

## INSTRUCTIONS ON REVERSE SIDE

No. 370538		Idaho Corporation Annual Report Form Due No Later Than November 1, 1988		2. Registered Agent and Office	
* Return To  Secretary of State Room 203, Statehouse Boise, ID 83720		1. Mailing Address — Please Correct 370538  LOUIS FACELLI, INC. FREDERICK C. BATT PO BOX 646 WILDER, IDAHO 83676		FREDERICK C. BATT PO BOX 646 WILDER, IDAHO 83676	
OCT 21 1988				3. Incorporated Under The Laws of  STATE OF IDAHO	
4. Names and Addresses of Officers and Directors					
Name		Street or P.O. Address		City	State Zip
President:					
Secretary:					
Directors:					
<p>Please see attached "Certified Copy of Resolution: re: Liquidation and Dissolution.</p>					
5. Nature of Business  Clothes and 10/21/88 Act		6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete.			
		Signature Name (Type or Printed)		Date 10-19-88 Title Secretary	
		Norman A. Batt			

OCT 21 1988  
ENTERED

CERTIFIED COPY OF RESOLUTION

ADOPTED BY THE STOCKHOLDER

OF

LOUIS FACELLI, INC.

I hereby certify that the following Resolution was unanimously adopted at a special meeting of the stockholder of the above named corporation held on November 30, 1987.

"Liquidation and dissolution - I. R. C. Sec. 331. The President announced that this meeting was called by order of the Board of Directors for the purpose of considering and acting upon the question of the complete dissolution of this corporation and distribution of the corporate assets. The proceedings which must be followed in dissolving a corporation and the tax rules applicable thereto were discussed. Thereupon a motion was duly made, seconded and unanimously carried that the following resolution be adopted.

BE IT RESOLVED by the stockholder of this corporation that this corporation shall be completely liquidated and dissolved, pursuant to Section 331 of the Internal Revenue Code, on the plan following:

1. Within thirty (30) days after the date of this meeting, the president of the corporation shall file Form 966 with the District Director of Internal Revenue, Boise, Idaho and shall attach thereto a certified copy of this resolution.

2. The officers of the corporation shall forthwith engage the services of disinterested qualified appraisers to determine the fair market values of the corporate assets requiring an appraisal.

3. The officers of the corporation shall proceed immediately in so far as possible to collect all accounts and notes receivable, and to pay all accounts

4. The corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities, to the stockholder in redemption and cancellation of all the outstanding capital stock of the corporation, which distribution shall be all to its sole stockholder.

5. The proper officers of the corporation shall take all proceedings necessary under the laws of Idaho to dissolve the corporation and are hereby authorized to execute any and all instruments necessary to effectuate such dissolution.

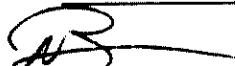
6. The proper officers shall file all other forms and documents required by the State of Idaho and the Federal Government, including tax returns, as soon as possible after distribution of the corporate assets.

7. Specific authorization is given to the president of this corporation, at his discretion to prepare, sign and forward to the Commissioner of Internal Revenue, after the final tax return has been filed for the corporation, a request for prompt assessment of all federal taxes due from the corporation.

8. After distribution of the assets in redemption and cancellation of the outstanding capital stock, Bruce Stratton, accountant for the corporation, shall be Trustee in Liquidation to the extent necessary to complete the winding up of all corporate affairs.

9. 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 the corporation in accordance with the expressed intent of the stockholder under this plan."

DATED: DEC 23 1987



Norman A. Baff, Secretary of the above