# 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



Pite of Enaveusa SECRETARY OF STATE

By Jonya Herold

GIGRAY, MILLER & DOWNEN ATTORNES AT LAW
TELEPHONE 208-459-0091
971 AND DEARBORN STS. - P.O. BOX 649

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VALLEY FLORAL, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, 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:

#### NAME

#### <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 <a href="Idaho">Idaho</a>
  <a href="Code">Code</a> §§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.

Articles of Dissolution of Valley Floral, Inc. - 1

	5.	DISTRIBUTION			OF	ASSETS:	All	Lof	the	remain:	ing
property	and	assets	of	the	cor	poration	have	been	dist	ributed	to
the sole	shareholder.										

6. **PENDING SUITS:** There are no suits pending against the corporation in any Court.

Dated this 22nd day of May, 1995.

VALLEY FLORAL, INC.

By G. Blake Murphy
Its President

ATTEST:

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Wilma J. Murphy Its Secretary

STATE OF IDAHO)
)ss.
County of Canyon)

E. BLAKE MURPHY, also known as Emil Murphy, and WILMA F. MURPHY, each being first duly sworn, depose and say:

That they have read the above and foregoing Articles of Dissolution, know the contents thereof, and believe the facts therein stated to be true.

E. Blake Murphy

Wilma F. Murphy

SUBSCRIBED and SWORN to before me this 22nd day of May,

Notary Public for Idaho
Residing at Caldwell, Idaho
My commission expires 1-28-2000

Articles of Dissolution of Valley Floral, Inc. - 2

## 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  $^{22}\mathrm{nd}$  day of May, 1995.

VALLEY FLORAL, INC.

E. Blake Murphy

President

Certificate of Resolution to Dissolve Valley Floral, Inc. - 1

GIGRAY, MILLER & DOWNEN

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STATE OF IDAHO SS. County of Canyon

On this 22nd day of May, 1995, before me, the undera Notary Public in and for said State, signed, appeared E. BLAKE MURPHY, also known as Emil Murphy, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Elsie aquilar Notary Publif for Idaho Residing at Caldwell, Idaho My Commission Expires 1-28-2000

Certificate of Resolution to Dissolve Valley Floral, Inc. - 2



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

Pursuant to <u>Idaho Code</u> §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.

- (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 stock-holder.

Dated this 4th day of April, 1995.

E. Blake Murphy
Sole Stockholder