

CERTIFICATE OF DISSOLUTION  
OF

\_\_\_\_\_

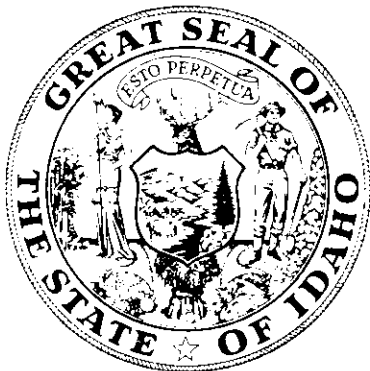
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Dissolution of \_\_\_\_\_

\_\_\_\_\_

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 \_\_\_\_\_, 19\_\_\_\_.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

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

1 19 91 11 3 30  
ARTICLES OF DISSOLUTION

PURSUANT TO SECTION 30-1-92 OF THE  
IDAHO BUSINESS CORPORATION ACT

OF

DEVLIN, 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 of the corporation is Devlin, Inc.

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>
Genevieve Hallvik	1724 W. Bannock Boise, Idaho 83706	President
Evelyn Everett	345 South Third East Mountain Home, Idaho 83647	Vice President/ Treasurer
A. J. Devlin	365 South Third East Mountain Home, Idaho 83647	Secretary

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 30 day of January, 1980.

DEVLIN, INC.

by Genevieve Hallvik  
Genevieve Hallvik, President

ATTEST:

A. J. Devlin  
A. J. Devlin, Secretary

STATE OF IDAHO    )  
                          ) ss.  
COUNTY OF ADA    )

I, D. Blair Clark, a notary public, do hereby certify that on this 30 day of January, 1980, personally appeared before me GENEVIEVE HALLVIK and A. J. DEVLIN, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of DEVLIN, INC., that they signed the foregoing Articles of Dissolution of Devlin, Inc. as President and Secretary of the corporation, and that the statements therein contained are true.


D. Blair Clark  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires 11-10-83

VERIFICATION OF TRUE COPIES


STATE OF IDAHO    )  
                          ) ss.  
COUNTY OF ADA    )

I, GENEVIEVE HALLVIK, and I, A. J. DEVLIN, the duly elected, qualified and acting President and Secretary, respectively, of DEVLIN, INC., do hereby verify that the said Genevieve Hallvik is President and the said A. J. Devlin is Secretary of the said corporation; that the foregoing Minutes of a Special Meeting of Shareholders of Devlin, Inc. was duly held pursuant to Call and Waiver of Notice as set forth therein; that the foregoing are true and accurate copies of the Call and Waiver of Notice of Special Meeting of Shareholders of Devlin, Inc. and the Minutes of Special Meeting of Shareholders of Devlin, Inc., at which meeting Plan of Liquidation was adopted as set forth therein, and that such Minutes are of record in the Minute Book of the corporation.


DEVLIN, INC.

by   
A. J. Devlin, Secretary

ATTEST:

  
Genevieve Hallvik, President

SUBSCRIBED AND SWORN to before me this 30 day of January, 1980.

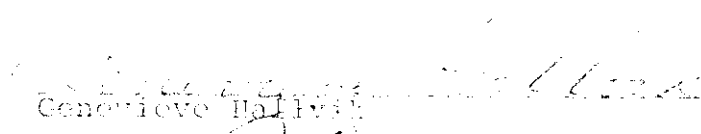
  
Notary Public for Idaho  
Residing at Boise, Idaho

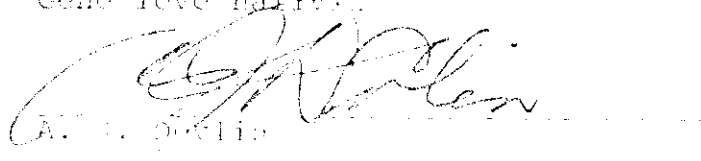
CALL AND WAIVER OF NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
OF


DEVLIN, INC.

We, the undersigned, being all of the shareholders of Devlin, Inc., a corporation incorporated under the laws of the State of Idaho, do hereby call a special meeting of said shareholders, do hereby waive notice of the time, place and purpose of such meeting, and do hereby fix the 31st day of December, 1979, at the hour of 1:30 o'clock p.m. as the time, and the office of D. Blair Clark in Room 521 in the Idaho Building at Boise, Ada County, Idaho, as the place of said meeting, and we do hereby consent to the transaction of any and all business that may come before said meeting, including dissolution of the corporation.

DATED this 31st day of December, 1979.

  
Genevieve Halliwell

  
A. J. Devlin

  
Evelyn Javerott

Clarence W. Devlin as Trustee under  
Trust dated June 20, 1975.

MINUTES OF A SPECIAL MEETING OF SHAREHOLDERS  
OF

DEVLIN, INC.

Held December 31, 1979

A special meeting of the stockholders of Devlin, Inc., an Idaho corporation, was held December 31, 1979 at the hour of 1:30 o'clock p.m. at the office of D. Blair Clark in Room 521 in the Idaho Building at Boise, Idaho, Ada County, Idaho.

Genevieve Hallvik, President of the corporation, presided at the meeting. A. J. Devlin, Secretary of the corporation, acted as secretary of the meeting. Also present were Evelyn Everett, Vern W. Everett, C. C. Hallvik and D. Blair Clark. Appearing as Trustee under Trust dated June 20, 1975 was Clarence W. Devlin. All of the issued and outstanding shares of the corporation were represented either in person or by proxy.

The President then announced that it appeared desirable to liquidate Devlin, Inc. in conformity with the provisions of Section 321 of the Internal Revenue Code of 1954, and to transfer and distribute the net assets of the corporation, pro rata, to the said shareholders of the corporation in complete liquidation of the corporation.

The President then announced the following steps of liquidation.

RESOLUTIONS:

- First, that Devlin, Inc. pay all of its debts and obligations;
- Second, that Devlin, Inc. transfer to its stockholders, pro rata, all of the assets of Devlin, Inc. remaining after payment of its obligations;
- Third, that in such liquidation and distribution, all of the outstanding shares of Devlin, Inc. be surrendered to the corporation for complete cancellation;
- Fourth, that upon such distribution and liquidation of the corporation, the corporation then entirely and forthwith discontinue business as a corporation;

Fifth, that the officers of the corporation take such action as shall be requisite to fully effect this plan of liquidation;

Sixth, that the officers of the corporation take such action as shall be requisite to cause Devlin, Inc. to cease to exist as a corporation; and,

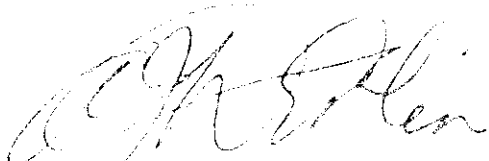
Seventh, that such distribution and liquidation of the corporation be fully accomplished within one year from the date hereof.

Thereupon, the following resolution was presented:

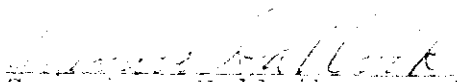
BE IT RESOLVED that the plan of complete corporate liquidation of Devlin, Inc. as presented to this meeting be and the same is hereby adopted to be effective as of January 1, 1980.

Thereupon the officers of the corporation were directed to accomplish such plan of liquidation.


The meeting was then adjourned.

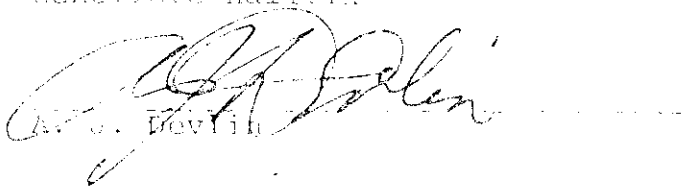
  
A. J. Devlin, Secretary


APPROVED:

  
Genevieve Hallvik, President

We, the undersigned, being all of the shareholders of Devlin, Inc., an Idaho corporation, do hereby ratify, approve and confirm all that has occurred at the foregoing meeting, the Minutes of which we have read, and in signification of our approval, ratification and confirmation, and of our assent to any and all acts at such meeting, do hereby subscribe our names as of the 31st day of December, 1979.

  
Genevieve Hallvik

  
A. G. Devlin

  
Evelyn Everett

Clarence W. Devlin as Trustee under  
Trust dated June 20, 1975.