

**SHAREHOLDER'S AGREEMENT FOR DISSOLUTION  
OF  
HARCO, INC.**

WHEREAS, the undersigned, being all of the holders of all of the capital stock of HARCO, INC., a corporation organized under the laws of the State of Alabama, have determined that it would be advisable and in the best interest of the corporation and its shareholders for the corporation to be dissolved; now therefore, be it.

1. RESOLVED, that the shareholders of HARCO, INC. hereby agree to the dissolution of the corporation;

2. RESOLVED FURTHER, that the officers and Directors of HARCO, INC. are authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto;

3. RESOLVED FURTHER, that the officers and Directors are authorized and directed to apply the assets, in cash or in kind, of the corporation to the payment of its known debts and obligations and after disposing of the assets of the corporation and making suitable provision for the payment of all of its known debts, the officers and Directors are authorized and directed to distribute the remainder of the Corporation's assets to the shareholders, in cash or in kind, according to their respective rights and interests.

4. RESOLVED FURTHER, that the officers and Directors are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of HARCO, INC. or on behalf of the corporation, including U. S. Treasury Department Form 966;

5. RESOLVED FURTHER, that on completion of all liquidation actions, the officers and Directors of the corporation are hereby authorized and required to file all documents required by law to complete the winding up of the affairs of the corporation.

IN WITNESS WHEREOF, the undersigned have hereunto signed and sealed this instrument.

Executed on February 25, 1987, at Birmingham, Alabama.

Witnesses:

*E. Harper*  
HARCO, INC.  
BY: ITS PRESIDENT  
SHAREHOLDER

E. Harper

RE 1 Box 405-S  
01 25020

**STATEMENT OF INTENT TO DISSOLVE  
HARCO, INC.  
BY WRITTEN CONSENT OF SHAREHOLDERS**

To the Judge of Probate:  
Shelby County, Alabama

Pursuant to the provisions of Section 10-2A-181 of the Code of Alabama, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all of its shareholders:

First: The name of the corporation is HARCO, INC.

Second: The names and addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
EVELYN HARPER	President	Route 1, Box 405S Helena, Alabama
SCARLETT FAULK	Secretary	2375 Mountain Oaks Rd. Birmingham, Ala

BOOK 032 PAGE 717

The undersigned, being all of the shareholders of HARCO, INC., a corporation created an existing under and by virtue of the laws of the state of Alabama, deeming it advisable and in the best interest of said corporation that the same be dissolved, hereby consents to the dissolution of said corporation, as provided for by Section 10-2A-181 of the Code of Alabama, and does sign this consent to the end that it may be filed in the office of the Judge of Probate of Shelby County, Alabama, as provided by law.

Dated: February 25, 1987

Evelyn B. Harper  
HARCO, INC.  
By: Its President  
Shareholder

HARCO, INC.

By: Evelyn B. Harper  
Its President

By: Scarlett R. Faulk  
Its Secretary

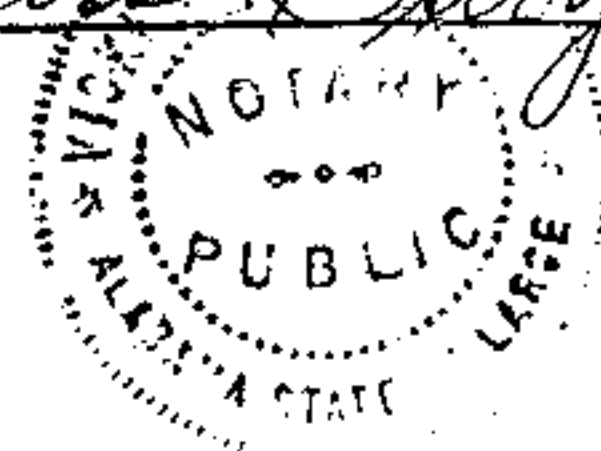
By: Scarlett R. Faulk  
Shareholder  
Carl B. Harper

STATE OF ALABAMA )  
COUNTY OF SHELBY )

I, the undersigned, a notary public do hereby declare that on this 25th day of February, 1987, personally appeared before me EVELYN HARPER, who being by me first duly sworn, declared that she is the President of HARCO, INC. and SCARLETT FAULK, who being by me first duly sworn, declared that she is the Secretary of HARCO, INC. that they signed the foregoing documents as President and Secretary of the Corporation, and that the Statements therein contained are true.

Vicki Davis Burgess  
Notary Public

My Commission Expires 9/23/90



BOOK 032 PAGE 718

### IMPLEMENTATION OF RESOLUTION OF DISSOLUTION

WHEREAS, the shareholders of HARCO, INC. adopted a resolution of dissolution on February 25, 1987, electing to dissolve the Corporation and authorizing the Directors to dissolve and liquidate the said Corporation; now, therefore, be it:

1. RESOLVED, that as the President of HARCO, INC. is authorized to take all actions necessary to wind up the affairs of the Corporation, including the lease, sale, conveyance or assignment of any or all of the Corporation's assets, and to execute any documents or instruments necessary and incident thereto;


2. RESOLVED FURTHER, that the President of the corporation is authorized to apply, the assets, in cash or in kind, of the corporation to the payment of its known debts and obligations, and after disposing of the assets of the Corporation and making suitable provision for the payment of all of its known debts, the President is authorized and directed to distribute the remainder of the Corporation's assets to the Shareholders, in cash or in kind, according to their respective rights and interests.

3. RESOLVED FURTHER, that the President of HARCO, INC. authorized and required to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of the Corporation or on behalf of the Corporation including the Internal Revenue Service.

4. RESOLVED FURTHER, that the President of HARCO, INC. is authorized and required to file all documents required by law to be filed in order to effect the dissolution of the Corporation.

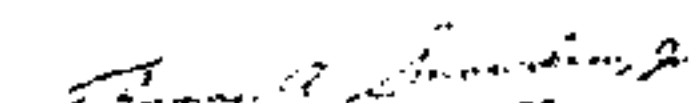
The undersigned being all of the Directors of HARCO, INC. authorize by their signatures below, the above resolution.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names this 25th day of February, 1987, at Birmingham, Alabama.

  
EVELYN HARPER  
DIRECTOR

STATE OF ALABAMA  
I HEREBY  
INSTRUMENT FILED

1987 MAR 12 PM 1:19

  
JUDGE OF PROBATE

Recd 5.00  
Jud 1.00  
6.00