

STATEMENT OF INTENT TO DISSOLVE

Cooley Enterprises Inc.

By Act of the Corporation

PURSUANT to the provisions of Section 10-2A-182, Code of Alabama, 1975, the undersigned corporation submits the following Statement of Intent to Dissolve such corporation.

FIRST: The name of the corporation is:

Cooley Enterprises Inc.

SECOND: The names and respective addresses of its officers are:

NAME	OFFICE	ADDRESS
<u>Archie D. Cooley</u>	President	<u>220 Cheshire Drive, Harpersville, AL 35078</u>
<u>Craig A. Cooley</u>	Vice-President	" " "
<u>Norma J. Cooley</u>	Secretary	" " "
	Treasurer	

THIRD: The names and respective addresses of its directors are:

<u>Michael Williams</u>	<u>20 Holly St. Auburn, Me.</u>
<u>LeAnn Williams</u>	" " "

FOURTH: A copy of the resolution adopted by the shareholders authorizing the dissolution of the corporation is attached hereto.

FIFTH: The number of shares outstanding at the time of such adoption was nove, and, if the shares of any class are entitled to vote as a class, the designation and number of outstanding shares of each such class:

CLASSSHARES OUTSTANDING

SIXTH: The number of shares voted for and against the resolution, respectively, and, if the shares of any class are entitled to vote as a class, the number of shares of each such class voted for and against the resolution, respectively.

CLASS (IF ANY)VOTED FORVOTED AGAINSTSTATE OF AlabamaCOUNTY OF Shelby

5
Archie D. Cooley
 its () President
Norma J. Cooley
 its () Secretary
Norma J. Cooley

I, Pearl Laxus, a notary public in and for said State, do hereby certify that Norma J. Cooley personally appeared before me, who, being first duly sworn, declared that he (she) is the secretary of Cooley Enterprises Inc. an Alabama corporation, that he (she) executed the forgoing document on behalf of the corporation and that the statements contained therein are true and correct. Dated this 4th day of March, 1997

Pearl Laxus
 Notary Public

My Commission expires 10-01-98

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MINUTES OF THE SPECIAL MEETING OF DIRECTORS

of

Cooley Enterprises Inc.

The special meeting of directors of the corporation was held at

on January 30 1992 at 4:00 P.M.

The following directors were present:

Craig Cooley
Arch D. Cooley Norma J. Cooley

being all the directors of the corporation and a quorum.

Arch Cooley was elected chairman of the meeting and Norma J. Cooley was elected secretary of the meeting.

The secretary then presented and read a waiver of notice of the meeting, subscribed by all the directors of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The chairman then stated that the meeting was called for the purpose of of intent to dissolve the corporation known as Cooley Enterprises, Inc. in as much as some⁽⁴⁾ of the shareholders had moved out of state, and one deceased. In as much as no business had been established and no assets accumulated and no debts outstanding no division was deemed necessary. The remaining property will (has already) been charged to Archie D. and Norma J. Cooley by an act on January 1, 1991. All share holders in agreement. Meeting closed.

Norma J. Cooley 1/30/92

92 MAR -4 AM 11:58

JUDGE OF PROBATE

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