

# State of Idaho

## Department of State

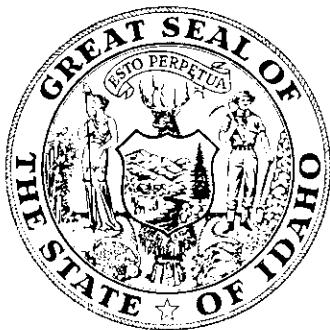
### CERTIFICATE OF DISSOLUTION OF

DON SMITH & SONS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of DON SMITH & SONS, 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.

November 27, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *W. J. Dahl*

ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 30-1-92 OF THE  
IDAHO BUSINESS CORPORATION ACT  
OF  
DON SMITH & SONS, 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 Don Smith & Sons, Inc. and its post office address is c/o Blaine Smith, 2082 West 5200 South, Rexburg, Idaho 83440.

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

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Garry Smith	1829 Meadowview Rexburg, ID 83440	President, Director
Blaine Smith	2082 West 5200 South Rexburg, ID 83440	Secretary, Director
Carla Dawn Clark	5878 South 2000 West Rexburg, ID 83440	Director

THIRD: Any notice to creditors 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 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.

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SEVENTH: The dissolution has received the unanimous written consent of the Shareholders pursuant to §30-1-83, Idaho Code.

EIGHTH: The duplicate original of the consent of the Shareholder or a verified copy of the resolution to dissolve is attached to each duplicate original of these Articles of Dissolution.

DATED: November 24, 1992.

DON SMITH & SONS, INC.

(corporate seal)

By Garry Smith  
Garry Smith, President

By Blaine Smith  
Blaine Smith, Secretary

STATE OF IDAHO                    )  
                                      )  
                                      ss.  
County of Bonneville )

I, Renae Sterzick, a notary public, do hereby certify that on this 24th day of November, 1992, personally appeared before me GARRY SMITH, who, being by me first duly sworn, declared that he is the President of Don Smith & Sons, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(seal)

Renae Sterzick  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 1/14/98

GLM/8412j/sjw

CONSENT OF SHAREHOLDERS AND DIRECTORS  
DON SMITH & SONS, INC.

The undersigned, being all of the Shareholders and Directors of Don Smith & Sons, Inc., an Idaho Corporation, acting pursuant to the authority granted in Idaho Code §30-1-83, 30-1-145 and 30-1-44 consent to the following resolutions in connection with the liquidation and dissolution of the company.

1. RESOLVED: That Article 3 Section 1 of the Bylaws be amended to read as follows:

Business of this Corporation shall be managed by a board of three (3) directors.

2. RESOLVED: That the Board of Directors are Garry Smith, Blaine Smith and Carla Dawn Clark.

3. RESOLVED: That the Corporation be completely liquidated and its assets distributed to the Shareholders.

4. RESOLVED: That in accordance with the plan of liquidation, that the officers, directors and professional advisors of the Corporation are authorized and directed to take all steps necessary and appropriate for liquidation, including, but not limited to the following:

a. Within thirty (30) days after the date of this resolution, the Corporation's certified public accountant shall file form 966 with District Director of the Internal Revenue, Boise, Idaho, together with a certified copy of this resolution;

b. The Corporation shall cause notice of its prospective dissolution to be mailed to each of its known actual or potential creditors not less than thirty (30) days prior to filing Articles of Dissolution;

c. The Corporation shall collect its assets, satisfy and discharge its liabilities and obligations and do all other acts required to liquidate its business and affairs, and, after paying or adequately providing for payment of all obligations, the Corporation shall distribute the remainder of its

assets, either in cash or in kind, among its Shareholders in undivided equal shares;

d. The distribution to Shareholders shall be in redemption and cancellation of all the outstanding capital stock of the Corporation;

e. The officers of the Corporation shall file in duplicate a Certificate of Dissolution pursuant to the Idaho Business Corporation Act;

f. Specific authorization is given to Robert DaBell to prepare, sign and forward to the Commissioner of Internal Revenue, after the final tax return has been filed for the Corporation, the request for prompt assessment of all federal taxes due from the Corporation;

g. Blaine Smith is hereby designated as the representative to receive the certificate of dissolution after its issuance by the Secretary of State certifying the existence of the Corporation has ceased.

5. RESOLVED: That the signature of the Shareholders to this document constitutes authority to dissolve the Corporation pursuant to the requirements of Idaho Code §30-1-83.

6. RESOLVED: That the officers and directors of the Corporation are empowered, authorized and directed to carry out the provisions of this resolution and to adopt any further resolutions that may be necessary in liquidating and dissolving this Corporation in accordance with the express intent of the Shareholders under this plan of liquidation.

7. RESOLVED: In executing this agreement each of the Shareholders waives the terms and conditions of the stock purchase agreement. This waiver shall be effective upon the dissolution of the Corporation.

Dated: Nov 24, 1992

Garry Smith  
Garry Smith

Dated: Nov 24, 1992

Blaine Smith  
Blaine Smith

Dated: Nov. 24, 1992

Carla Dawn Clark  
Carla Dawn Clark

SHAREHOLDERS

Dated: Nov. 24, 1992

Garry Smith  
Garry Smith

Dated: Nov. 24, 1992

Blaine Smith  
Blaine Smith

Dated: Nov. 24, 1992

Carla Dawn Clark  
Carla Dawn Clark

DIRECTORS

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