

**ARTICLES OF DISSOLUTION**  
**OF**  
**DAILEY & BENNETT, P.C.**

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned for-profit corporation hereby submits the following Articles of Dissolution for the purpose of dissolving the corporation:

**ARTICLE I**

The name of the corporation is Dailey & Bennett, P.C.

**ARTICLE II**

The dissolution was authorized on the 7<sup>th</sup> day of October, 2010.

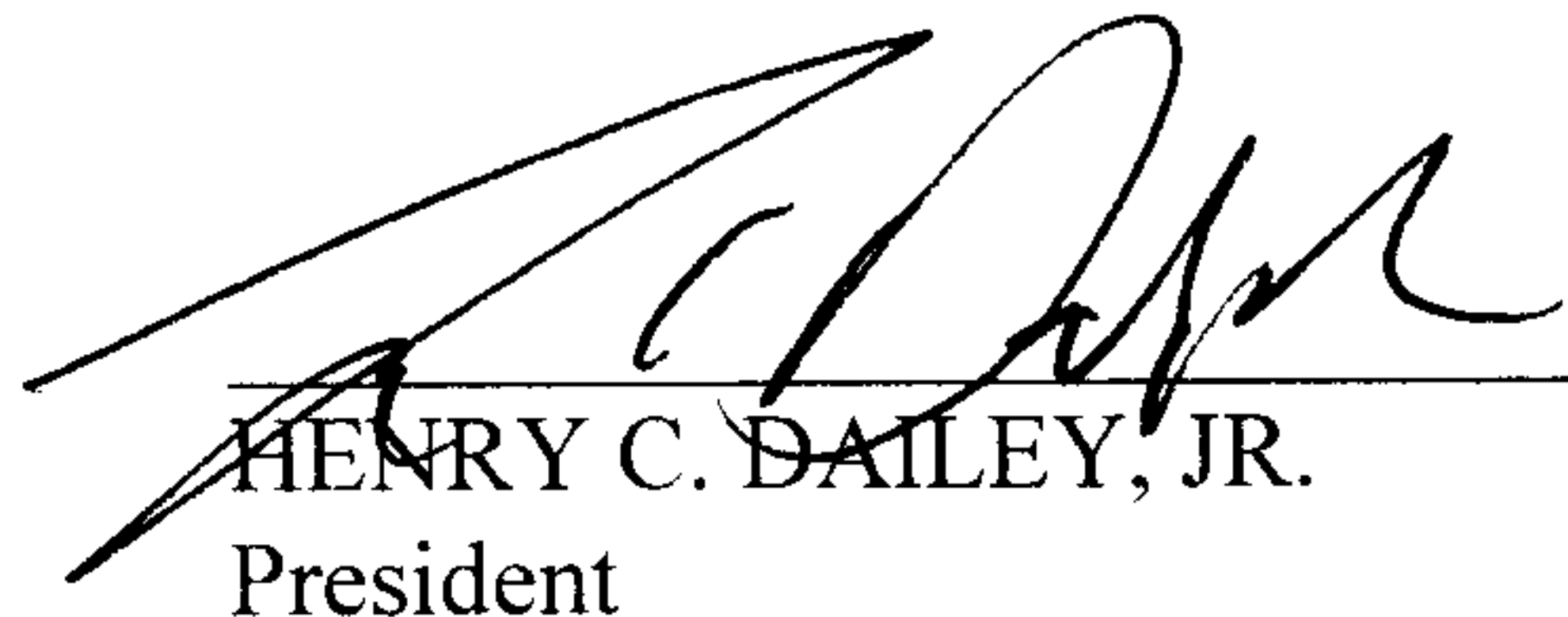
**ARTICLE III**

The shareholders approved the dissolution on the 7<sup>th</sup> day of October, 2010. The number of shares entitled to vote on the proposal to dissolve was One Thousand (1,000). The number of shares voted for dissolution was one thousand (1,000) and the number of shares voted against was none.

**ARTICLE IV**

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

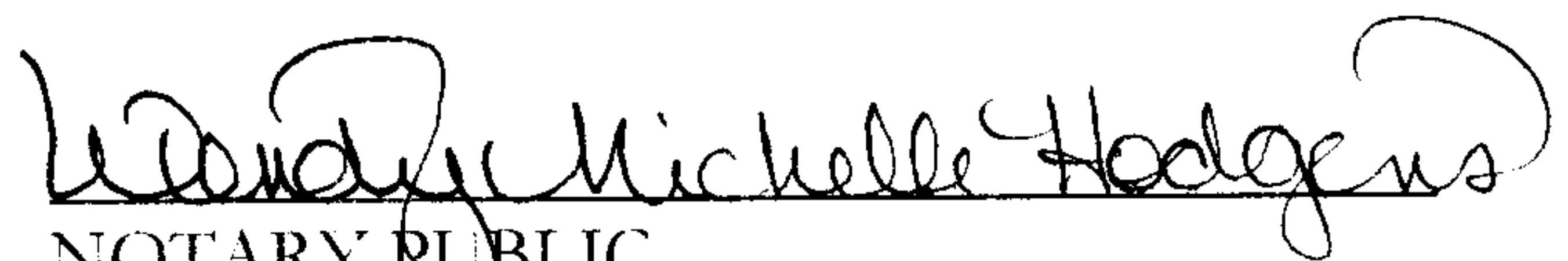
DATED this the 24<sup>th</sup> day of January, 2011.

  
HENRY C. DAILEY, JR.  
President

ACKNOWLEDGE AND SIGNED IN MY PRESENCE ON the 24<sup>th</sup> day of January, 2011.



20110204000039830 1/4 \$156.00  
Shelby Cnty Judge of Probate, AL  
02/04/2011 10:38:25 AM FILED/CERT

  
NOTARY PUBLIC

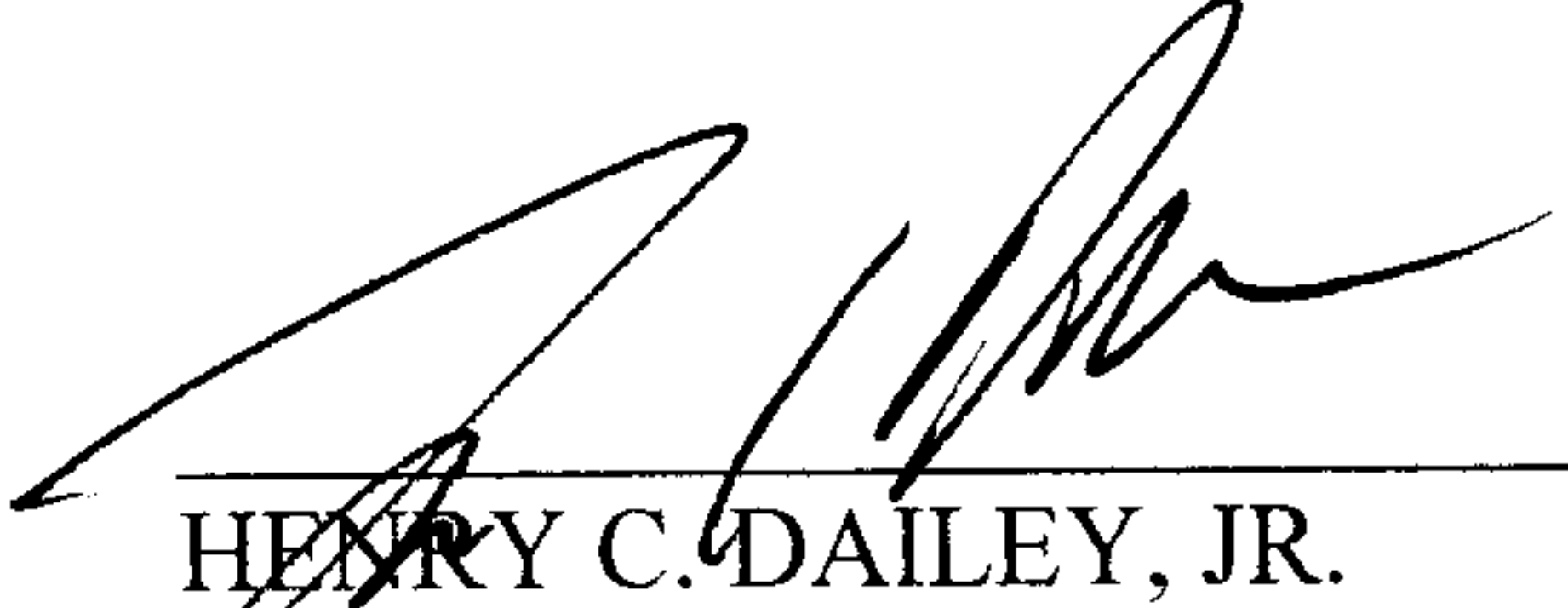
My commission expires

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: June 15, 2013  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

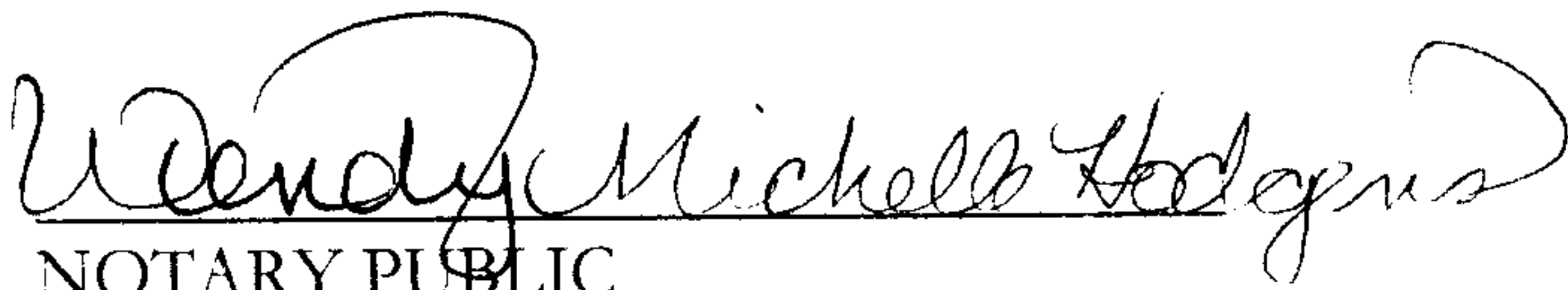
**CONSENT OF SHAREHOLDERS TO DISSOLUTION**  
**OF**  
**DAILEY & BENNETT, P.C.**

Pursuant to the Alabama Business Corporation Act, the undersigned, being all of the shareholders of Dailey & Bennett, P.C., a corporation organized and existing under the laws of the State of Alabama, hereby consent to the dissolution of said corporation, and do sign this Consent that it may be filed in the office of the Judge of Probate of Shelby County, Alabama, as provided by law.

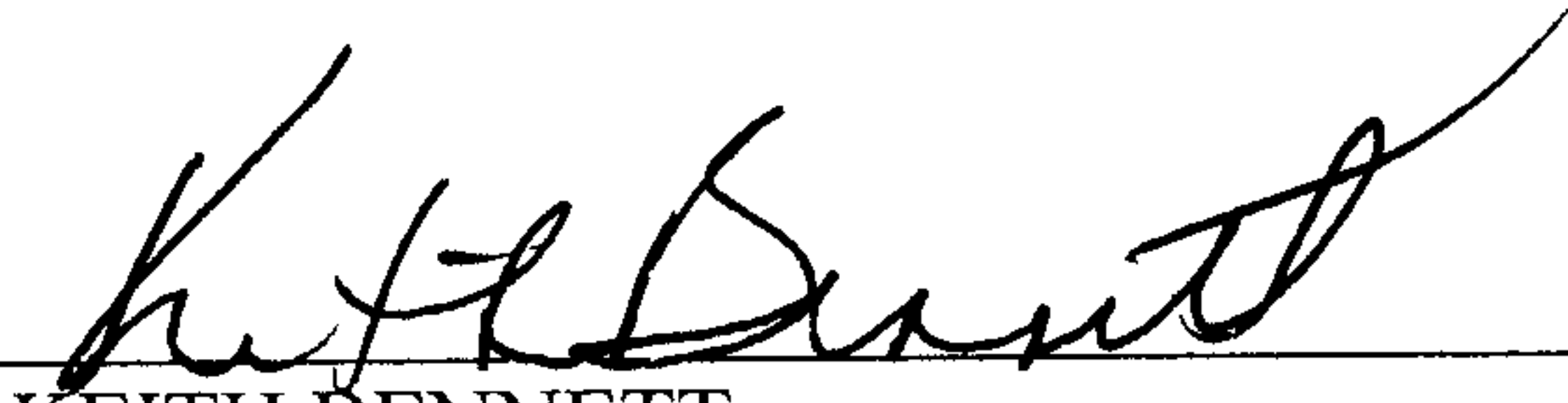
Dated this the 24<sup>th</sup> day of January, 2011.

  
HENRY C. DAILEY, JR.  
Shareholder

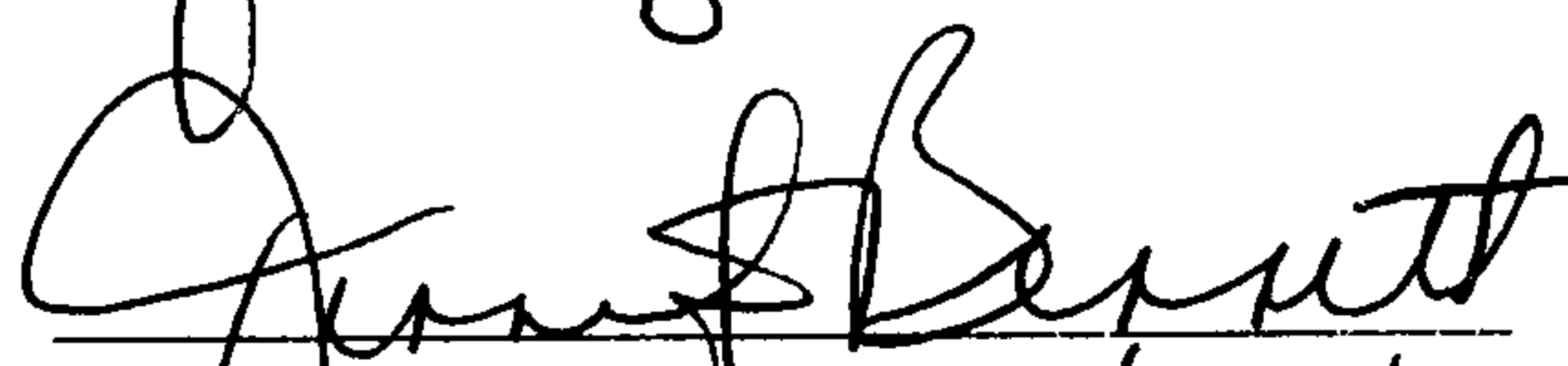
ACKNOWLEDGE AND SIGNED IN  
MY PRESENCE ON the 24<sup>th</sup> day of  
January, 2011.


  
NOTARY PUBLIC

My commission expires NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: June 15, 2013  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

  
D. KEITH BENNETT  
Shareholder

ACKNOWLEDGE AND SIGNED IN  
MY PRESENCE ON the 24<sup>th</sup> day of  
January, 2011.

  
NOTARY PUBLIC  
My commission expires: 7/30/13

  
20110204000039830 2/4 \$156.00  
Shelby Cnty Judge of Probate, AL  
02/04/2011 10:38:25 AM FILED/CERT





**ACTION OF THE SHAREHOLDERS**  
**OF DAILEY & BENNETT, P.C.**  
**ACTING BY UNANIMOUS WRITTEN**  
**CONSENT IN LIEU OF MEETING**

Pursuant to the Alabama Business Corporation Act, the undersigned, being all of the shareholders of Dailey & Bennett, P.C., acting by written consent in lieu of holding a meeting, hereby adopt the following resolutions:

WHEREAS, it is considered to be in the best interests of the corporation and its shareholders that the corporation be dissolved; therefore be it:

RESOLVED, that the shareholders hereby unanimously agree to the dissolution of the corporation and shall execute a written consent to such dissolution in order that it may be filed with Articles of Dissolution in the office of the Judge of Probate of Shelby County, Alabama;

FURTHER RESOLVED, that a plan of liquidation and distribution be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following:


That the proper officers of the corporation be, and they hereby are, authorized to sell or otherwise liquidate any or all of the tangible assets of the corporation, which in their judgment should be so sold or liquidated to facilitate the liquidation of the corporation;

That, after providing for all the proper debts of the corporation, the remaining assets of the corporation, including cash and furniture and fixtures, be distributed to the shareholders of the corporation;

That the proper officers of the corporation be, and they hereby are authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation, and the distribution of its assets to the shareholders;

That the foregoing actions providing for the complete liquidation of the corporation and the distribution of all its assets be commenced immediately and completed as soon as practicable; and

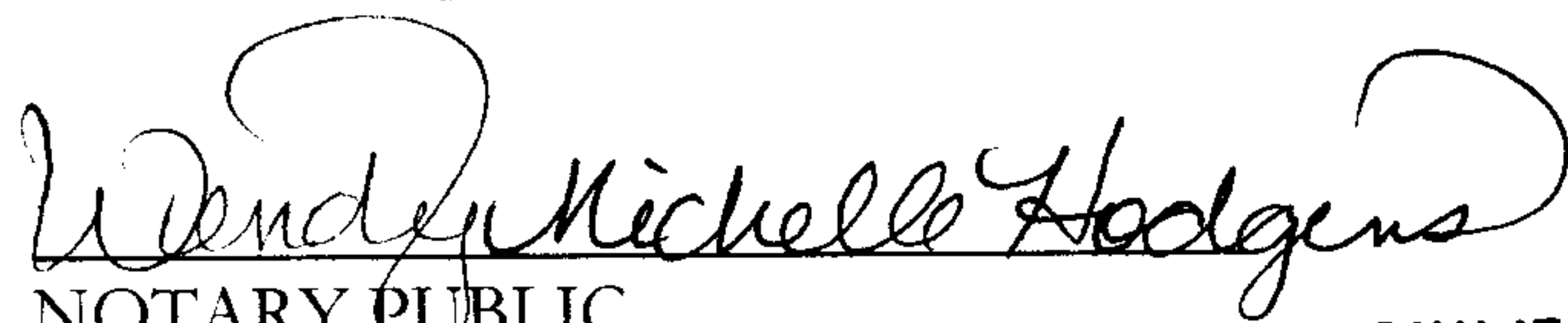
That the proper officers of the corporation be, and they hereby are, authorized and directed to file Articles of Dissolution, together with a written consent to dissolution, signed by all of the shareholders, in the Office of the Judge of Probate of Shelby County, Alabama.

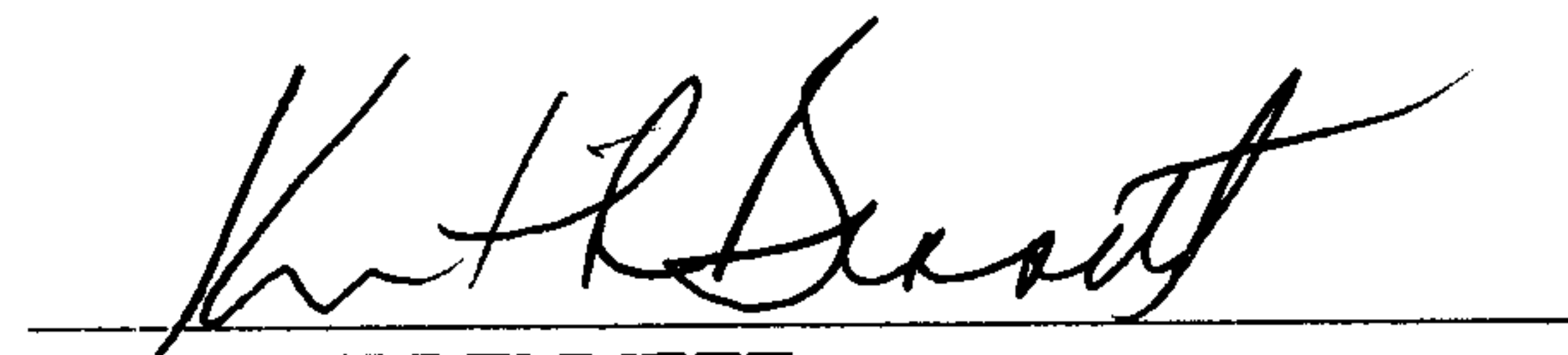
  
20110204000039830 3/4 \$156.00  
Shelby Cnty Judge of Probate, AL  
02/04/2011 10:38:25 AM FILED/CERT

IN WITNESS THEREOF, the undersigned shareholders have hereunto set their hands and seals this 24<sup>th</sup> day of January, 2011.

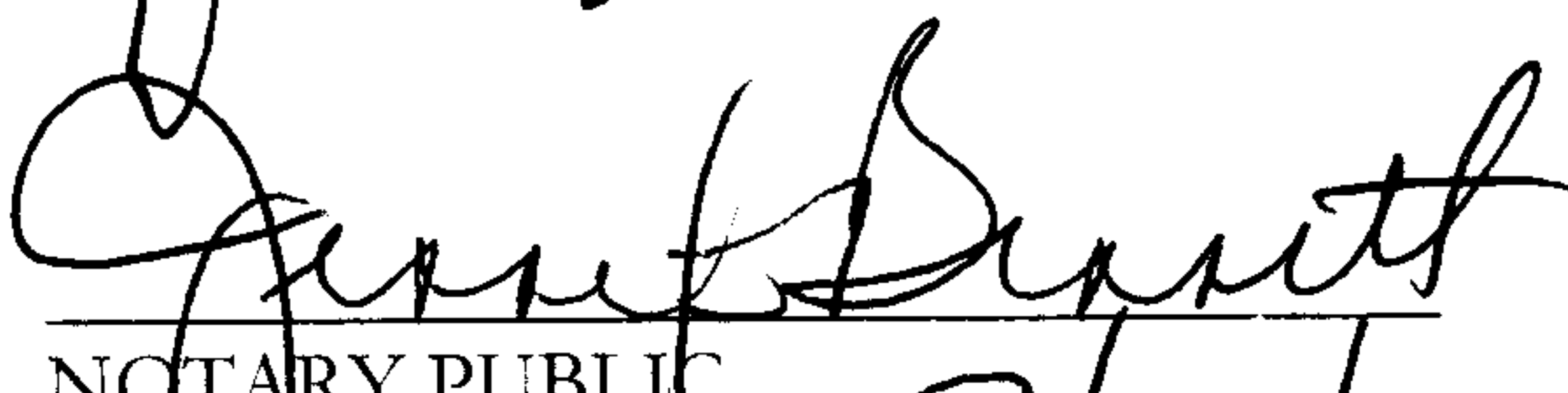
  
HENRY M. DAILEY, JR.  
Shareholder


ACKNOWLEDGE AND SIGNED IN  
MY PRESENCE ON the 24<sup>th</sup> day of  
January, 2011.

  
NOTARY PUBLIC  
My commission expires June 15, 2013  
NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: June 15, 2013  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

  
D. KEITH BENNETT  
Shareholder

ACKNOWLEDGE AND SIGNED IN  
MY PRESENCE ON the 24<sup>th</sup> day of  
January, 2011.

  
NOTARY PUBLIC  
My commission expires: 7/30/13

  
20110204000039830 4/4 \$156.00  
Shelby Cnty Judge of Probate, AL  
02/04/2011 10:38:25 AM FILED/CERT

