

STATE OF ALABAMA

DOMESTIC NON-PROFIT CORPORATION

STATEMENT OF INTENT TO DISSOLVE & ARTICLES OF DISSOLUTION GUIDELINES

INSTRUCTIONS: (PLEASE TYPE)

STEP 1: FILE ORIGINAL AND TWO COPIES WITH THE JUDGE OF PROBATE IN THE COUNTY WHERE THE NON-PROFIT CORPORATION'S ARTICLES OF INCORPORATION WERE FILED. ATTACH SECRETARY OF STATE AND JUDGE OF PROBATE FEES. THE JUDGE OF PROBATE'S COMBINED FILING FEE IS \$10. THE SECRETARY OF STATE'S FILING FEE IS \$0 FOR THE STATEMENT OF INTENT TO DISSOLVE & \$5 FOR THE ARTICLES OF DISSOLUTION.

PURSUANT TO 10-3A-140, CODE OF ALABAMA, 1975, THE UNDERSIGNED NON-PROFIT CORPORATION SUBMITS THE FOLLOWING STATEMENT OF INTENT TO DISSOLVE.

Statement I The name of the corporation:

ALABAMA REPUBLICAN ASSEMBLY

Statement II Attach the names & addresses of the officers.

Statement III Attach the names & addresses of the directors.

Statement IV If the members are entitled to vote, attach a statement setting forth the date of the meeting of members at which a resolution to dissolve was adopted with a quorum present and at least a two-thirds vote.

OR

Attach a statement that such resolution was adopted by written consent of all members entitled to vote.

Statement V If there are no members or no members are entitled to vote, attach a statement of this fact, stating the date of the Board of Directors meeting at which the resolution was adopted and that the resolution was adopted by a majority vote of the directors.

Elaine D. Little
✓ President or ☐ Vice President (Check one)

Judy Berneske
✓ Secretary or ☐ Assistant Secretary (Check one)

PURSUANT TO 10-3A-144, CODE OF ALABAMA, 1975, THE UNDERSIGNED NON-PROFIT CORPORATION SUBMITS THE FOLLOWING ARTICLES OF DISSOLUTION.

Article 1 The name of the corporation:

ALABAMA REPUBLICAN ASSEMBLY

Article II The statement of Intent to Dissolve the corporation is being filed simultaneously with these Articles of Dissolution with the Judge of Probate of Shelby County on 5-6, 2011.

Article III All debts, obligations, and liabilities of the corporation have been paid and discharged or that adequate provisions have been made therefor.

Article IV All remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of this chapter.

Article V There are no suits pending against the corporation in any court and adequate provision has been made for the satisfaction of any judgement, order or decree which may be entered against it in any pending suit.

Elaine D. Little
✓ President or ☐ Vice President (Check one)

Judy Berneske
✓ Secretary or ☐ Assistant Secretary (Check one)

I, Myron W. Freeman, a notary public in and for said State, do hereby certify that Elaine D. Little, Judy Berneske personally appeared before me, who being duly sworn, declared that he/she is the president/secretary of the above named Alabama nonprofit corporation, that he/she executed the foregoing document on behalf of the corporation and that the statements contained therein are true and correct, this 5th day of May, 2011.

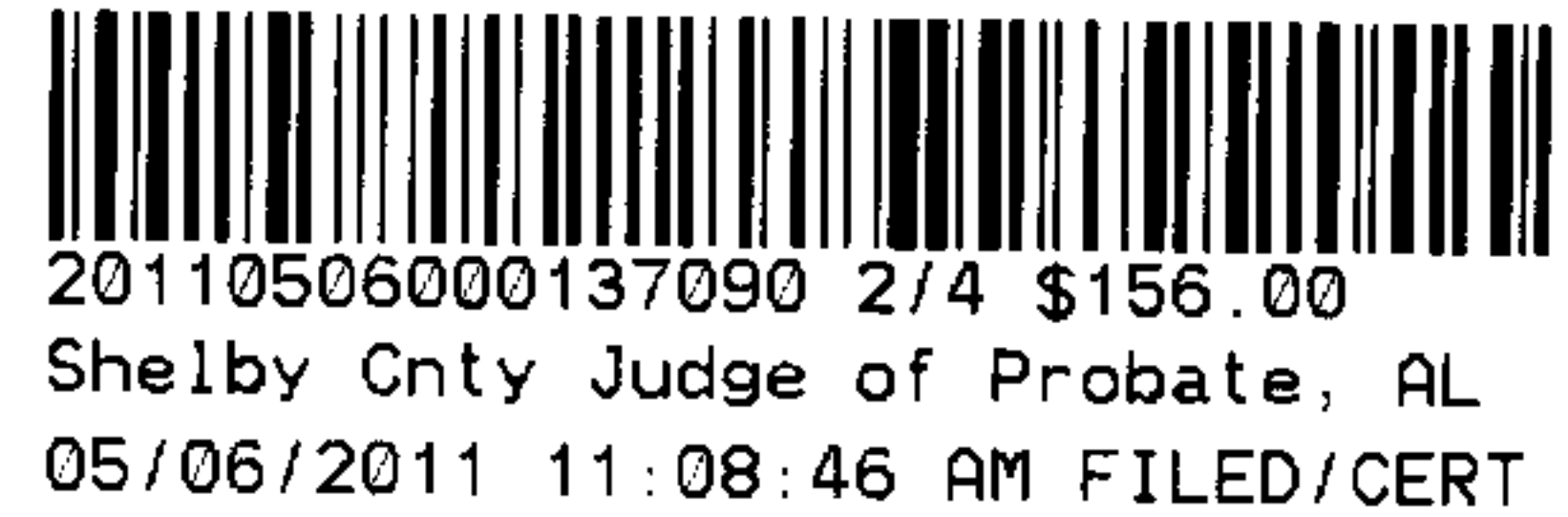
5-5-2011

Date

Rev. 4/2000

Myron W. Freeman
Signature of Notary/Commission Expiration

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES July 6, 2011
I HEREBY CERTIFY THAT I AM A NOTARY PUBLIC UNDER THE



Statement of Intent to Dissolve

Statement I Name: Alabama Republican Assembly

Statement II Names and addresses of officers

Elaine D. Little 188 Weatherly Way
Pelham, AL 35124

Rick Needham 2013 Vesthaven Way
Vestavia, AL 35216

Judy Berneske 714 Crowne Reserve Drive
Hoover, AL 35244

Statement III Names of members entitled to vote.

Same as above

Statement IV The only members at the present time in good standing and entitled to vote are the officers listed above and acting as the Board of Directors of the corporation. The Board met on May 3, 2011 and voted unanimously to dissolve the non-profit corporation. See minutes

Articles of Dissolution

Provisions for distribution of assets after payment of dissolution fees will be made in accordance with minutes of the last meeting of the Board. See minutes

There are no suits pending against the corporation in any court.

Elaine D. Little, President



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Shelby Cnty Judge of Probate, AL
05/06/2011 11:08:46 AM FILED/CERT

MINUTES
Alabama Republican Assembly (ALRA)
Executive Committee Meeting
Tuesday, May 3, 2011
Meeting room of Bruno's on Hwy. 31 in Hoover

Attending were: Elaine Little, Rick Needham and Judy Berneske.

The meeting was opened with the Pledge of Allegiance. We dispensed with the minutes from the last meeting.

Discussion ensued on the status of the Alabama Republican Assembly, including membership and charter requirements.

Elaine Little made a motion that:

1. the non-profit corporation Alabama Republican Assembly be dissolved in accordance with Alabama law,
2. the charter of the Alabama Republican Assembly be relinquished to the National Federation of Republican Assemblies in accordance with NFRA bylaws, Article 6, Section 6.21 and any local groups be disbanded, and
3. all remaining funds of the ALRA and CARA be donated to the Faith and Family Values Coalition of Alabama.

Rick Needham seconded the motion. It was passed unanimously. The meeting was then adjourned.

Submitted by Secretary Judy Berneske.

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State of Alabama Shelby County

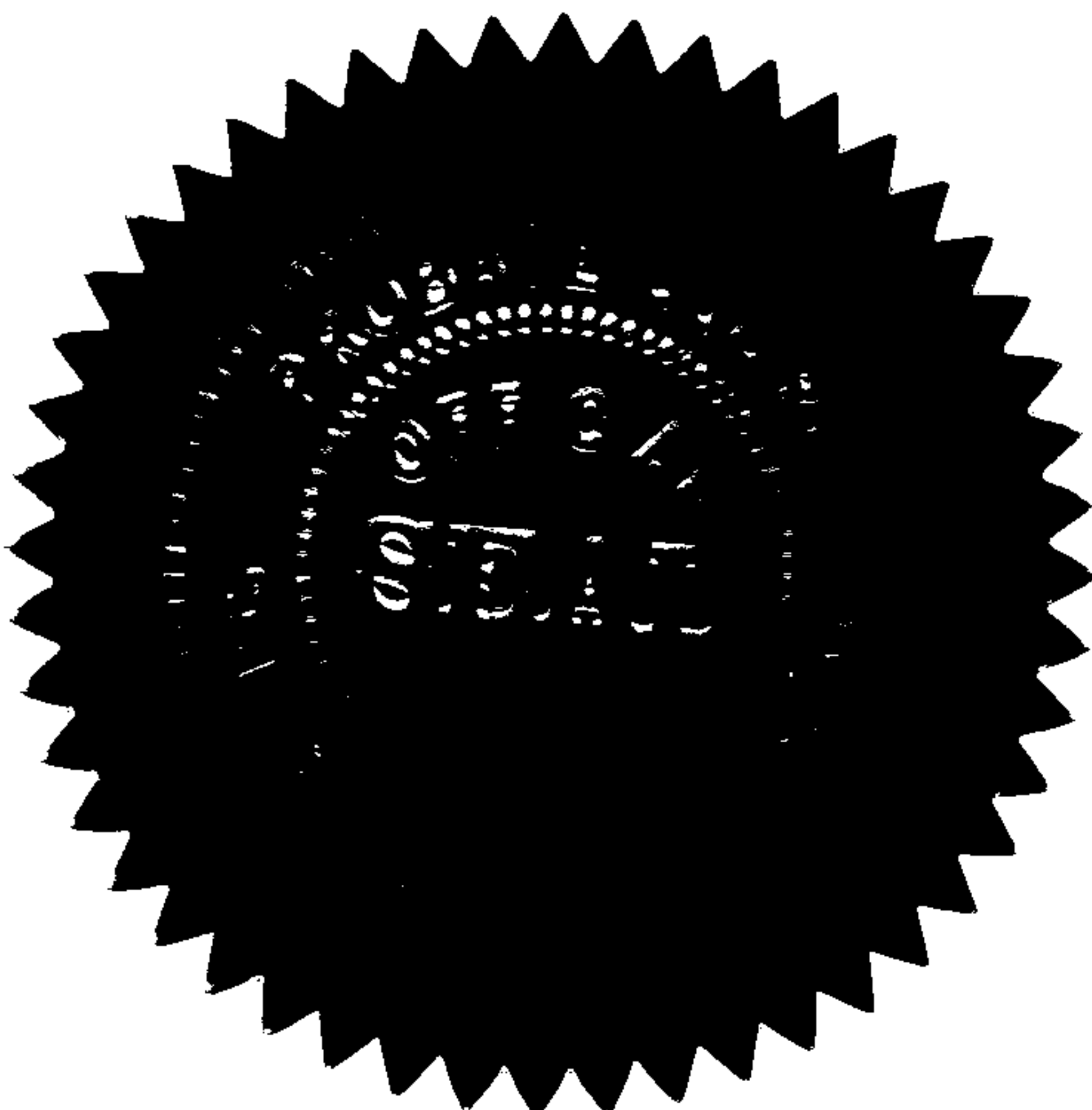
Certificate of Dissolution

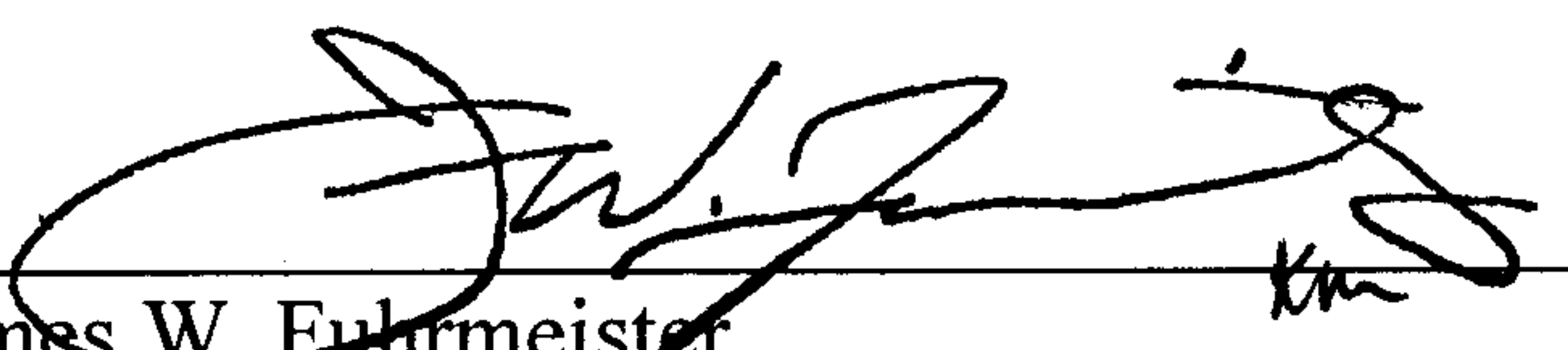
Of ALABAMA REPUBLICAN ASSEMBLY

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Dissolution of ALABAMA REPUBLICAN ASSEMBLY duly signed and verified pursuant to the provisions of Section NON PROFIT 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 ALABAMA REPUBLICAN ASSEMBLY. and attaches hereto a duplicate original of the Articles of Dissolution.

Given under my hand and Official Seal on
this the 6th day of May, 2010




James W. Fuhrmeister
Judge of Probate