



I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of dissolution of HENDERSON'S DAD & LAD, INC.

I FURTHER CERTIFY, That the corporation is dissolved and that the corporate existence shall cease as of this date.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal
of the State. Done at Boise City, The
Capital of Idaho, this 5th day of
April, A.D., 19 79.

PETE T. CENARRUSA
Secretary of State

Corporation Clerk

ARTICLES OF DISSOLUTION

RECEIVED
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SECRETARY OF
STATE

TO: MR. PETE T. CENARRUSA, SECRETARY OF STATE
STATE OF IDAHO

The undersigned directors and officers of Henderson's Dad & Lad, Inc., in compliance with the provisions of Idaho Code §32.302, as amended, hereby give notice of the dissolution of the corporation and certify that:

1. The name of this corporation is Henderson's Dad & Lad, Inc.
2. The place of its principal office is Burley, Idaho.
3. The meeting of the directors of this corporation at which the dissolution was authorized was held December 4, 1978, and a meeting of the stockholders of this corporation at which this dissolution was authorized was held December 4, 1978. Notice of the meeting was waived by all of the shareholders of the corporation.

4. A copy of the resolution of the stockholders authorizing the dissolution of the corporation follows:

"RESOLVED, That Henderson's Dad & Lad, Inc., a corporation chartered by the State of Idaho, be completely liquidated at the earliest practicable date, that all debts of the corporation be paid and the remaining cash, together with securities owned or the cash realized from the sale thereof, be distributed pro rata to its stockholders and that all other assets of the corporation be disposed of as soon as practicable and the proceeds therefrom, after payment of any remaining liabilities, be distributed pro rata to the stockholders upon surrender by the stockholders to the corporation of all the outstanding stock thereof."

"RESOLVED FURTHER, That the officers of the corporation be authorized and directed to take immediate steps to complete the liquidation of the corporation so that its assets or the proceeds therefrom can be distributed to its stockholders and that promptly thereafter steps be taken to surrender the charter and franchise of the corporation to the State of Idaho, and to dissolve the corporation."

"RESOLVED FURTHER, That the corporation cease the transaction of all business as of this date, except such as may be necessary or incidental to the complete liquidation thereof and the winding up of its affairs, including the payment of any obligations of the corporation now outstanding and any expenses incident to the liquidation thereof."

5. This resolution was adopted in the manner set forth in this certificate and the vote by which it was adopted follows:

Number of shares entitled to vote: 500
Number of shares voting in the affirmative: 500
Number of shares voting in the negative: None.

ARTICLES OF DISSOLUTION - Page 1

6. A copy of the notice of proposed dissolution was published as required by the laws of the State of Idaho in the South Idaho Press, a newspaper of general circulation printed and published in the county in which the principal office of the corporation is located, on January 23, 1979, January 30, 1979, February 6, 13 and 20, 1979, and a proposed dissolution was mailed to each of the creditors of the corporation. A copy of the Notice to Creditors and proof of publication is as follows:

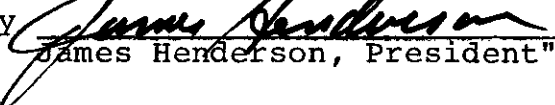
"NOTICE OF SHAREHOLDERS' RESOLUTION TO DISSOLVE CORPORATION"

"The undersigned, James Henderson, President of Henderson's Dad & Lad, Inc., a corporation formed under the laws of the State of Idaho, does hereby give notice that at a meeting of the shareholders of the corporation duly called for the stated purpose of considering a proposition to dissolve such corporation, which meeting was held at the law office of DUFFIN, DOUGLAS & CROWLEY, in the City of Burley, County of Cassia, State of Idaho, on December 4, 1979, at 11:00 o'clock a.m., pursuant to notice duly and regularly given to the shareholders thereof in conformity with the laws of the State of Idaho, and at which meeting all of the shareholders thereof in conformity with the laws of the State of Idaho, and at which meeting all of the shareholders were present personally or by proxy, the shareholders, by a 100% vote of the capital stock, ordered the the corporation be dissolved."

"NOTICE IS HEREBY GIVEN That pursuant to the order and in conformity to the laws of the State of Idaho, and on filing and due publication of this notice for the time required by law, Henderson's Dad & Lad, Inc. will be forever dissolved."

"DATED this 4th day of December, 1979.

HENDERSON'S DAD & LAD, INC.

By 
James Henderson, President"

"ATTEST:

/s/ Dorothy M. Henderson
secretary

(CORPORATE SEAL)"

"AFFIDAVIT OF PUBLICATION"

"STATE OF IDAHO)
) ss.
County of Cassia)"

"Janet Parker, being first duly sworn, deposes and says that she is the clerk of the South Idaho Press, a daily newspaper published at Burley, Idaho, in the county aforesaid and that the paper is of general circulation therein. Deponent further states that the printed notice attached hereto was duly

published according to law in the regular editions of The South Idaho Press for five consecutive weeks, commencing with the issue dated January 23, 1979, and ending with the issue dated February 20, 1979."

/s/ Janet Parker"

"Subscribed and sworn to before me this 22nd day of February, 1979."

/s/ Carol Carter
Notary Public"

7. The names and addresses of the then existing and last directors and officers of this corporation are as follows:

James Henderson 2321 Burton, Burley, Idaho
Dorothy Henderson, 2321 Burton, Burley, Idaho
Joyce Stott, East 13716 30th, Spokane Washington
Robert Stott, East 13716 30th, Spokane, Washington
Sam Henderson, Route 2, 770 South River Drive, Heyburn, ID.

8. A complete itemized list of all of the corporate debts and liabilities owing to creditors of the corporation existing at the time of the adoption of such resolution and thereafter incurred follows:

NONE

9. The following is a complete itemized list of all of the corporation assets and property of the corporation:

Accounts receivable from Ralph's Dad & Lad, Inc:

That the remaining property and assets of the corporation have been distributed among the shareholders in proportion to their respective holdings as follows:

James Henderson	48.0%
Dorothy Henderson	47.9%
Joyce Stott	02.0%
Robert Stott	02.0%
Sam Henderson	00.1%

10. There are no suits pending against the corporation in any court of the State of Idaho or of the United States.

11. The officers who sign and verify these Articles of Dissolution shall be jointly and severally liable for any damages caused to any creditor or shareholder of the corporation by any knowingly false statement contained in these Articles of Dissolution.

12. Attached to these Articles of Dissolution in triplicate is the original resolution made by the corporation to dissolve.

13. This corporation was incorporated under the laws of the State of Idaho on November 23, 1966.

14. The resolution of dissolution was submitted to the stockholders in the manner required by the laws of the

ARTICLES OF DISSOLUTION - Page 3

State of Idaho.

15. The shares voting in respect of dissolution are in compliance with the laws of the State of Idaho.

16. This corporation was solvent at the date its dissolution was effected.

DATED this 6 day of March, 1979.

HENDERSON'S DAD & LAD, INC.

By James Henderson
James Henderson, President

ATTEST:

Dorothy M. Henderson
Dorothy Henderson, Secretary

(CORPORATE SEAL)

STATE OF IDAHO)
) ss.
County of Cassia)

James Henderson, being first duly sworn, on his oath deposes and says:

That he is the President of Henderson's Dad & Lad, Inc., that he has read the above and foregoing Articles of Dissolution, knows the contents thereof, and the facts therein stated believes to be true.

James Henderson
James Henderson

SUBSCRIBED AND SWORN To before me this 6 day of March, 1979.

Notary Public for the
State of Idaho
Residing at Burley

STATE OF IDAHO)
) ss.
County of Cassia)

Dorothy M. Henderson, being first duly sworn, on her oath, deposes and says:

That she is the Secretary of Henderson's Dad & Lad, Inc., that she has read the above and foregoing Articles of Dissolution, knows the contents thereof, and the facts stated therein she believes to be true.

Dorothy M. Henderson
Dorothy M. Henderson, Secretary
HENDERSON'S DAD & LAD, INC.

SUBSCRIBED AND SWORN To before me this 3 day
of ~~March~~, 1979.
April

Michael Douglas
Notary Public for the
State of Idaho
Residing at Burley