

# State of Idaho

## Department of State

CERTIFICATE OF DISSOLUTION  
OF

VALLEY FLORAL, INC.  
File Number C 62763

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

Dated: May 24, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sonya Herald*

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ARTICLES OF DISSOLUTION  
OF  
VALLEY FLORAL, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-  
signed, in order to voluntarily dissolve a corporation pursuant  
to the laws of the State of Idaho, do hereby certify as follows:

1. CORPORATION NAME AND ADDRESS: The name, location  
and post office address of the corporation is as follows:

VALLEY FLORAL, INC.  
c/o Gigray, Miller & Downen  
Attorneys at Law  
P. O. Box 640  
Caldwell, ID 83606-0640

2. LAST OFFICERS AND DIRECTORS: The name and address  
of the last officers and directors of the corporation are as  
follows:

<u>NAME</u>	<u>ADDRESS</u>
E. Blake Murphy (President and Sole Director)	21123 Upper Pleasant Ridge Rd. Caldwell, ID 83605
Wilma F. Murphy (Secretary)	21123 Upper Pleasant Ridge Rd. Caldwell, ID 83605

3. NOTICE REQUIREMENT: The notice required by Idaho  
Code §§30-1-83 and 30-1-87 has been given.

4. PAYMENT OF LIABILITIES: All debts, obligations and  
liabilities of the corporation have been paid and discharged or  
adequate provision has been made therefor.

GIGRAY, MILLER & DOWNEN  
ATTORNEYS AT LAW  
TELEPHONE 208-459-0091  
9TH AND DEARBORN STS. - P.O. Box 640  
CALDWELL, IDAHO 83606-0640



GIGRAY, MILLER & DOWNEN  
ATTORNEYS AT LAW  
TELEPHONE 208-459-0091  
6TH AND DEARBORN STS. - P.O. BOX 640  
CALDWELL, IDAHO 83406-0640

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CERTIFICATE OF RESOLUTION TO DISSOLVE  
VALLEY FLORAL, INC.

I, E. BLAKE MURPHY, also known as Emil Murphy, President of Valley Floral, Inc., do hereby certify that a Consent in Lieu of Special Meeting of Stockholders of Valley Floral, Inc., was entered into on April 4, 1995, by the sole stockholder of the corporation, for the purpose of dissolving the corporation. An executed copy of said Consent in Lieu of Special Meeting of Stockholders of Valley Floral, Inc., is attached hereto, marked Exhibit "A", and by this reference incorporated herein.

IN WITNESS WHEREOF, I have set my hand as President and affixed the seal of the corporation this 22nd day of May, 1995.

VALLEY FLORAL, INC.  
By Emil Blake Murphy  
E. Blake Murphy  
President



COPY

CONSENT IN LIEU OF SPECIAL MEETING OF  
STOCKHOLDERS OF VALLEY FLORAL, INC.

Pursuant to Idaho Code §30-1-145, the undersigned, being the sole stockholder of Valley Floral, Inc., consents to the following action in lieu of a special meeting of stockholders of Valley Floral, Inc.

1. That E. Blake Murphy, also known as Emil Murphy, owns 250 shares of stock of Valley Floral, Inc., which is all of the issued and outstanding stock of Valley Floral, Inc.

2. That the sole stockholder of Valley Floral, Inc., namely, E. Blake Murphy, also known as Emil Murphy, has determined that it is in the best interest of Valley Floral, Inc., that it be liquidated and dissolved pursuant to the provisions of Idaho Code §§30-1-83 and 30-1-87, as amended, and hereby consents to said liquidation and dissolution.

3. That the following resolution is hereby adopted as a resolution of Valley Floral, Inc., to-wit:

"RESOLVED That the following plan of complete liquidation is hereby adopted:

(a) The corporation shall transfer to its sole stockholder, in complete liquidation, cancellation, redemption and retirement of all of its shares of stock, all of the assets of the company and said shareholder shall assume and pay all liabilities of the company; this transfer in liquidation in kind of the entire assets of the company shall be made as soon as practicable.

EXHIBIT "A"

(b) Pursuant to this plan the corporation shall immediately transfer and deliver to its stockholder all of the assets now owned by it or in its possession, and assign and transfer to the stockholder all of the insurance on such property.

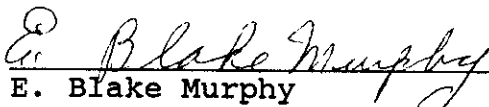
(c) The stockholder shall, as a condition of the transfer, assume and agree to pay all the outstanding debts and liabilities of the corporation.

(d) The officers of the company shall be instructed and authorized to take all steps, to sign all papers and documents and do all things that may be necessary or desirable or convenient in order to effectuate and carry out this plan of liquidation of the assets of the corporation.

(e) This plan of complete liquidation shall be in compliance with Section 331 of the Internal Revenue Code.

4. That no further action be taken by the stockholder.

Dated this 4th day of April, 1995.

  
\_\_\_\_\_  
E. Blake Murphy  
Sole Stockholder