

IN THE DISTRICT COURT OF THE FIRST JUDICIAL DISTRICT OF THE
STATE OF IDAHO, IN AND FOR THE COUNTY OF SHOSHONE

In the Matter of THE DISSOLUTION OF THE FERN MINING COMPANY.)))))	<u>FINDINGS OF FACT AND CONCLUSIONS</u> <u>OF LAW AND DECREE</u>
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This matter coming on regularly to be heard before me, Judge of the above entitled Court on the 21 day of January, 1969, at the hour of 2 p.m. O'clock upon the Petition of Fern Mining Company to voluntarily dissolve the corporation, the petitioner appearing through its attorneys H. J. Hull & Sons, Piatt Hull of counsel, sworn testimony and documentary evidence having been adduced, and the Court being fully advised in the premises makes the following

FINDINGS OF FACT:

1. That at all times herein pertinent Day Mines, Inc. has been the owner of all the outstanding stock of Fern Mining Company consisting of 798,500 shares.
2. Pursuant to a shareholders' meeting duly called for the purpose on December 2, 1968, the following resolution was unanimously adopted:

"BE IT RESOLVED that since the Fern Mining Company has exchanged all its assets and liabilities for its outstanding shares of stock, there is no need that the company continue in existence and the directors and officers be, and they hereby are authorized and directed to perform all acts necessary to effectuate a voluntary dissolution of the corporation within six months of the date hereof."
3. That on the 10th day of January, 1969, Fern Mining Company conveyed all its assets to Day Mines, Inc. in consideration of the exchange of all shares of Fern Mining Company and in further consideration of the assumption of Day Mines, Inc. of all the liabilities of Fern Mining Company.

and said company has no assets and all claims, demands and debts of the corporation have now been satisfied and discharged and this corporation is not now indebted to anyone.

4. That the location of the principal office of Fern Mining Company is the Day Building, Wallace, Idaho. The names and addresses of the officers and directors of the corporation are as follows:

Henry L. Day, President and Director, Box 1010, Wallace, Idaho

Wray D. Farmin, Vice-President and Director, 923 Old National Bank Building, Spokane, Washington

Norval K. Bue, Secretary-Treasurer and Director, Box 1010, Wallace, Idaho

Rollin Farmin, Director, Box 1010, Wallace, Idaho

F. Wallace Rothrock, Director, 3310 Boone Avenue, Spokane, Washington

5. That no objections have been filed to the Petition for Dissolution.

6. That Notice of the Petition for Voluntary Dissolution of the Fern Mining Company has been given by publication in the North Idaho Press, and that proper notice has been given in all respects as provided by the laws of the State of Idaho.

From the foregoing Findings of Fact the Court makes the following

CONCLUSIONS OF LAW:

1. That the Petitioners are entitled to a decree of this Court dissolving the Fern Mining Company.

2. That the Fern Mining Company does not own any property and it is not necessary for a certified copy of the Decree to be filed in the office of the County Recorder in Shoshone County, Idaho.

From the foregoing Findings of Fact and Conclusions of Law, the Court enters the following

DECREE

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the Fern Mining Company has complied in all respects with the provisions of the laws of the State of Idaho in regard to a voluntary dissolution of the corporation and that due and legal notice having been given and that the Fern Mining Company be, and hereby is dissolved.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that a certified copy of this Decree be filed in the office of the Secretary of State, State of Idaho, and in the office of the County Recorder of Shoshone County, State of Idaho.

Dated this 21st day of January, 1969.

James H. 10th
District Judge

STATE OF IDAHO }
COUNTY OF SHOSHONE }

I do hereby certify that the foregoing is a true

copy of the original

filed in my office.

Findings of Fact, Conclusions of Law & Decree
this 21 day of Jan, 1968

Victoria White
First Judicial District Court
Shoshone County, Idaho

By Margaret Lindley
Deputy

ENTERED, DOCKETED AND FILED
JAN 21 1969

Victoria White
Clerk District Court

s/margaret Lindley
Deputy