

# State of Idaho

## Department of State.

### CERTIFICATE OF DISSOLUTION OF

KRLC, INC.

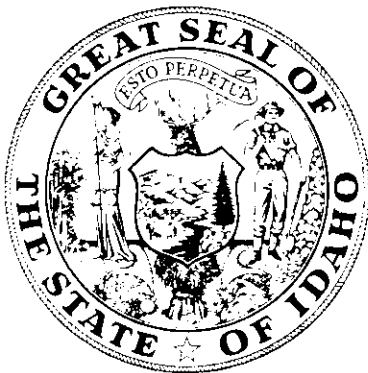
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Dissolution of \_\_\_\_\_

KRLC, 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 October 27th, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF DISSOLUTION

of

KRLC, INC.

These Articles of Dissolution are made pursuant to the provisions of the General Business Corporations Code of the State of Idaho.

ARTICLE I

The name of the corporation is KRLC, INC., and its post office address is 128 Main Street, Lewiston, Idaho 83501.

ARTICLE II

The names and addresses of the last officers and directors of the corporation and their respective offices are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Douglas A. MacKelvie	3917 Country Club Drive Lewiston, Idaho 83501	President-Treasurer
Betty J. MacKelvie	3917 Country Club Drive Lewiston, Idaho 83501	Secretary-Vice-President

ARTICLE III

Notice has been given to all known actual or known potential creditors of the corporation as provided for in I.C. 30-1-87(a). All debts, obligations and liabilities of the corporation have been paid and discharged in full or arrangements made for the payment thereof.

ARTICLE IV

All remaining property and assets of the corporation have been distributed to the shareholders of the corporation as provided for in I. C. 30-1-87(b).

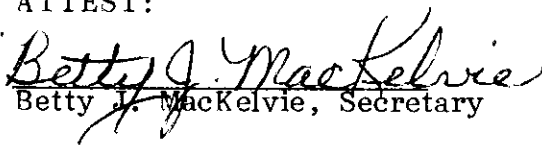
ARTICLE V

There are no suits pending against the corporation in any court.

IN WITNESS WHEREOF, we have hereunto set our hands this 23<sup>rd</sup> day of October, 1981.

  
Douglas A. MacKelvie, President

ATTEST:

  
Betty J. MacKelvie, Secretary

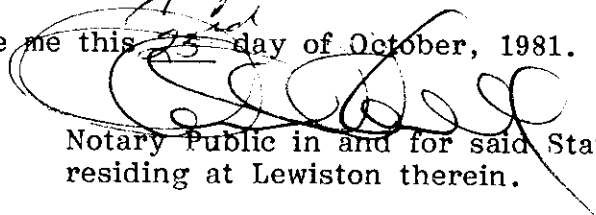
STATE OF IDAHO                    )  
  ) ss.  
County of Nez Perce            )

BETTY J. MacKELVIE, being first duly sworn upon oath deposes and says:

That Betty J. MacKelvie on the date hereof is the duly elected, qualified and acting Secretary of KRLC, INC., a corporation created, organized and existing under and by virtue of the laws of the State of Idaho, with its principal office and place of business at Lewiston, Nez Perce County, therein; that she has read the foregoing Articles of Dissolution of said corporation, and knows well the contents thereof, and that the same are true as she verily believes.

  
Betty J. MacKelvie

Subscribed and sworn to before me this 25 day of October, 1981.

  
Notary Public in and for said State  
residing at Lewiston therein.

(SEAL)

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS AND DIRECTORS  
OF  
KRLC, INC.


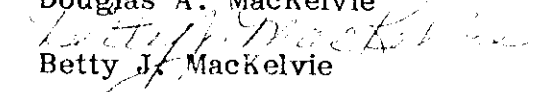
February 18, 1981

Pursuant to the following waiver and consent, to wit:

Waiver and Consent

We, the undersigned, being all of the shareholders and directors of KRLC, INC., waive call, notice and all requirements of the statutes, and of the bylaws of the corporation and agree that a special combined meeting of the shareholders and directors be held at Lewiston, Nez Perce County, Idaho, at ten o'clock a.m., February 18, 1981, for the purpose of adopting a plan of dissolution of the corporation and transacting all such other business as the directors and shareholders present deem it expedient to transact, whether specifically mentioned herein or not.

Dated: February 18, 1981.

  
Douglas A. MacKelvie  
  
Betty J. MacKelvie

the shareholders and directors met for a joint special meeting at the time and place in said waiver and consent mentioned, all of the shareholders and directors being present in person.

The meeting was called to order by Douglas A. MacKelvie who acted as Chairman. Betty J. MacKelvie acted as Secretary.

The Chairman announced the advisability of the liquidation of the corporate assets, and after full discussion and consideration, the following resolution was adopted by unanimous affirmative vote:

RESOLUTION

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved;

RESOLVED, that, subject to approval of the stockholders of the Corporation and effective with the date of such approval, a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation;

RESOLVED, that the actions of the officers of the Corporation in negotiating for the sale of all of the Corporation's assets and business to Ida-Vend Company and their actions entering into an executory contract dated February \_\_\_\_, 1981, to effect such sale subject to approval of the Board Directors and the stockholders of the Corporation, be, and they hereby are, ratified and approved;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to file Articles of Dissolution pursuant to I.C. 30-1-92 with the Secretary of State of the State of Idaho;

RESOLVED, that, after providing for payment of all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon

as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, but in no event later than the termination of a twelve-month period commencing with the date of stockholder approval of this plan of complete liquidation; and

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

Thereupon the stockholders of the Corporation unanimously approved the foregoing Resolution.

There being no further business to come before the meeting, the meeting adjourned.

ATTEST:

  
Betty J. MacKelvie, Secretary

  
Douglas A. MacKelvie, Chairman