

# State of Idaho

## Department of State

### CERTIFICATE OF DISSOLUTION OF

ACTION PRINTERS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of ACTION PRINTERS, 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 February 19, 19 80.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

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

ARTICLES OF DISSOLUTION

OF

ACTION PRINTERS, INC.

ACTION PRINTERS, INC., by a voluntary dissolution, by act of the corporation, hereby files these Articles of Dissolution for the purpose of dissolving the corporation in accordance with the provisions of Idaho Code 30-1-84 through 30-1-93.

I.

The name of the corporation is ACTION PRINTERS, INC., whose address is P.O. Box 337, Coeur d'Alene, Idaho 83814.

II.

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

Carl H. Drooping, director and president, 8738 West Catalina, Phoenix, Arizona.

Patricia K. Drooping, director, 8738 West Catalina, Phoenix, Arizona.

Paul F. Foeller, director and secretary, P.O. Box 1269, Post Falls, Idaho 83854.

III.

The corporation, through its president, has notified in accordance with Section 30-1-87 of the Idaho Code all of its known actual and know potential creditors on September 6, 1979.

IV.

All debts, obligations, and liabilities of the corporation have been paid and discharged.

V.

All the property and assets of the corporation have been distributed among the shareholders in proportion to their respective rights and interest.

VI.

There are no suits pending against the corporation in any court nor any such suits anticipated.

These Articles of Dissolution are dated this 28th day of January, 1980.

Carl H. Drooping  
Carl H. Drooping, President

Paul F. Foeller  
Paul F. Foeller, Secretary

STATE OF Arizona )  
County of Maricopa ) ss.

On this 28th day of January, 1980, before me, the undersigned, personally appeared CARL H. DROOPING, to me known to be the President of the corporation that executed this instrument, or the person who executed the 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 first above written.

Maxine Stern  
Notary Public for Arizona, Maricopa County  
Residing at \_\_\_\_\_ My Commission Expires June 8, 1982  
Commission expires:

STATE OF Idaho )  
County of Kootenai ) ss.

On this 4th day of February, 1980, before me, the undersigned, personally appeared PAUL F. FOELLER, to me known to be the Secretary of the corporation that executed this instrument, or the persons who executed the 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 first above written.

James A. Smith  
Notary Public for Idaho  
Residing at Coeur d'Alene  
Commission expires: Life

STATE OF Arizona )  
County of Maricopa ) ss.

Carl H. Drooping, President of Action Printers, Inc., being first duly sworn on oath deposes and says that he is the president of the corporation, that he has written the foregoing Articles of Dissolution, knows the contents thereof, and verifies that the facts and matters stated therein are true.

Carl H. Drooping  
Carl H. Drooping, President

Subscribed and sworn to before me this 28th day of JANUARY, 1980.

Maxine Stern  
Notary Public for Arizona, Maricopa County  
Residing at \_\_\_\_\_ My Commission Expires June 8, 1981  
Commission expires:

VERIFICATION

STATE OF Arizona )  
County of Maricopa ) ss.

I, Carl H. Drooping, president of Action Printers, Inc. hereby declare that I am the president of the corporation and that the attached Minutes of Special Meeting of Board of Directors of Action Printers, Inc. dated the 17th day of August 1979, is a true and correct copy of the minutes of such meeting and I verify its authenticity and state that the provisions therein are true and correct.

Dated this 28th day of January, 1980.

Carl H. Drooping  
Carl H. Drooping, President

Subscribed and sworn to before me this 28<sup>th</sup> day of January,

1980.

Raymond Stearns  
Notary Public for  
Residing at  
Commission expires: My Commission Expires June 8, 1981

MINUTES OF SPECIAL MEETING

OF

BOARD OF DIRECTORS

OF

ACTION PRINTERS, INC.

A special meeting of the Board of Directors of Action Printers, Inc., was held at the main offices of Action Printers, Inc., 310 Lakeside Avenue, Coeur d'Alene, Idaho 83814, on the 17<sup>th</sup> day of August, 1979, and was attended by 100% of the Directors as indicated by their signatures below.

The Board Chairman called the meeting to order and presided over the meeting. The Board Secretary took the minutes of the meeting.

The Directors waived notice of the time, place and purpose of the meeting and directed that their signatures to these minutes be taken as their signatures to such waiver.

The Chairman stated that the purpose of the meeting was to discuss the possible liquidation and voluntary dissolution of the Corporation. The Chairman set forth several reasons why the Corporation should liquidate and dissolve.

After due consideration and discussion and upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, That it is the opinion of the directors that it would be for the best interests of this Corporation and of its shareholders that this Corporation be completely liquidated and voluntarily dissolved and that its affairs be wound up.

The Chairman then outlined a proposed plan of complete liquidation and voluntary dissolution of the Corporation. The plan called for the payment of all debts of the Corporation. After payment of the debts, any remaining assets would be distributed pro rata to the shareholders in accordance with their shareholdings and in cancellation of their shares in the Corporation.

After due consideration and discussion and upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, That, subject to ratification, approval and adoption by the shareholders of the Corporation, the complete liquidation and voluntary dissolution of the Corporation be effected under the following Plan of Complete Liquidation and Dissolution:

### Plan of Complete Liquidation and Dissolution

1. The Corporation will cease the active conduct of its business and will wind up its affairs as soon as possible; and, within the meaning of Section 337 of the Internal Revenue Code of 1954, and Sections 82-93 Title 30 of the Idaho Business Corporation Act, will liquidate and distribute all of its assets in complete liquidation within one (1) year from the date of this meeting.

2. The officers and Directors of the Corporation are authorized from time to time to negotiate and to consummate sales of all or any portion or portions of the properties of the Corporation, on such terms and conditions as they in their discretion shall deem beneficial to the Corporation, including the assumption by the purchaser or purchasers of any or all liabilities of the Corporation, subject to any requisite approval or other action by the shareholders of the Corporation.

3. The Directors shall distribute on or before one (1) year from the date hereof, all of the remaining properties of the Corporation after paying all of its debts.

4. The foregoing distribution in complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of and in payment for, all of the outstanding common stock of the Corporation, and the shareholders shall surrender their share certificates for cancellation upon receipt of the final distribution herein authorized.

5. The officers and Directors of the Corporation shall proceed as of this date with the voluntary dissolution of the Corporation under the laws of the State of Idaho and shall consummate such dissolution, if possible, within one (1) year from the date hereof.

6. The officers and Directors of the Corporation are authorized, empowered, and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of the Plan, including but not limited to the following:

a. A special meeting of shareholders whereby the shareholders of the Corporation elect that the Corporation be voluntarily dissolved and wound up and whereby said shareholders consent to such voluntary dissolution and winding up.

b. As soon as there has been held such meeting and consent, signed by shareholders representing not less than fifty-one per cent (51%) of the voting power of the Corporation, and after notice of the prospective dissolution has been mailed to each of the known actual or known potential creditors of the Corporation not less than thirty (30) days prior to filing the Articles of

Dissolution, the President and Secretary of the Corporation are authorized and directed to sign and file Articles of Dissolution evidencing the election to wind up and voluntarily dissolve the Corporation, which Articles of Dissolution shall be executed in accordance with Section 30-1-92 of the Idaho Business Corporation Act, and filed in accordance therewith with the Secretary of State.

c. The officers of the Corporation are authorized to take any other necessary steps to liquidate, wind up and voluntarily dissolve the Corporation. The officers shall, after satisfaction of all just claims against and debts of the Corporation, distribute the remaining cash and property of the Corporation to the shareholders in proportion to their shareholdings; and

d. The officers of the Corporation are further authorized and directed to cause to be filed such information returns and other tax returns as are required by the Internal Revenue Service and the State of Idaho concerning the dissolution of the Corporation.

7. The officers and Directors of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Corporation.

8. It is intended that this Plan of Complete Liquidation and Dissolution shall be a plan of complete liquidation within the terms of Section 337 of the Internal Revenue Code of 1954. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Corporation, may be necessary to conform with the provisions of said Code sections.

RESOLVED FURTHER, That as soon as there has held the special shareholders meeting and consent referred to in the foregoing Plan, signed by shareholders representing not less than fifty-one per cent (51%) of the voting power of this Corporation, the officers and Directors of this Corporation be, and they hereby are authorized, empowered and directed to do any and all things in its name and on its behalf which they may deem necessary or advisable to carry out the purposes and intentions of such Plan.

There being no further business to come before the Board, upon motion duly made, seconded and carried, the meeting was adjourned.

  
Carl H. Drooping, Chairman & President

ATTEST:

Paul F. Foeller  
Board & Corporate Secretary

APPROVED:

Carl H. Drooping  
Carl H. Drooping, Director

Paul F. Foeller  
Paul F. Foeller, Director

Patricia K. Drooping  
Patricia K. Drooping, Director