

98 FEB 17 AM 10:31

SECRETARY OF STATE
STATE OF IDAHO

FILED

CERTIFICATE OF DISSOLUTION

OF

SHULER BROTHERS, INC.

98 JAN 28 AM 8:30

STATE OF IDAHO

Don H. Shuler, LaRue S. Shuler, D. Craig Shuler and Scott G. Shuler certify that:

1. They constitute all of the directors now in office of SHULER BROTHERS INC. an Idaho corporation.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been paid.
4. The corporation's known assets have been distributed to the persons entitled thereto.
5. The corporation is dissolved.

D. Craig Shuler
D. Craig Shuler, Secretary

Don H. Shuler
Don H. Shuler, President

LaRue S. Shuler
LaRue S. Shuler, Vice President

Scott G. Shuler
Scott G. Shuler, Director

IDAHO SECRETARY OF STATE

01/28/1998 09:00
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SECRETARY OF STATE
STATE OF IDAHO

FILED

ARTICLES OF DISSOLUTION
OF

SHULER BROTHERS, INC.

1. Name of the Corporation is SHULER BROTHERS, INC., whose address is:

381 S. 3rd W.
Soda Springs, ID 83276

2. Names and addresses of the last officers and directors of the Corporation and their respective offices are:

DON H. SHULER, President, Director, and Chairman of the Board.

LARUE S. SHULER, Vice President and Director.

D. CRAIG SHULER, Secretary and Director

SCOTT G. SHULER, Director.

3. A statement of Dissolution has been sent and the Notice as required by Section 30-1-87 of the Idaho Code, was given to each and every creditor of the Corporation. The Corporation has been in a winding down process for approximately two years and all creditors have been paid.

4. The debts and obligations and liabilities of said Corporation have been paid and discharged in their entirety.

5. The remaining property and assets of said Corporation have been distributed in accordance with the plan of liquidation. the distribution has been to the shareholders in proportion to their respective rights and share holdings.

6. There are no suits pending against said Corporation in any accord to the knowledge of the president and secretary of said Corporation.

7. The address of the last officers and directors are as follows:

DON H. SHULER, President and Director
381 S. 3rd W.
Soda Springs, ID 83276

LARUE S. SHULER, Vice President and Director
381 S. 3rd W.
Soda Springs, Idaho 83276

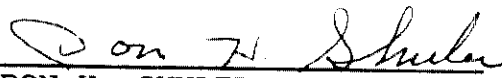
D. CRAIG SHULER, Secretary and Director
255 W. 4th S.
Soda Springs, ID 83276

SCOTT G. SHULER, Director
251 Court Street
Soda Springs, Idaho 83276

These are all of the directors of the corporation. The above are also president, vice president and secretary of the corporation as of the liquidation date.

8. Upon the recommendation of the Board of Directors a shareholder's meeting was held on January 23, 1998. The voting by share for liquidation of the corporation was, four hundred forty eight in favor with no dissenting votes. Two shares were not voted. The shareholders authorized the Board of Directors to liquidate the corporation with an effective date of January 23, 1998.

IN WITNESS WHEREOF, The President of SHULER BROTHERS, INC., and the Secretary of said Corporation do affix their sign and seal of this 23 day of January, 1998.


DON H. SHULER, PRESIDENT


D. CRAIG SHULER, SECRETARY

VERIFICATION

STATE OF IDAHO)
County of Caribou ; ss.

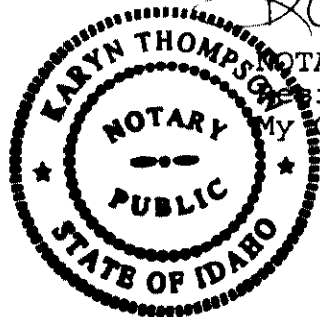
I, Karyn Thompson a notary public, do hereby certify that on this 2-12-98, personally appeared before me DON H. SHULER, who, being by me first duly sworn declared that he is the President of SHULER BROTHERS, INC., that he signed the foregoing instrument as President of said corporation, and that the statements therein contained are true.



Residing at: Soda Springs, Id.
My Commission Expires: 4-11-02

STATE OF Idaho)
County of Caribou ; ss.

I Karyn Thompson a notary public, do hereby certify that on this 2-12-98, personally appeared before me D. CRAIG SHULER, who being by me first duly sworn declared that he is the Secretary of SHULER BROTHERS, INC., that he signed the foregoing instrument as Secretary of said corporation, and that the statements therein contained are true.



Residing at: Soda Springs, Id.
My Commission Expires: 4-11-02