

This instrument prepared by  
 Wade H. Morton, Jr., Attorney at Law  
 Post Office Box 1227  
 Columbiana, Alabama 35051-1227

STATE OF ALABAMA ) ARTICLES OF DISSOLUTION  
 OF  
 SHELBY COUNTY ) SHELBY COUNTY FAIR ASSOCIATION, INC.

Pursuant to the provisions of Section 10-3A-144, 1975 Code of Alabama, as amended, the undersigned Shelby County Fair Association, Inc., an Alabama nonprofit corporation, hereby submits the following Articles of Dissolution for the purpose of dissolving this corporation:

FIRST: The name of this corporation is: Shelby County Fair Association, Inc., an Alabama nonprofit corporation, which was incorporated in Shelby County, Alabama on July 24, 1950 by document recorded in Corporation Book 4, at Page 56, in the Office of the Judge of Probate of Shelby County, Alabama.

SECOND: A Statement of Intent to Dissolve this corporation was filed in the Office of the Judge of Probate of Shelby County, Alabama on the 24th day of April, 1987 and recorded in Corporation Book 33, at Pages 222-223, of said Probate Records, pursuant to the provisions of Section 10-3A-140, 1975 Code of Alabama.

THIRD: All debts, obligations and liabilities of this corporation have been paid and discharged, or adequate provisions have been made therefor.

FOURTH: Attached hereto as Exhibit "A" is a true and correct copy of the Plan of Distribution of the assets of this Corporation, which plan of distribution was adopted by the membership of this corporation at special meeting held on March 5, 1987.

FIFTH: That all property and assets of this corporation have been transferred, in accordance with the aforesaid Plan of Distribution, to the Kiwanis Club of Columbiana, Inc., an Alabama nonprofit corporation.

SIXTH: That there are no suits pending against this corporation in any Court.

IN WITNESS WHEREOF, the undersigned have hereunto set their respective hands and seals this the 30th day of April, 1987.

SHELBY COUNTY FAIR ASSOCIATION, INC.,  
 an Alabama nonprofit corporation

BY: Jimmy W. Jones  
 Jimmy W. Jones, Its Chairman

David Ianier  
 David Ianier, Its Fair Manager

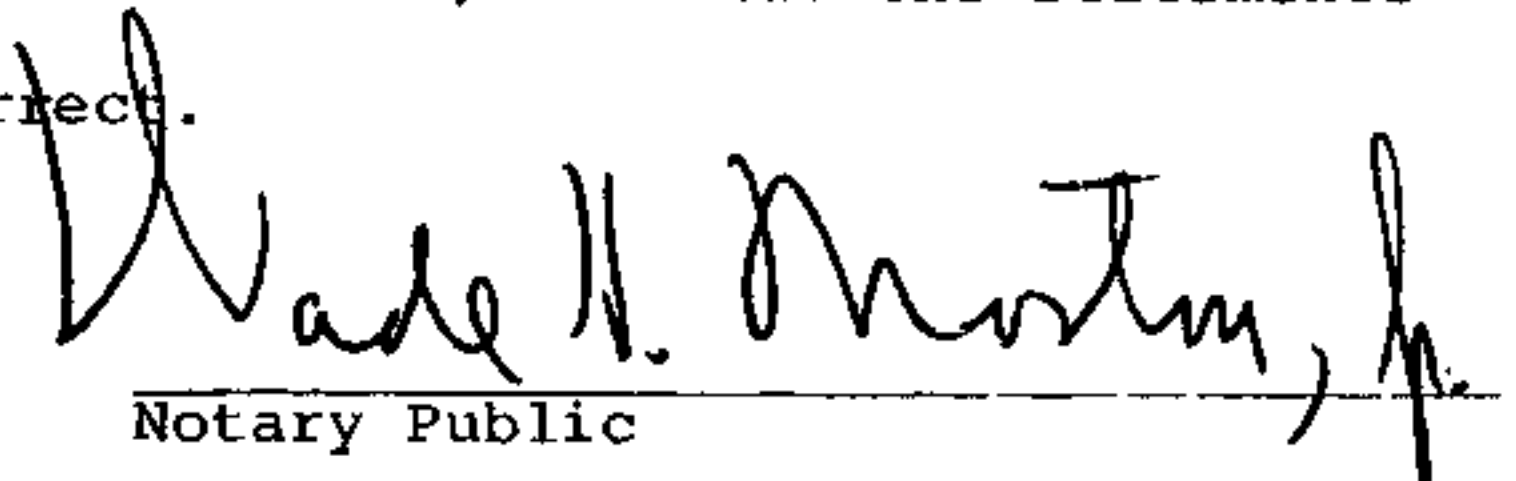
Andrew J. Mundy  
 Andrew J. Mundy, Its Treasurer/Assistant Secretary

Return To: Wade Morton

STATE OF ALABAMA     )

SHELBY COUNTY         )

I, the undersigned, a Notary Public, do hereby certify that on this 30th day of April, 1987, personally appeared before me Jimmy W. Jones, David Lanier and Andrew J. Mundy, who being by me first duly sworn, declare that they are the Chairman, Fair Manager and Treasurer/Assistant Secretary of SHELBY COUNTY FAIR ASSOCIATION, INC., an Alabama nonprofit corporation, that they voluntarily executed the above and foregoing Articles of Dissolution, and that the statements of fact therein are true and correct.

  
Notary Public

BOOK 033 PAGE 424

RESOLUTION OF MEMBERSHIP  
OF  
SHELBY COUNTY FAIR ASSOCIATION, INC.  
FOR  
VOLUNTARY DISSOLUTION AND DISTRIBUTION OF ASSETS

A special meeting of the membership of the Shelby County Fair Association, Inc. (herein referred to as "the Association") was held at 6:30 P.M. on March 5, 1987 at The House of Plenty in Columbiana, Alabama, which meeting was attended by more than one-half of the active membership. Jimmy W. Jones presided as Chairman of the meeting and Wade H. Morton, Jr. acted as Secretary thereof.

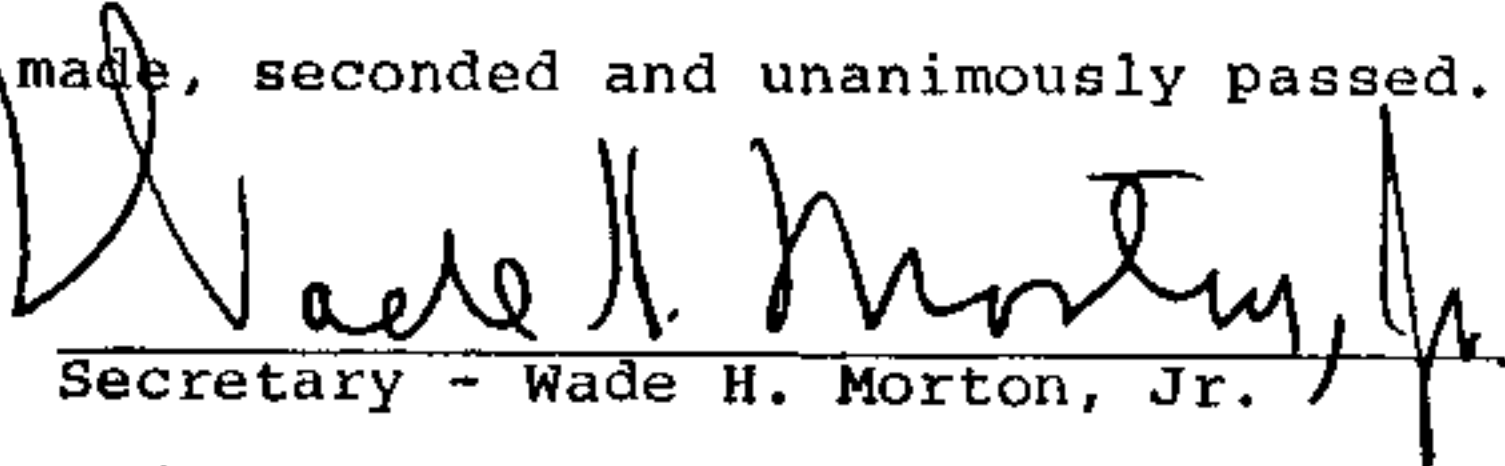
The Chairman announced that written notice stating the purposes of this special meeting, as hereinafter to be restated by him, had been given to each member of the Association 21 days in advance of this meeting, giving notice of the date, time and place of this meeting and the special purposes for which it was called. The Chairman announced that the special purposes of this meeting are: (a) To consider a recommendation by the Board of Trustees of the Association that the Association be dissolved; and, (b) to consider the recommendation of the Board of Trustees of this Association for a plan of distribution of assets of this Association upon it being dissolved. Upon motion duly made by J. Claude Smith, and seconded by J. Hugh Strickland, and unanimously passed by the membership, the following Resolution approving the recommendations of the Board of Trustees was adopted by the membership:

BE IT RESOLVED by the membership of the Shelby County Fair Association, Inc., an Alabama nonprofit corporation, that this Association be voluntarily dissolved in accordance with Sections 10-3A-140 through 145, 1975 Code of Alabama. Further, that a Statement of Intent to Dissolve shall be executed on behalf of this Association by its Chairman, its Fair Manager and its Treasurer/Assistant Secretary, which shall be then delivered to the Office of the Judge of Probate in Shelby County, Alabama for filing. Upon filing of this Statement of Intent to Dissolve, this Association shall cease to conduct its affairs except insofar as may be necessary for the winding up thereof, and shall proceed to collect its assets and apply and distribute them in the manner provided by the following Resolution.

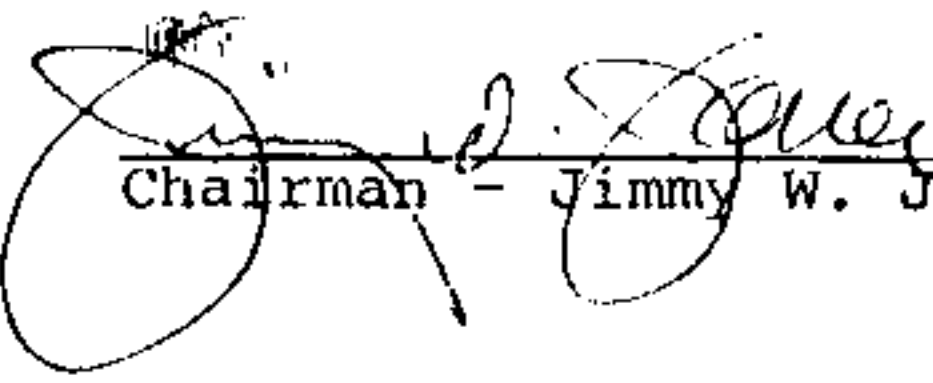
BE IT FURTHER RESOLVED by the membership of the Shelby County Fair Association, an Alabama nonprofit corporation, that the assets of this Association shall be distributed in accordance with Article 9 of the Amended Constitution and By-Laws of this Association. Accordingly, the assets of this Association are hereby transferred to the Kiwanis Club of Columbiana, Inc., an Alabama nonprofit corporation, to be used by Kiwanis Club of Columbiana for (a) improvement of the Shelby County Fair, (b) increasing the premium list and furthering the growth, expansion and usefulness of the Shelby County Fair, and (c) with the remainder of the accumulated profits on hand and future annual profits to be used for community betterment, for development of scholarships, and for civic, charitable, educational, religious and

eleemosynary activities, and other similar uses and purposes; provided, however, that none of the assets hereby transferred to said Kiwanis Club of Columbiana are to be used to finance the administration of said Kiwanis Club of Columbiana.

There being no further business to come before the meeting, the same was adjourned on motion duly made, seconded and unanimously passed.

  
Secretary - Wade H. Morton, Jr.

APPROVED:

  
Chairman - Jimmy W. Jones

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# State of Alabama

SHELBY

## County

### CERTIFICATE OF DISSOLUTION

OF

SHELBY COUNTY FAIR ASSOCIATION, INC., an Ala. nonprofit Corporation

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Dissolution Corporation of Shelby County Fair Association, Inc., an Ala. nonprofit/, duly signed and verified pursuant to the provisions of Section 10-3A-144 of the Alabama

nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Dissolution Corporation of Shelby County Fair Association, Inc., An Ala. nonprofit/, and attaches hereto a duplicate original of the Articles of Dissolution

GIVEN Under My Hand and Official Seal on this the 20<sup>th</sup> day of May, 1987.

*Thomas A. Snowden, Jr.*

Judge of Probate

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1987 MAY 20 PM 2:41

*Thomas A. Snowden, Jr.*  
JUDGE OF PROBATE

#### RECORDING FEES

Recording Fee \$ 5.00

Index Fee 1.00

TOTAL \$ 6.00

