



Department of State.

**CERTIFICATE OF DISSOLUTION
OF**

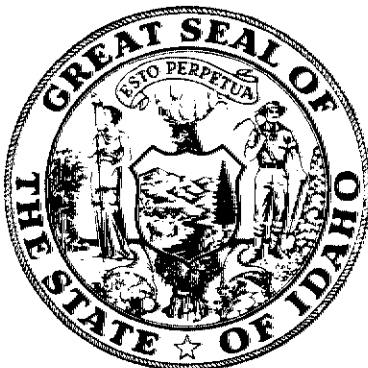
WESTBANK COFFEE SHOP, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of **WESTBANK COFFEE SHOP, 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 December 31, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF DISSOLUTION

PURSUANT TO SECTION 30-1-92 OF THE
IDAHO BUSINESS CORPORATION ACT
OF
WESTBANK COFFEE SHOP, INC.

REC. 36 DEC 26 AM 9 02 31 AM 10 18
SEC. STATE

Pursuant to the provisions of Section 30-1-92 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name of the corporation and its post office address is WESTBANK COFFEE SHOP, INC., 475 River Parkway, Idaho Falls, Idaho 83402.

SECOND: 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>
Willard W. Wood	1672 Shasta Idaho Falls, Idaho 83401	President
Coy Wood	1555 Pocatello Creek Rd. Pocatello, Idaho 83201	Vice President
Donna Wood	1672 Shasta Idaho Falls, Idaho 83401	Secretary

THIRD: Any notice to creditors required by Section 30-1-87, Idaho Code, has been given.

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

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 in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

SEVENTH: This dissolution is pursuant to a resolution to dissolve adopted in the manner required by Section 30-1-84 Idaho Code.

EIGHTH: Attached hereto is a verified copy of the resolutions adopting the plan of liquidation.

DATED this 10th day of December, 1986.

WESTBANK COFFEE SHOP, INC.

(corporate seal)

By Willard R. Wood
Willard W. Wood, President

By Donna B. Wood
Donna Wood, Secretary

STATE OF IDAHO)
) ss.
County of Bonneville)

I, Gary L. Meikle, a notary public, do hereby certify that on this 10th day of December, 1986, personally appeared before me WILLARD W. WOOD, who, being by me first duly sworn, declared that he is the President of Westbank Coffee Shop, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(seal)

Gary L. Meikle
Notary Public for Idaho
Residing at: Idaho Falls, Idaho
My Commission Expires: 12/13/91

2464e/ct
(3-4)

VERIFICATION

We, the undersigned, being the President and Secretary of WESTBANK COFFEE SHOP, INC., do hereby verify that the following are true and correct copies of the resolution of liquidation approved by the Directors and Shareholders of WESTBANK COFFEESHOP, INC., and that they were duly and regularly adopted as required by law.

DATED this 10th day of December, 1986.

Willard R. Wood
Willard R. Wood, President

(Corporate Seal)

ATTEST:

Donna B. Wood
Donna B. Wood, Secretary

STATE OF IDAHO)
) ss.
County of Bonneville)

I, Gary L. Meikle, a notary public, do hereby certify that on this 10th day of December, 1986, personally appeared before me WILLARD R. WOOD, who, being by me first duly sworn, declared that he is the President of WESTBANK COFFEESHOP, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(seal)

Gary L. Meikle
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 12/13/91

4344e/ct
#0304.00

MINUTES OF A SPECIAL MEETING OF THE SHAREHOLDERS
OF
WESTBANK COFFEESHOP, INC.

A special meeting of the Shareholders of Westbank Coffeeshop, Inc., was held on the 27th day of January, 1986, at 10:00 o'clock a.m. The following Shareholders were present:

Willard R. Wood
Donna B. Wood

The President of the Corporation, Willard R. Wood, conducted the meeting. The President announced that a majority of the Shareholders were present.

The President announced that the meeting had been called to consider the advisability of liquidating the Corporation, and negotiating a sale of the Corporation's assets. After discussion, and upon motion duly made and seconded, the following Resolutions were unanimously adopted:

WHEREAS, the Board of Directors has adopted a resolution calling for the liquidation and dissolution of the Corporation, and for the sale of the corporate assets,

NOW, THEREFORE, be it resolved as follows:

RESOLVED, that the Shareholders do hereby adopt the Resolutions of the Directors adopted at the Special Meeting of Directors held on the 15th day of January, 1986, as set forth in the minutes of said meeting attached hereto.

There being no further business to come before the meeting, it adjourned upon motion duly made, seconded and unanimously adopted.


Donna B. Wood, Secretary

4339e/ct
#0304.00

REC-11-11
MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF

WESTBANK COFFEE SHOP, INC.

35 DEC 22 AM 9 02

A special meeting of the Board of Directors of Westbank Coffee Shop, Inc., was held on the 15th day of January, 1986, at Idaho Falls, Idaho, pursuant to written Waiver of Notice. The following directors were present:

Willard R. Wood
Donna B. Wood
W. Coy Wood

The President of the corporation, Willard R. Wood, conducted the meeting. The President announced that all directors were present.

The President announced that the meeting had been called to consider the advisability of liquidating the corporation, and negotiating a sale of the corporation's assets. After discussion, and upon motion duly made and seconded, the following Resolutions were unanimously adopted:

WHEREAS, the Board of Directors believe it to be in the best interests of the corporation and its stockholders to liquidate the corporation,

NOW, THEREFORE, be it resolved as follows:

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

RESOLVED, that subject to the approval of the stockholders of the corporation and effective with the date of such approval, a plan of liquidation be, and it here by is, formulated to effect such liquidation and dissolution in accordance with these Resolutions;

RESOLVED, that the officers of the corporation are hereby authorized to negotiate for the sale of all the corporation's assets and are authorized to enter into such contracts as are necessary to complete such sales;

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized to dissolve the corporation pursuant to the laws of State of Idaho;

RESOLVED, that after providing for 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 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 (12) month period commencing with the adoption of this resolution;

RESOLVED, that any assets which cannot be liquidated or conveniently distributed in kind may be distributed on behalf of the stockholders to a liquidating trust to be liquidated by said trust on behalf of said stockholders under such terms and conditions as the trustee of said trust shall deem appropriate;

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized to execute all documents, contracts, deeds, bills of sale, assignments and the like and to pay all such fees and taxes and to do or cause to be done such other acts and things as may be deemed necessary or proper in order to sell the assets, carry out the liquidation and dissolution of the corporation and to fully effectuate the purposes of the foregoing Resolution, and

RESOLVED, that a special meeting of the stockholders be called to consider the above Resolutions.

DATED this ____ day of January, 1986.


Donna Wood - Secretary

4560d/jk