

CERTIFICATE OF DISSOLUTION  
OF

AVONDALE ON HAYDEN, INC.

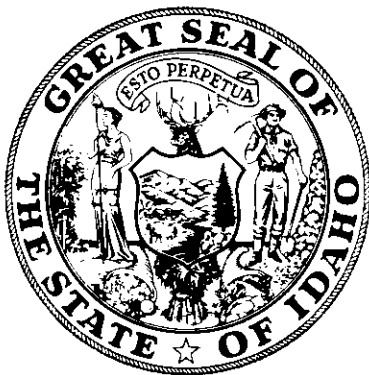
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Dissolution of \_\_\_\_\_

AVONDALE ON HAYDEN, 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 17, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF DISSOLUTION  
OF                      OCT 17 8 25 AM '80  
AVONDALE ON HAYDEN, INC. SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That KERMIT D. PETERSEN and DONALD E. BABCOCK being the age of eighteen (18) years, or more, and being respectively the President and Secretary of AVONDALE ON HAYDEN, INC., and for the purposes of dissolving a corporation under the Idaho Business Corporation Act, hereby certify and adopt in duplicate the following Articles of Dissolution:

ARTICLE I

The name of the corporation is "AVONDALE ON HAYDEN, INC.", c/o Kermit D. Petersen, Hayden Lake, Idaho.

ARTICLE II

The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Kermit D. Petersen	President	Hayden Lake, ID
Donald E. Babcock	Secretary	Hayden Lake, ID

The names and respective addresses of the directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Kermit D. Petersen	Route 2, Box A-31 Hayden Lake, ID 83835
Donald E. Babcock	Route 2, Box B-11 Hayden Lake, ID 83835
Donald H. Klages	West 700 7th Avenue Spokane, WA 99204
Robert Turnipseed	1695 Stratford Drive Hayden Lake, ID 83835

ARTICLE III

The notice required by Section 30-1-87, Idaho Code, has been heretofore given.

ARTICLE IV

All debts, obligations, and liabilities of the corporation have been paid and discharged or adequate provision has been made therefore.

ARTICLE V

All remaining property and assets of the corporation has been distributed amongst the shareholders in proportion to their respective rights and interests.

ARTICLE VI

Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

ARTICLE VII

A duplicate original of the consent of the shareholders and a verified copy of the resolution to dissolve are herewith attached to these Articles of Dissolution as Exhibit "A".

IN WITNESS WHEREOF, Kermit D. Petersen and Donald E. Babcock being respectively the President and Secretary of AVONDALE ON HAYDEN, INC., have hereunto set their hands in duplicate this 15th day of September, 1980.

AVONDALE ON HAYDEN, INC.

By Kermit D. Petersen  
President

ATTEST:

Donald E. Babcock  
Secretary

STATE OF WASHINGTON       )  
                                      )     ss.  
County of Lincoln        )

On this 18th day of June, 1980, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared before KERMIT D. PETERSEN and DONALD E. BABCOCK, to be known to be the President and Secretary, respectively of AVONDALE ON HAYDEN, INC., the corporation that executed the foregoing instrument, and acknowledged the said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument, and that the seal affixed is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed the day and year first above written.

Frederic A. Johnson  
Notary Public in and for the State  
of Washington, residing at Davenport

## CONSENT BY SHAREHOLDERS TO VOLUNTARY DISSOLUTION

WHEREAS, it is deemed advisable and for the best interest for the shareholders of AVONDALE ON HAYDEN, INC., an Idaho corporation, that this corporation voluntarily dissolves;

NOW, THEREFORE, the undersigned, each holding of record the number of shares hereinbelow indicated after their name, constituting in the aggregate, 100% of the shareholders owning the common voting stock of this corporation does hereby consent to the voluntary dissolution of this corporation.

The undersigned do further direct the officers and directors of this corporation to take such further action as may be necessary and proper to dissolve this corporation.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and the date of signing and the number of shares of the corporation held by them of record of said date.

<u>Name</u>	<u>Date</u>	<u>Classification of Shares</u>	<u>Number of Shares</u>
Kermit D. Petersen & Katherine M. Petersen	July 2, 1980	Common Voting	3,557
Donald E. Babcock & Mary Jane Babcock	July 2, 1980	Common Voting	1,974
Donald H. Klages & Violet Klages	July 2, 1980	Common Voting	3,090
Robert Turnipseed & Clara B. Turnipseed	July 2, 1980	Common Voting	519

Kermit D. Petersen  
Kermit D. Petersen

Katherine M. Petersen  
Katherine M. Petersen

Donald E. Babcock  
Donald E. Babcock

Mary Jane Babcock  
Mary Jane Babcock

Donald H. Klages  
Donald H. Klages

Violet Klages (Vi Helen Klages)  
Violet Klages

Robert Turnipseed  
Robert Turnipseed

Clara B. Turnipseed  
Clara B. Turnipseed

CERTIFICATE OF CORPORATE RESOLUTION

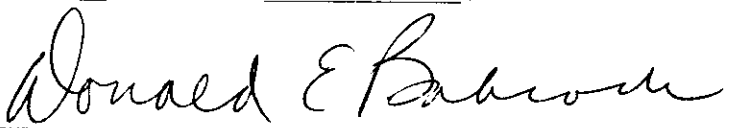
THIS TO CERTIFY that I, DONALD E. BABCOCK, am the Secretary of AVONDALE ON HAYDEN, INC., and that the following resolution was adopted by the Board of Directors of said corporation at a special meeting thereof held on the 18th day of June, 1980, by unanimous vote:

RESOLVED:

1. That the corporation, by its duly authorized officers, proceed to liquidate and transfer the assets and liabilities to the stockholders in cancellation and redemption of the capital stock within a reasonable time after June 18, 1980.
2. That as soon as practicable after the distribution and transfer of the assets and liability to the stockholders in exchange for their capital stock, the corporation shall file Articles of Dissolution of the corporation pursuant to the provisions of the Idaho Business Corporation Law, and that the officers of the corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.
3. That the officers and directors be and they are hereby empowered, authorized and directed to proceed in accordance with the Resolution hereby adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the corporation in accordance with a plan of liquidation adopted pursuant to Section 331, Internal Revenue Code of 1954, attached hereto as Exhibit "A" and by this reference made a part hereof.

The undersigned does further certify that the said meeting of the Board of Directors was regularly held and that at all times during said meeting a quorum was present.

IN WITNESS WHEREOF, I have executed this Certificate of Corporate Resolution this 18th day of June, 1980.

  
Donald E. Babcock, Secretary

(Corporate Seal)

## PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

THIS Plan of Complete Liquidation and Dissolution, hereinafter called the "Plan", is for the purpose of effecting complete liquidation and dissolution of AVONDALE ON HAYDEN, INC., hereinafter called the "Corporation" in accordance with Section 331 of the Internal Revenue Code of 1954 and Chapter 30 Idaho Code, pursuant to the following steps:

1. Adoption of Plan. The Plan is hereby submitted to the present shareholders of the Corporation for adoption at a meeting to be held on June 18, 1980, for that purpose. The Plan shall thereon become effective July 1, 1980, if adopted at such meeting of the stockholders to be held on June 18, 1980, by the affirmative vote of a majority of the outstanding shares of the Corporation entitled to vote thereon.

2. Distribution of Assets. On or before September 30, 1980, the Corporation (except as provided in Paragraph 3) shall distribute all of its property in liquidation by executing and delivering to the present shareholders, Kermit D. Petersen and Katherine M. Petersen, his wife; Donald E. Babcock and Mary Jane Babcock, his wife; Donald H. Klages and Violet Klages, his wife; and Robert Turnipseed and Clara B. Turnipseed, his wife, the necessary and proper documents of title conveying to them the assets, all as more particularly described on attached Exhibit "A", which by this reference is incorporated herein and made a part hereof, now owned by the Corporation, with any and all improvements thereon, subject to all mortgages, covenants, restrictions and all other liens and encumbrances existing as of the date of transfer; and by transferring and assigning to the said shareholders of the Corporation all other assets owned by the Corporation.

3. Payment of Liabilities. On or before the date of the transfers referred to in Paragraph 2, the Corporation shall pay all of its ascertained liabilities (other than mortgages, liens and encumbrances described on attached Exhibit "A") on or before the date of transfer being not later than September 30, 1980, (and shall set aside a reasonable amount in cash for the payment of unascertained or contingent liabilities and expenses). Any balance remaining in such reserve after the payment of such liabilities and expenses shall be distributed to the shareholders of the Corporation.

4. Cessation of Business Activities. From and after July 1, 1980, the Corporation shall engage in such business activities only as relate directly to the winding up of the business and affairs of the corporation. The directors then in office, and, at their pleasure, the officers, shall continue in office solely for the purpose of winding up the business and affairs of the Corporation, and after such date shall take no action whatsoever which is, or which can be construed to be, inconsistent with the status of liquidation, and such status shall be continued until the date of this dissolution of the Corporation.

5. Dissolution. Promptly after the date of the transfers referred to in Paragraph 2, the officers shall cause to be filed with the office of Secretary of State, State of Idaho, Articles of Dissolution pursuant to Chapter 30 Idaho Code.

6. Authorization of Necessary Acts. The directors and officers of the Corporation shall carry out and consummate the Plan, and shall have power to adopt all Resolutions, execute all documents, and file all papers, and take all other action they deem necessary or desirable for the purpose of effecting the dissolution of the Corporation and the complete liquidation of its business, assets and affairs, but nothing herein shall be construed to permit the directors or officers to take any action which would be inconsistent with the provisions of Section 331 of the Internal Revenue Code of 1954 or the regulations thereunder or which would prevent any shareholder of the Corporation from filing any election to be governed by the provisions of that Section.

This Plan of Complete Liquidation and Dissolution dated this 18th day of June, 1980.

AVONDALE ON HAYDEN, INC

By

President

ATTEST:

Donald E. Babcock  
Secretary



# EXHIBIT "A"

The individual distributions are as follows:

	<u>Total</u>	<u>Petersen</u>	<u>Babcock</u>	<u>Klages</u>	<u>Turnipseed</u>
Shares held	<u>9,139.4657</u>	<u>3,556.0904</u>	<u>1,974.4599</u>	<u>3,090.0263</u>	<u>518.889</u>
Percentage	<u>100%</u>	<u>38.91%</u>	<u>21.60%</u>	<u>33.81%</u>	<u>5.68%</u>
Distribution	\$965,129.52	\$375,531.90	\$208,467.98	\$326,310.29	\$54,819.31
Accounts receivable	(249,804.88)	(96,668.45)	(54,632.45)	(84,140.16)	(14,363.82)
Accrued interest:					
Stockholders loans	(8,427.39)	(2,880.79)	(1,372.10)	(3,020.55)	(1,153.95)
Contracts	(3,823.50)	(2,819.66)	(221.56)	(779.82)	(2.44)
Open accounts	(3,074.50)	(1,729.00)		(1,345.50)	
Golf liens	(14,000.00)	(5,500.00)	(2,500.00)	(5,000.00)	(1,000.00)
Land	(454,600.00)	(182,166.67)	(99,966.67)	(153,666.66)	(18,800.00)
Equipment	(4,500.00)	(4,500.00)			
Remainder in cash	<u>\$226,899.25</u>	<u>\$ 79,267.33</u>	<u>\$ 49,775.20</u>	<u>\$ 78,357.60</u>	<u>\$19,499.12</u>

HERMIT D. PETERSEN

CONTRACTS AT M-M REALTY, INC:

275	\$ 648.83	6 1/2%	Robert L. Selland
276	660.25	6 1/2%	Ray E. Schroeder
277	645.17	6 1/2%	Larry P. Schroeder
280	660.25	6 1/2%	Elmer D. Rosenau
281	648.83	6 1/2%	Elmer D. Rosenau
284	518.95	6 1/2%	B.L. Richards
285	558.61	6 1/2%	Robert E. Gillespie
287	660.25	6 1/2%	Peter W. Poffenroth
288	595.03	6 1/2%	Gene Pierce
290	648.83	6 1/2%	Thomas O. Frank
292	660.25	6 1/2%	Richard Owen
293	660.25	6 1/2%	Richard Owen
297	660.25	6 1/2%	Warren J. Sullivan
299	428.78	6 1/2%	William A. Milligan
300	671.55	6 1/2%	William W. Wood
301	660.19	6 1/2%	Ervin H. Mateer
304	632.55	6 1/2%	Wilfred Mountain
308	671.61	6 1/2%	Ralph Bursch
309	660.25	6 1/2%	Alfred J. Juhl
312	660.25	6 1/2%	Charles C. Kozlowski
317	645.25	6 1/2%	Henry L. Sweet
319	648.83	6 1/2%	Lance R. Koep
320	660.25	6 1/2%	Joe Turner
330	648.83	6 1/2%	Thomas A.H. Anderson
331	381.99	6 1/2%	Norman E. Sterner
332	659.64	6 1/2%	Ronald Knight
337	625.06	6 1/2%	Marie J. Blume
338	625.06	6 1/2%	Marie J. Blume
346	660.25	6 1/2%	Donald L. Swofford
349	660.25	6 1/2%	James Will Curb
350	660.25	6 1/2%	Thomas J. McFarland
351	660.25	6 1/2%	Larry N. Davis
352	660.25	6 1/2%	John D. Wenzel
355	667.44	6 1/2%	Thomas & Myrene McFarland
358	660.25	6 1/2%	Robert W. Frost
359	670.30	6 1/2%	James R. Griffiths, Jr.
367	675.91	6 1/2%	James V. Harvey
372	656.87	6 1/2%	Alden Hull
373	238.20	6 1/2%	Joseph & Joyce Backman
377	595.91	6 1/2%	Clarence R. Shepherd
378	660.25	6 1/2%	Gordon R. Shern
383	660.25	6 1/2%	H. Alan Snyder
384	639.10	6 1/2%	James D. Spencer
386	660.25	6 1/2%	D. Larry Stevens
395	648.83	6 1/2%	Barbara C. Gaspar
399	660.25	6 1/2%	Jeff G. Wombolt
403	660.25	6 1/2%	Charles E. Wilson
405	667.21	6 1/2%	Voyne E. Gleason
408	661.46	6 1/2%	Ronald I. Petersen
411	660.25	6 1/2%	John D. Beebe
412	660.25	6 1/2%	John D. Beebe
Subtotal	\$ 32,210.32		

Balance brought forward \$ 32,210.32

413	671.61	6½%
415	660.25	6½%
508	615.46	6½%
660	1,305.99	9%
213	1,421.99	8%
113	1,741.45	7%
186	470.26	8%
216	1,336.94	8%
178	<u>3,864.47</u>	8%
Total	<u>\$ 44,298.74</u>	

Fred A. Currie  
George E. Markham  
Larry C. Runkle  
Jerry M. Pohland  
Robert W. Frost  
Ervin H. Mateer  
Robert E. Gillespie  
Clarence R. Shepherd  
Barbara C. Gaspar

CONTRACTS AT AVONDALE REALTY, INC:

112	\$ 7,269.13	9%
	7,500.00	9%
114	1,300.28	9%
	1,500.00	9%
	<u>14,686.17</u>	8%
Total	<u>\$ 32,255.58</u>	

G. Elwyn and Elaine M. Cranmer  
Johnson  
G. Elwyn and Elaine M. Cranmer  
Johnson  
Avondale Development

STOCKHOLDER CONTRACTS:

\$ 20,114.13 7%

TOTAL CONTRACTS DISTRIBUTED:

\$ 96,668.45

## DONALD E. BABCOCK

## CONTRACTS AT M-M REALTY, INC:

416	\$ 660.25	6½%	John D. & Merle E. Beebe
419	395.21	6½%	Richard C. Barclay
423	705.33	6½%	William L. Gish
424	660.25	6½%	Wilson Blake
425	743.70	6½%	Julie Anne Blake
426	660.25	6½%	Wilson Blake
440	607.46	6½%	Norman E. Page
441	655.51	6½%	Steve Craig Smith
449	648.83	6½%	Garry R. & Carol D. Heath
450	622.64	6½%	Harold O. Edwards
460	648.91	6½%	Charles Maust
463	655.51	6½%	Barrie J. Clumpner & K. Nyholm
464	628.95	6½%	Robert W. Iller
466	660.25	6½%	Robert H. McCall
468	660.25	6½%	Raymond R. Morgan
477	660.25	6½%	Gerald & Kimberly Walseth
479	671.61	6½%	Dr. Larry Emery
480	660.25	6½%	Gerald Norman Smith
489	633.50	6½%	John McGruder
492	444.95	6½%	Gerry Watson
496	660.25	6½%	Douglas M. & Shirley M. Parker
506	660.25	6½%	Gustav A. Verdahl
507	676.36	6½%	Frank Benschel
512	507.77	6½%	Larry Blount
514	644.06	6½%	Steven E. Pollard
523	660.25	6½%	Eugene W. Williams, Sr.
524	671.61	6½%	Fred A. Currie
525	650.53	6½%	Ralph N. Wilkinson
527	660.25	6½%	Donald Moore
555	682.91	6½%	Voyne Gleason
117	711.89	7%	Donald L. Swofford
210	1,196.51	8%	Tom Jacobson & R. Jacobson
162	339.83	8%	Gene Pierce
193	1,128.27	8%	Elmer D. Rosenau
138	135.96	8%	James D. Spencer
182	540.56	8%	D. Larry Stevens
166	837.37	8%	Jeff G. Wombolt
241	756.07	8%	John D. Beebe
248	1,115.19	8%	John D. & Merle E. Beebe
619	5,486.58	8%	Norman E. Sterner
646	2,475.89	8%	William S. Dunton
Total	<u>\$ 55,882.22</u>		

## CONTRACTS AT AVONDALE REALTY, INC:

107	\$ 1,216.04	8%	Errol F. and Marilyn Ruddock
108	2,261.05	9%	Errol F. and Marilyn Ruddock
113	7,269.13	9%	G. Elwyn and Elaine M. Cranmer
115	1,300.28	9%	G. Elwyn and Elaine M. Cranmer
Total	<u>\$ 12,046.50</u>		

## STOCKHOLDER CONTRACT:

\$ 8,703.73	7%
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## TOTAL CONTRACTS DISTRIBUTED:

<u>\$ 54,632.45</u>
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## DONALD KLAGES

## CONTRACTS AT M-M REALTY, INC:

482	\$ 542.47	6 1/2%
529	1,320.53	6 1/2%
538	310.63	6 1/2%
541	298.93	6 1/2%
542	705.33	6 1/2%
543	495.30	6 1/2%
549	660.25	6 1/2%
550	660.25	6 1/2%
551	660.25	6 1/2%
554	485.28	6 1/2%
560	644.15	6 1/2%
563	682.91	6 1/2%
564	648.83	6 1/2%
569	660.25	6 1/2%
571	1,182.44	6 1/2%
574	671.61	6 1/2%
575	854.93	6 1/2%
580	781.91	6 1/2%
582	660.25	6 1/2%
585	803.27	6 1/2%
586	427.06	6 1/2%
590	701.01	6 1/2%
592	699.03	6 1/2%
594	709.94	6 1/2%
597	637.96	6 1/2%
617	960.03	6 1/2%
621	757.60	6 1/2%
622	859.92	6 1/2%
623	861.35	6 1/2%
638	889.39	6 1/2%
641	145.53	6 1/2%
644	944.39	6 1/2%
645	869.75	6 1/2%
649	1,079.74	6 1/2%
654	783.69	6 1/2%
657	1,315.74	9%
658	1,315.74	9%
659	1,193.89	6 1/2%
111	793.58	7%
230	683.88	8%
235	2,056.96	8%
266	2,419.02	8%
573	1,191.47	8%
650	1,107.62	6 1/2%
655	1,155.99	6 1/2%
Total	<u>\$ 38,290.05</u>	

Earle L. & Blanche V. Horton  
 Melvin E. Jaynes  
 Frank Alosi  
 James L. Schreiber  
 William Cope  
 Arman & Mary Jane Farmanian  
 Robert K. Tash  
 D. Larry Stevens  
 Leslie J. Bawden  
 Ben Rolphe  
 Daniel M. Gatens  
 Voyne Gleason  
 Patricia A. Duggan  
 Barclay & Brown  
 Robert Muzzy, Jr.  
 David R. Voysey  
 Floyd B. Woodall  
 Dale L. Paddock  
 Vernon Miller  
 Ervin H. Mateer  
 Robert L. Branson  
 Wilbur L. Smith  
 James K. Kravik  
 Wilbur L. Smith  
 J. Douglas Prevost  
 Helen Salisbury  
 Lyle A. Petersen  
 Carl W. Spoonheim  
 Julius E. Schmidt  
 James J. Kelly  
 Wayne E. Johnson  
 Mark A. Moshan  
 Gladys B. Walker  
 James E. Tarleton, Jr.  
 Bianca Industries  
 William R. Nehlsen  
 William R. Dillin  
 Harold R. Lutes  
 Ervin H. Mateer  
 Ronald I. Petersen  
 Ronald I. Petersen  
 Helen Salisbury  
 David R. Voysey  
 Gerald G. Ream  
 Allen L. Hedman

## CONTRACTS AT AVONDALE REALTY, INC:

127	\$ 4,135.24	9%
129	9,240.00	9%
	18,500.00	10%
138	1,474.87	6 1/2%
Total	<u>\$ 33,350.11</u>	

Paul W. Koss  
 Don I. and Jeanine R. Sauer  
 Hays  
 Don Sauer

## STOCKHOLDER CONTRACT:

\$ 12,500.00	7%
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## TOTAL CONTRACTS DISTRIBUTED:

\$ 84,140.16

ROBERT N. TURNIPSEED

CONTRACTS AT M-M REALTY, INC:

315	\$	556.36	6 1/2%	Howard E. Kiefer
393		621.60	6 1/2%	Robert W. Iller
142		601.96	8%	Marie J. Blume
273		749.11	8%	Ervin H. Mateer
Total		<u>\$ 2,529.03</u>		

CONTRACTS AT AVONDALE REALTY, INC:

126	\$	834.79	9%	Gerald Hobson
Total		<u>\$ 834.79</u>		

STOCKHOLDER CONTRACT:

	\$	<u>11,000.00</u>	7%
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TOTAL CONTRACTS DISTRIBUTED:

	\$	<u>14,363.82</u>
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	<u>K.D. Petersen</u>	<u>D.E. Babcock</u>	<u>Don Klages</u>	<u>R.N. Turnipseed</u>
L2, B1	\$	\$ 5,000.00	\$	\$
L3, B1			5,000.00	
L30, B1				8,000.00
L5, B3	5,000.00			
L12, B5	3,500.00			
L2, B6			6,000.00	
L3, B6	6,000.00			
L6, B6	1,500.00			
L21, B7			7,000.00	
L1, B8			6,000.00	
L2, B8	6,000.00			
L2, B11	8,000.00			
L1, B22		5,000.00		
L4, B22			5,000.00	
L8, B22	5,000.00			
L10, B27			10,000.00	
L5, B30			15,000.00	
L22, B30	15,000.00			
L29, B30		13,000.00		
L30, B30			13,000.00	
L31, B30	13,000.00			
L34, B30		12,500.00		
L35, B30	12,500.00			
L3, B31			10,000.00	
46A 8th Add.	53,666.67	53,666.67	53,666.66	
Parcel A, 2A	7,000.00		7,000.00	
Parcel B, 2.1A	10,500.00		10,500.00	
Parcel E, 1.2A		10,800.00		
Parcel F, 1.2A				10,800.00
Water Tower 2.2	5,500.00		5,500.00	
Hida House	30,000.00			
Total	<u>\$182,166.67</u>	<u>\$ 99,966.67</u>	<u>\$153,666.66</u>	<u>\$ 18,800.00</u>