

STATE OF ALABAMA

**DOMESTIC BUSINESS CORPORATION
ARTICLES OF DISSOLUTION**

PURPOSE: In order to dissolve a Business Corporation (formerly known as For-Profit Corporation) under Section 10A-1-9.11 and 10A-2-14.03 of the Code of Alabama 1975 these Articles of Dissolution and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. The information required in this form is required by Title 10A.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the **Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fees along with a certified copy of the Articles of Dissolution to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name or number. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your dissolution will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



20121227000494990 1/3 \$156.00
Shelby Cnty Judge of Probate, AL
12/27/2012 01:26:19 PM FILED/CERT

(For County Probate Office Use Only)

This form must be typed or laser printed.

1. The name of the corporation as recorded on the Certificate of Formation:

BCSold, Inc.

2. Alabama Entity ID Number (Format: 000-000): 264 - 370 **INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

This form was prepared by: (type name and full address)

Christine Whitley
5680 Cahaba Valley Road
Birmingham, AL 35242

(For SOS Office Use Only)

DOMESTIC BUSINESS CORPORATION ARTICLES OF DISSOLUTION

3. The date the dissolution was authorized: 12 / 26 / 2012 (format MM/DD/YYYY)

Item 4, 5, or 6 MUST be checked/completed with any appropriate attachments.

4. ☐ The dissolution was approved by the shareholders. The number of votes entitled to be cast on the proposal to dissolve was _____ (this information is required for item a or b). Complete one of the following:
- a. The total number of votes cast for dissolution was _____ and the total number of votes cast against dissolution was _____.
- b. The total number of undisputed votes cast for dissolution was _____ which was a sufficient number of votes to approve dissolution.
5. ☐ Dissolution by voting groups was required, the information required in item 4 above is provided for each voting group and is attached to and made part of this Articles of Dissolution document.
6. ☒ The dissolution was approved by written consent of all shareholders under Section 10A-2-14.02(f) and a copy of the written consent or consents signed by all the shareholders of the corporation is attached to and made part of this Articles of Dissolution document.
7. The Articles of Dissolution are effective on the date the document is recorded in the Office of the Judge of Probate. The corporation may file a Revocation of Dissolution with the Office of the Judge of Probate within 120 days of the effective date. After the 120 days for Revocation lapse, a corporation cannot revoke or reinstate it must be filed as a new Certificate of Formation.

12 / 26 / 2012
Date (MM/DD/YYYY)



Signature as required by 10A-2-1.20

William M. Whitley

Typed Name of Above Signature

President

Typed Title/Capacity to Sign under 10A-2-1.20

**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS
OF
BCSold, Inc.
December 26, 2012**

The undersigned, being all the members of the Board of Directors and all the shareholders of BCSold, Inc., an Alabama corporation ("Corporation"), formerly known as Excel MD, Inc., acting jointly by unanimous written consent in lieu of a special meeting, hereby make the following recitals and adopt the following resolutions:

Dissolution

WHEREAS, the assets of the Corporation were sold in 2011 and the Corporation has not operated since that time;

NOW THEREFORE, BE IT RESOLVED, that all shareholders and members of the Board of Directors hereby authorize William M. Whitley, as the President of the Corporation, to file and execute the Articles of Dissolution and to take all other actions necessary to close the Corporation.

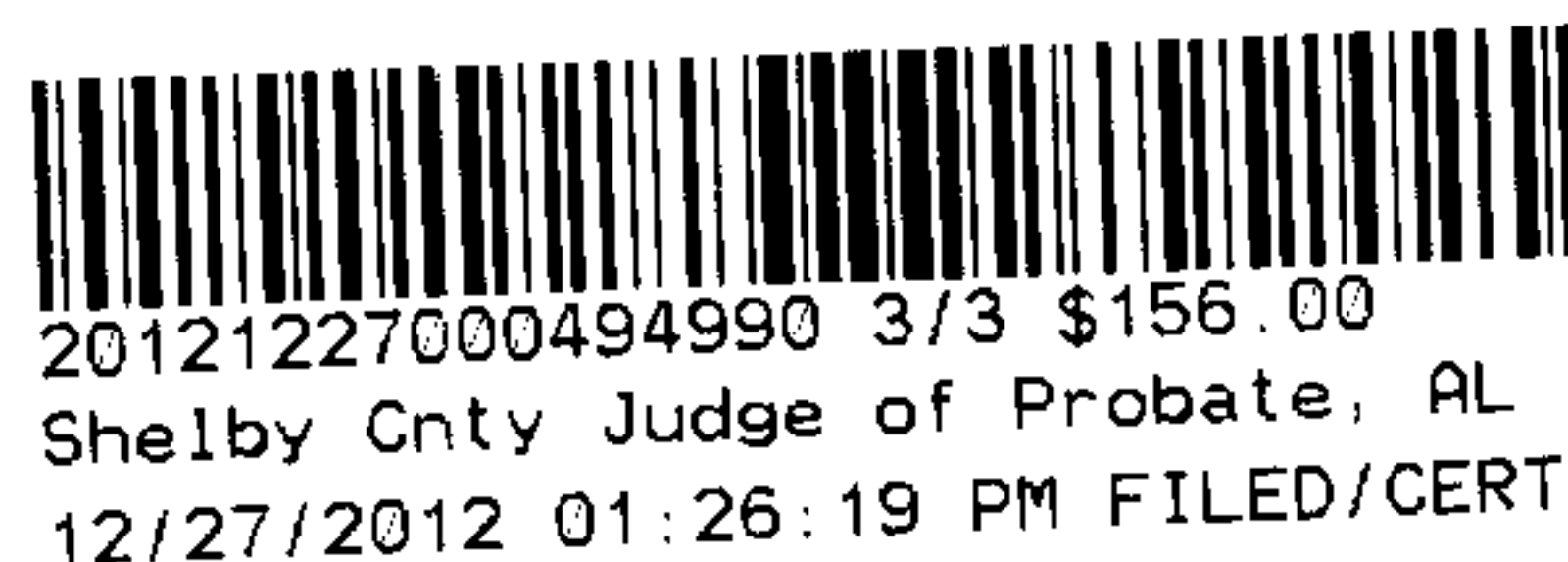
General

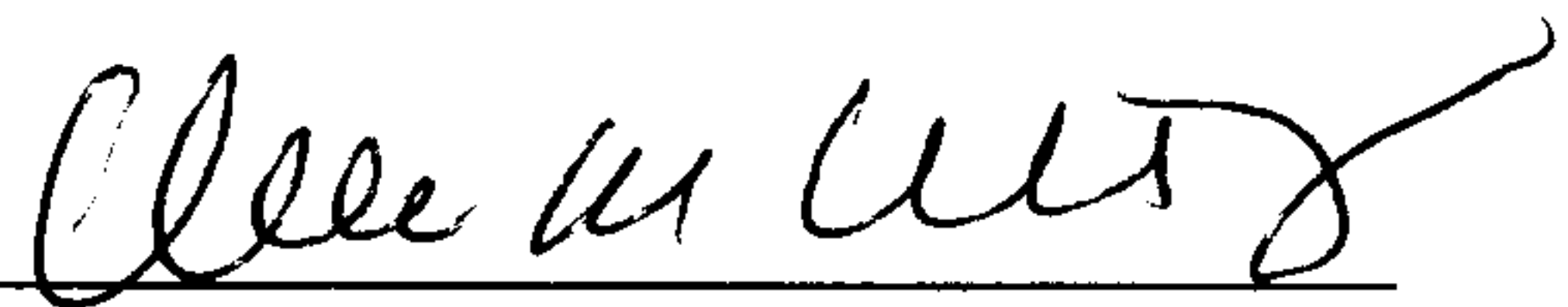
RESOLVED FURTHER, that any notices required under the Alabama Business Corporation Law or the Corporation's governing documents for the meeting(s) of the Board of Directors and the shareholders of the Corporation which would have been held but for this Joint Action by Unanimous Written Consent ("Written Consent") are hereby waived; and

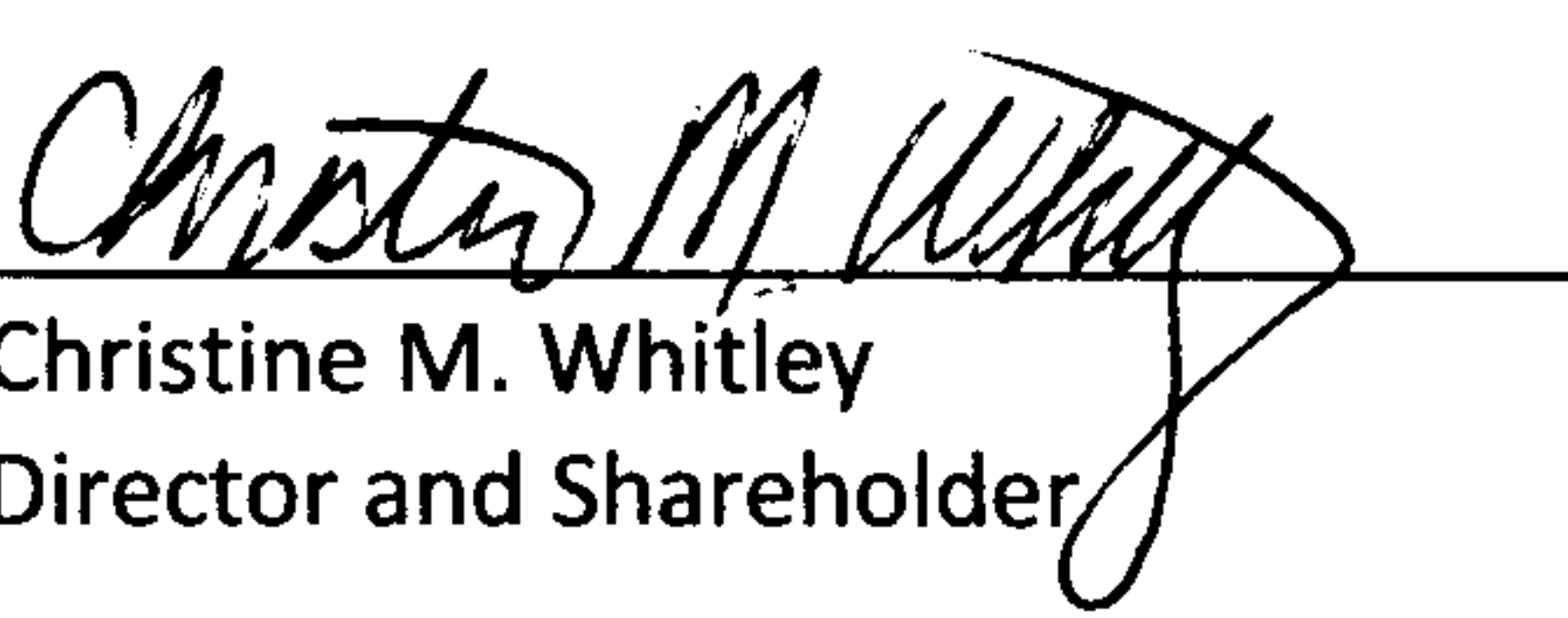
RESOLVED FURTHER, that this Written Consent be filed with the minutes of the proceedings of the Board of Directors and the shareholders of the Corporation.

Each director and shareholder may execute a separate counterpart of the Written Consent, and all counterparts when taken together will constitute the Written Consent. This Written Consent may be executed and delivered by facsimile or other electronic means.

IN WITNESS WHEREOF, the undersigned, being all of the directors and shareholders of BCSold, Inc., have executed this Joint Action by Unanimous Written Consent, effective as of the date first above written.




William M. Whitley
Director and Shareholder


Christine M. Whitley
Director and Shareholder