

STATE OF ALABAMA

SHELBY COUNTY

3120  
ARTICLES OF DISSOLUTION  
OF

SPRATLIN AND EDWARDS CONSTRUCTION CO. INC.

Pursuant to the provisions of Section 10-2A-190 of the Code of Alabama, the following Articles of Dissolution are executed for the purpose of dissolving Spratlin and Edwards Construction Co. Inc.:

FIRST: The name of the Corporation is Spratlin and Edwards Construction Co. Inc. The Articles of Incorporation of the Corporation were recorded in the Office of the Judge of Probate of Shelby County, Alabama in Book 29, Page 187.

SECOND: A statement of intent to dissolve the Corporation was filed with the Judge of Probate of Shelby County, Alabama on <sup>October</sup> ~~September~~ 16<sup>th</sup>, 1989, pursuant to the provisions of Section 10-2A-183 of the Code of Alabama.

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

FOURTH: All remaining property and assets of the Corporation have been distributed among its shareholders, in accordance with their respective rights and interests.

77  
PAGE  
040  
BOOK  
Terry E. Turpin  
500 Southland Dr. Suite 104  
Houder Plaza Bldg.

FIFTH: There are no suits pending against the Corporation in any court.

SPRATLIN AND EDWARDS CONSTRUCTION CO. INC.

By: Neal F. Spratlin  
Neal F. Spratlin  
President/ V. Pres.  
Sec./Treas.

STATE OF ALABAMA     )  
                                  )  
Shelby COUNTY     )

I, the undersigned, a Notary Public, do hereby certify that on this 6<sup>th</sup> day of September, 1989, personally appeared before me Neal F. Spratlin, who, being by me first duly sworn, declared that he is the President and Vice President of Spratlin and Edwards Construction Co. Inc., that he signed the foregoing document as the President and Vice President of the Corporation, and that the statements therein contained are true.

Stanley E. King  
Notary Public

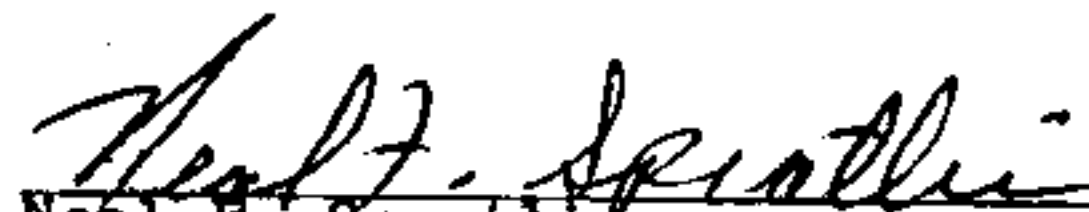
My Commission Expires: 4/22/91

BOOK 040 PAGE 78

VERIFICATION

I, Neal F. Spratlin, Secretary of Spratlin and Edwards Construction Co. Inc. hereby certify that all statements and facts set forth in the foregoing Articles of Dissolution of Spratlin and Edwards Construction Co. are true and correct.

This 6<sup>th</sup> day of <sup>October</sup> ~~September~~ 1989.

  
Neal F. Spratlin  
Secretary of Spratlin and Edwards  
Construction Co. Incc.

MINUTES OF A JOINT SPECIAL MEETING  
OF THE BOARD OF DIRECTOR.  
AND STOCKHOLDER OF  
SPRATLIN AND EDWARDS CONSTRUCTION CO. INC.

A special joint meeting of the Board of Director and Stockholder of Spratlin and Edwards Construction Co. Inc. was held in Birmingham; Alabama, on September 15, 1989, at which meeting the following individual, who is the Director and Stockholder of Spratlin and Edwards Construction Co. Inc. was present in person, namely:

Neal F. Spratlin

Neal F. Spratlin presided and acted as Secretary.

Mr. Spratlin stated that the purpose of this meeting was to consider the liquidation and dissolution of Spratlin and Edwards Construction Co. Inc.


After a full discussion, the following Resolutions were unanimously adopted:

RESOLVED, by the Board of Director and Stockholder of Spratlin and Edwards Construction Co. Inc. that it is in the interest of Spratlin and Edwards Construction Co. Inc. and of its Stockholder that Spratlin and Edwards Construction Co. Inc. be liquidated within the current calendar year ending October 31, 1989 and to that end the President is instructed to execute such documents, bills of sale and transfers as may be needed to vest title to all of the assets of Spratlin and Edwards Construction Co. Inc. in its Stockholder, in exchange for the surrender, properly endorsed, of the stock certificates representing all of the capital stock of Spratlin and Edwards Construction Co. Inc., which stock certificates shall then be cancelled and shall not be reissued.

RESOLVED, FURTHER, that as soon as the assets have been transferred to the Stockholder, and a Certificate of Dissolution

has been filed with the Office of the Judge of Probate of Shelby County, Alabama, Spratlin and Edwards Construction Co. Inc. shall be dissolved and its corporate existence terminated.

There being no further business to come before the meeting, it was, on motion, duly adjourned.

  
Neal F. Spratlin  
President

  
Neal F. Spratlin  
Secretary

WAIVER OF NOTICE

I, the undersigned, who constitutes all of the Director and Stockholder of Spratlin and Edwards Construction Co. Inc., hereby waive notice of the time, place and purpose of the foregoing meeting and hereby approve the Minutes of said meeting.

  
Neal F. Spratlin  
Director and Stockholder

# State of Alabama

SHELBY

## County

CERTIFICATE OF DISSOLUTION

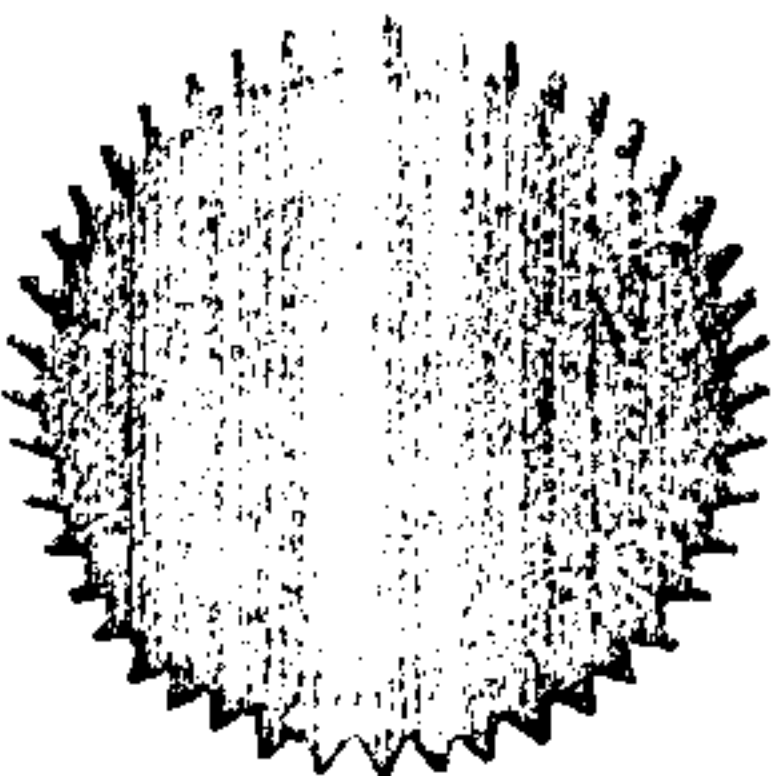
OF

SPRATLIN AND EDWARDS CONSTRUCTION CO. INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of SPRATLIN AND EDWARDS CONSTRUCTION CO. INC. duly signed and verified pursuant to the provisions of Section 10-2A-190 of the Alabama Business 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 of SPRATLIN AND EDWARDS CONSTRUCTION CO. INC., and attaches hereto a duplicate original of the Articles of DISSOLUTION.

GIVEN Under My Hand and Official Seal on this the 10th day of OCTOBER, 19 89.



STATE OF ALABAMA  
I CERTIFY THE  
INSTRUMENT WAS FILED

Judge of Probate

89 OCT 10 PM 2:30

Thomas A. Snowden, Jr.  
JUDGE OF PROBATE

Recd \$5.00  
Paid 3.00  
2.00