

ARTICLES OF DISSOLUTION
OF CENTRAL POINT WEST, INC.
ADOPTED PURSUANT TO SECTION 30-1-1403
OF THE IDAHO BUSINESS CORPORATION ACT

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Pursuant to the provisions of section 30-1-1403 of the Idaho Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purposed of dissolving the corporation:

FIRST: The name of the corporation is CENTRAL POINT WEST, INC., and its address is 3322 Maze Ave., Boise, Idaho, 83706.

SECOND: The names and addresses of the last officers and directors are:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Miles A. Fleming | 3322 Maze Ave. Boise, Idaho 83706 |
| Dale G. Fleming | 2612 S. Illinois Ave. Caldwell, Idaho 83605 |
| Lola A. Fleming | 825 N. Benjamin Ln. Boise, Idaho 83704 |
| Barbara R. Fleming | 2043 S. Leadville Ave. Boise, Idaho 83706 |
| Alan Danner | |
| Sarah J. Fleming | 3322 Maze Ave. Boise, Idaho 83705 |
| James Fleming | 131 Village Ln. Boise, Idaho 83702 |

THIRD: The notice required by Idaho Code Section 30-1-87 has been given.

FOURTH: All debts, obligations and liabilities of the corporation have been paid and discharged or adequate provision

ARTICLES OF DISSOLUTION - 1

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IDAHO SECRETARY OF STATE

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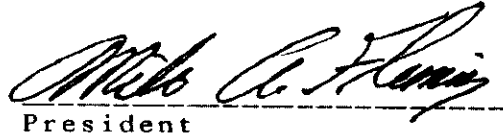
has been made thereof.

FIFTH: All remaining property and assets of the corporation have been distributed among its shareholders, in proportion to their respective rights and interests.

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

SEVENTH: A duplicate original of the Unanimous Written Consent of Shareholders to Voluntarily Dissolve is attached hereto.

DATED this 29 day of October, 1999.

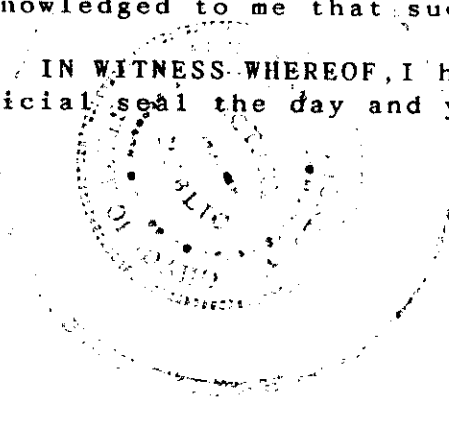
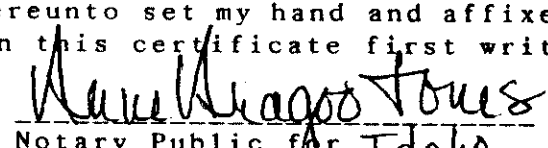

President


Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 29 day of October, 1999, before me, a notary public, personally appeared Mike A. Fleming known or identified to me to be the President of Central Bank West, the corporation that executed the within instrument, and known to me to be the person who executed the within instrument on behalf of said corporation and acknowledged to me that such corporation executed the same.

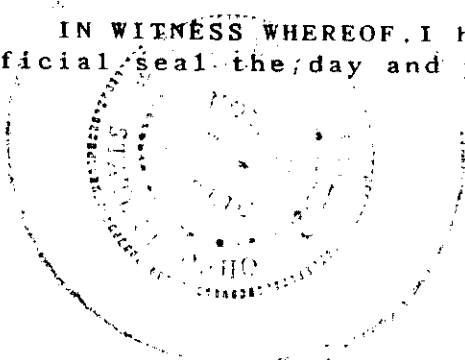
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first written.



Notary Public for Idaho
Residing at Boise, ID
Commission Expires: 5-26-2000

STATE OF IDAHO)
) ss.
County of Ada)

On this 29 day of October, 1999, before me, a notary public, personally appeared Lola Fleming, known or identified to me to be the Secretary of Central Paint Co. the corporation that executed the within instrument, and known to me to be the person who executed the within instrument on behalf of said corporation and acknowledged to me that such corporation 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 written.



W. W. Jones
Notary Public for Idaho
Residing at Boise, ID
Commission Expires: 5-26-2000

UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS
TO VOLUNTARILY DISSOLVE

60 JAN 7 11 35 AM '99
CLERK OF DISTRICT COURT

The undersigned, being the sole shareholders of Central Point West, Inc., an Idaho corporation (hereinafter the "Corporation"), does hereby approve, direct and consent, pursuant to Section 30-1-83 of the Idaho Business Corporation Act, to the following actions without a meeting of shareholders:

RESOLVED, that it is deemed advisable and for the benefit of the Corporation that it should be dissolved and wound up; and further

RESOLVED, and agreed that the signature of the shareholders to this Consent constitutes authority for the Corporation to dissolve; and further

RESOLVED, that the President and Secretary of the Corporation are authorized to effect such dissolution as promptly as possible and in no event later than December 31, 1999; and further

RESOLVED, that the President of the Corporation is authorized and directed to give written notice of the prospective dissolution to each of the Corporation's known actual or known potential creditors in accordance with Section 30-1-87 Idaho Business Corporation Act, and during the month of December 1999, to pay all such fees and taxes and to do or advise to be done such further acts and things as they may deem necessary or proper to carry out the dissolution of the Corporation; and further

RESOLVED, that the assets of the Corporation have been terminated by written notice effective.

UNANIMOUS WRITTEN CONSENT OF THE SHAREHOLDERS TO VOLUNTARILY DISSOLVE - 1

RESOLVED, following dissolution of the business and affairs of the Corporation and paying, or adequately providing for the payment of, all obligation of the Corporation, the President and Secretary of the Corporation shall distribute all (if any) of the remaining property of the Corporation to the shareholders in complete cancellation and redemption of all of the issued and outstanding capital stock, such distribution to be made as promptly as practicable and in no event later than December 31, 1999; and further

RESOLVED, that within 30 days after adoption of this Resolution, the officers shall, if they deem advisable, file, or cause their outside accountant to file, an information return on Form 966, notifying the District Director of the Internal Revenue Service Center where the Corporation is required to file its income tax return and shall include a certified copy of this resolution; and further

RESOLVED, that if they deem advisable, the officers shall file with the Commissioner of the Internal Revenue a request for prompt assessment of any taxes due from the Corporation; and further

RESOLVED, that any action authorized to be taken by the officers in this Resolution which has already been taken by them as of the date of this Resolution, is hereby ratified and affirmed; and further

RESOLVED, that notwithstanding the foregoing resolutions, the shareholders reserve the right to revoke this voluntary dissolution proceeding pursuant to Section 30-1-88 of the Idaho Business

UNANIMOUS WRITTEN CONSENT OF THE SHAREHOLDERS TO VOLUNTARILY DISSOLVE - 2

Corporation Act.

IN WITNESS WHEREOF, the undersigned have duly executed this
Consent effective October 29, 1999.

By Milo A. Fleming
President

By Dale H. Fleming
Secretary

By Dale H. Fleming
Vice President

By Milo A. Fleming
Treasurer

By Walter J. Linner
Director

By James Fleming
Director

By Barbara Fleming
Director

By Sarah J. Fleming
Director

UNANIMOUS WRITTEN CONSENT OF THE SHAREHOLDERS TO VOLUNTARILY
DISSOLVE - 3