that due and legal notice in accordance with the provisions of the statutes and order heretofore entered, of the application and petition has been given; that the time within which persons objecting to said application should appear herein was, on the 7th day of August, 1956, and that no person or persons whomsoever filed objections to said petition.

## II.

That OROFINO CREAMERY INCORPORATED is a corporation, created, organized, and existing under the laws of the State of Idaho, with its office and principal place of business at Orofino, Clearwater County, State of Idaho; that its annual license fees and all charges due the State of Idaho have been paid.

## III.

That all debts and expenses of said corporation and all claims and demands against it have heretofore been satisfied, discharged, and paid, except current expenses accruing to date hereof for cost of dissolution proceedings, for which ample cash reserves have been provided to pay the same.

That the known assets of said corporation now available for distribution are described as follows:

Miscellaneous accounts receivable outstanding and unpaid in the amount of \$613.31

Vender's equity of, in, and to that certain **CONDITIONAL SALES CONTRACT**, entered into by and between **OROFINO CREAMERY, INCORPORATED**, an Idaho Corporation, as Seller, and **L. D. Engstrom and Mena S. Engstrom**, as purchasers, under the terms of which, certain real and personal property therein described was sold by said **Orofino Creamery, Incorporated**, and which said contract is held by the Bank of Orofino, at Orofino, Idaho, the escrow agent named therein, and which contract is hereby expressly referred to and made a part hereof by reference as though the same were fully set forth herein.

#### IV.

That on the 15th day of June, 1956, at the hour of 4:00 o'clock, P.M. all of the stockholders of said corporation met at the office of the company in Orofino, Clearwater County, Idaho and subscribed their written Waiver of all statutory and by-law requirements of the notice of time, place, and purpose of a special meeting of the stockholders, and thereby consented to hold such meeting at said time and place for the purpose, among other things, of considering and acting upon the dissolution and disincorporation of the corporation, pursuant to the provisions of Chapter 3, Title 30, Idaho Code, and all laws supplemental thereto and amendatory thereof.

#### V.

That at the meeting held pursuant to the aforesaid Waiver and Consent, the stockholders met at the time and place in said Waiver and Consent mentioned, namely: the office of the company at Orofino, Idaho, at 4:00 o'clock, P.M. on the 15th day of June, 1956; that at the hour of said meeting the total number of shares of

of OROFINO CREAMERY, INCORPORATED, an Idaho corporation, issued and outstanding was 70,000; that the total number of shares owned by stockholders present in person at said meeting was 70,000; that more than two-thirds of the stockholders of said corporation were present at said meeting.

VI.

That at said meeting the dissolution of Orefino Creamery, Incorporated, a corporation, in the manner and form provided by Chapter 3, Title 30, Idaho Code, and the laws amendatory thereof and supplemental thereto, was resolved upon by more than a two-thirds vote of all of the stockholders and members of said corporation; that at said meeting, all of the stockholders present unanimously resolved that the said corporation be dissolved and disincorporated and distribution be made of the assets and property of the corporation and that the officers and directors of said corporation were authorized and empowered by said resolution to prepare, verify, and file in this Court an application and petition to dissolve and disincorporate said corporation pursuant to the statutes aforesaid.

VII.

That the Board of Directors of said corporation under its Articles of Incorporation consisted of three members, and does now consist of three members, namely:

Frank Gaffney, Orefino, Idaho  
Patricia Hostzel, Spokane, Washington  
Ramona Gaffney, Orefino, Idaho

VIII.

That the capital stock of said corporation is divided into 70,000 shares of stock and said shares are not owned and held as follows:

**NAME OF STOCKHOLDER**

**NUMBER OF  
SHARES**

Frank Gaffney	27,000 shares
Patricia Hostzel	5,000 shares
Ramona Gaffney	38,000 shares

**IX.**

That all of the allegations and statements in said application for dissolution made are true and to this Court, by the evidence introduced herein, have been shown and found so to be.

**CONCLUSIONS OF LAW**

As Conclusions of Law, from the facts found, and based thereon, the Court concludes that Orofino Creamery, Incorporated, an Idaho Corporation, should be dissolved and disincorporated, and that a decree of dissolution and disincorporation in accordance with the application filed herein should be entered.

**D E C R E E**

NOW, THEREFORE, based upon the Findings of Fact and Conclusions of Law aforesaid,

IT IS CONSIDERED, ORDERED, ADJUDGED, AND DECREED AS FOLLOWS:

1. That all claims and demands against OROFINO CREAMERY, INCORPORATED, an Idaho corporation, have been satisfied and discharged, except expenses for dissolution, for which reserve has been made to pay the same when due and liquidated, which the stockholders hereinafter named are hereby ordered and directed to pay when the same are computed and determined from the cash on hand before distribution of any such cash to the stockholders.
2. That OROFINO CREAMERY, INCORPORATED, an Idaho corporation, be and the same is hereby dissolved and disincorporated and that henceforth it shall cease to exist as a corporation or otherwise, or at all.

3. That the following described property belonging to said corporation, to-wit:

Miscellaneous accounts receivable outstanding and unpaid in the amount of \$613.31;

Vendor's equity of, in, and to that certain CONDITIONAL SALES CONTRACT, entered into by and between OROFINO CREAMERY, INCORPORATED, an Idaho corporation, as Seller, and L. D. ENGSTROM and MENA S. ENGSTROM, as Purchasers, under the terms of which, certain real and personal property therein described was sold by said Orofino Creamery, Incorporated, and which said contract is held by the Bank of Orofino, at Orofino, Idaho, the escrow agent named therein, and which contract is hereby referred to and made a part hereof by reference as though the same were fully set forth herein.

and any and all other property belonging to said corporation, which is not now known, or which may hereafter be discovered, or which was inadvertently omitted from the proceedings, be and the same is hereby distributed unto Frank Gaffney, Patricia Hoetzel, and Ramona Gaffney, the stockholders of said corporation, in proportion to the number of shares of stock owned by them, to-wit:

Frank Gaffney -----	27,000 shares
Patricia Hoetzel -----	5,000 shares
Ramona Gaffney -----	38,000 shares

Dated and signed this 7th day of August, 1956.

/s/ Jack McQuade  
JACK McQUADE

STATE OF IDAHO, { ss.  
County of Clearwater }

I, GAYLE HAYDEN, Clerk of the District Court and Ex-Officio Auditor and Recorder of Clearwater County, State of Idaho, do hereby certify that the foregoing is a full, true, and correct copy of an instrument as the same now remains on file and of record in my office.

WITNESS my hand and official seal hereto affixed this

7 day of August A. D., 1956

Gayle Hayden  
CLERK OF THE DISTRICT COURT  
EX-OFFICIO AUDITOR AND RECORDER