

207

STATEMENT OF INTENT TO DISSOLVE
Alabama Code # 10-2A-190
TO THE HONORABLE JUDGE OF PROBATE
IN AND FOR SHELBY COUNTY, ALABAMA

The undersigned, for the purposes of intending to dissolve a corporation under the Alabama Business Corporation Act, hereby states as follows:

1. The name of the corporation is J & E Incorporated
2. The names and respective addresses of its officers are as follows:

Jane McCary-President
3200 Tam Oshanter Lane
Birmingham, Alabama 35242

EDGAR 286
Gordon ~~Edward~~ Burton, Jr.
Secretary/Treasurer
3200 Tam Oshanter Lane
Birmingham, Alabama 35242

Douglas McCary-deceased

The names and respective addresses of its directors are as follows:

Jane McCary-President
3200 Tam Oshanter Lane
Birmingham, Alabama 35242

EDGAR 496
Gordon ~~Edward~~ Burton, Jr.
Secretary/Treasurer
3200 Tam Oshanter Lane
Birmingham, Alabama 35242

Douglas McCary-deceased

4. A copy of the written consent signed by the surviving shareholders of the corporation which is entitled Shareholders' Agreement for Dissolution of J & E Incorporated, is attached hereto as Exhibit A.

5. Such written consent, entitled Shareholders' Agreement for Dissolution of J & E Incorporated, attached hereto as Exhibit A has been signed by all surviving shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized.

Executed this the 27th day of March, 1990.

GRAYDON L. NEWMAN
ATTORNEY AT LAW

NEWMAN, MILLER, LEO & O'NEAL, P.C.

MEADOW BROOK CORPORATE PARK
SUITE 125
1200 CORPORATE DRIVE
BIRMINGHAM, ALABAMA 35242

OFFICE - 995-8111

Jane McCary
JANE MCCARY, PRESIDENT

Gordon Edward Burton, Jr.
GORDON EDWARD BURTON, JR., SEC/TRE.
EDGAR 496

STATE OF ALABAMA
SHELBY COUNTY

Personally appeared before me the undersigned authority, Jane McCary and Gordon Edward Burton, Jr., they being known to me, and being by me first duly sworn, depose and swear to the above facts, which they state and verify, are known to them of their own personal knowledge.

Sworn to and subscribed on this the 27th day of March, 1990.

Maitha O'Neal
Notary Public

SHAREHOLDERS AGREEMENT FOR DISSOLUTION OF J & E INCORPORATED

WHEREAS, the undersigned, being all of the holders of the capital stock of J & E Incorporated, 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 J & E Incorporated, hereby agree to the dissolution of the corporation;

2. RESOLVED FURTHER, that the officers and directors of J & E Incorporated, 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 and all of the corporation's assets and to execute any document or instruments necessary and incident thereto;

3. RESOLVED FURTHER, that the officers and directors of J & E Incorporated, 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 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 J & E Incorporated, 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 and the dissolution of the corporation.

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

Executed on the 12th day of March, 1990, at Shelby County, Alabama.

Gail S. Burton
WITNESS

Jane McCary
JANE MCCARY, PRESIDENT

Gail S. Burton
WITNESS

Gordon Edward Burton, Jr.
GORDON EDWARD BURTON, JR.,
SECRETARY/TREASURER

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

90 MAR 12 PM 12:59

William P. Thompson, Jr.
JUDGE OF PROBATE

5.00
3.00
8.00