

**CERTIFICATE OF TERMINATION
of
SSD INSULATION, INC.**

20141230000409140 1/7 \$158.00
Shelby Cnty Judge of Probate, AL
12/30/2014 04:16:14 PM FILED/CERT

The undersigned, **SSD Insulation, Inc.**, a corporation organized and existing under the laws of the State of Alabama (the "Corporation"), does hereby adopt the following Certificate of Termination:

ARTICLE I

The name of the Corporation is "**SSD Insulation, Inc.**".

ARTICLE II

The termination of the Corporation was authorized as of December 23, 2014.

ARTICLE III

The termination was approved pursuant to an Action by Unanimous Written Consent in Lieu of Special Meeting of the Shareholders of the Corporation dated as of December 23, 2014. A conformed copy of said Action by Written Consent is attached hereto as ***Exhibit A*** and incorporated herein by reference.

ARTICLE IV

The termination of the Corporation is to be effective upon the filing of this Certificate of Termination in the Office of the Judge of Probate of Shelby County, Alabama.


IN WITNESS WHEREOF, the undersigned has executed this Certificate of Termination as of December 23, 2014.

SSD INSULATION, INC.

By: 
Stanley Smith
Its President

This instrument prepared by:
Melissa H. Yan, Esq.
Dominick Feld Hyde, P.C.
1130 22nd Street South
Ridge Park, Suite 4000
Birmingham, Alabama 35205

EXHIBIT A



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**ACTION BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING OF
THE SOLE SHAREHOLDER OF
SSD INSULATION, INC.**

The undersigned, being the sole Shareholder of SSD Insulation, Inc., an Alabama corporation (the "Corporation"), does hereby (i) consent to and adopt the following resolutions as of the date hereof, which resolutions shall have the same force and effect as if adopted by unanimous affirmative vote at a special meeting of the Corporation's sole shareholder duly called and held; (ii) waive all requirements of notice; and (iii) direct that this Action by Unanimous Written Consent be filed with the minutes of the proceedings of the Corporation:

RESOLVED, that the Corporation shall be terminated, and that the officers of this Corporation are hereby authorized and directed to execute such Certificate of Termination as such officers, upon the advice of counsel, shall deem necessary or appropriate to accomplish the termination of the Corporation and to file same in the Office of the Judge of Probate of Shelby County, Alabama, their authority to do so to be conclusively evidenced thereby.


RESOLVED, that the officers and Board of Directors of the Corporation are hereby authorized and directed to execute and deliver any and all further documents, and to do any and all further things, all on behalf of the Corporation, as they, in their sole discretion, may deem necessary or desirable to effectuate the purposes of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned has executed this Action by Unanimous Written Consent as of the 23rd day of December, 2014.

SOLE SHAREHOLDER



Stanley Smith


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**ACTION BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
SSD INSULATION, INC.**

The undersigned, being all the Directors of SSD Insulation, Inc., an Alabama corporation (the "Corporation"), do hereby (i) consent to and adopt the following resolutions as of the date hereof, which resolutions shall have the same force and effect as if adopted by unanimous affirmative vote at a special meeting of the Corporation's Board of Directors duly called and held; (ii) waive all requirements of notice; and (iii) direct that this Action by Unanimous Written Consent be filed with the minutes of the proceedings of the Corporation:

WHEREAS, the Corporation is being terminated pursuant to an Action by Unanimous Written Consent of the Sole Shareholder dated December 23, 2014;

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation and of its shareholder that the liquidation of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution;

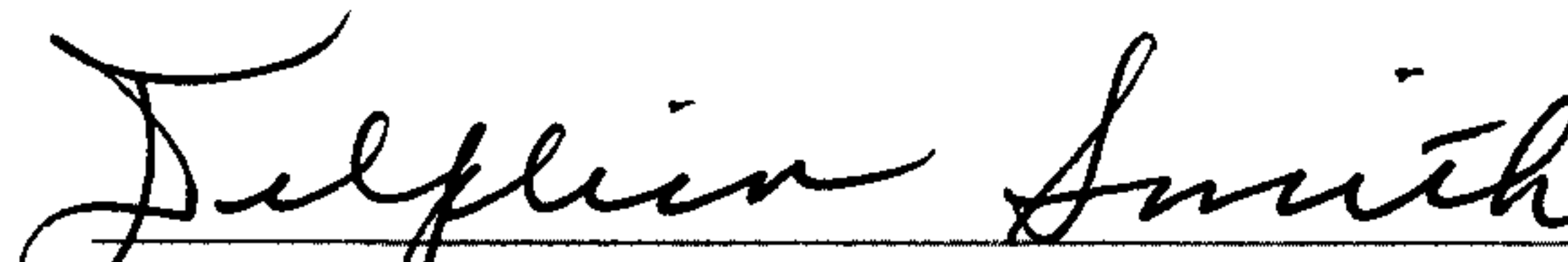
WHEREAS, a proposed plan of liquidation and distribution of assets has been presented to and considered by this Board; and

WHEREAS, this Board has determined that it is in the best interests of the Corporation and of its shareholder that the proposed plan be approved by this Board.

RESOLVED, that the *Plan of Liquidation and Distribution of Assets*, a copy of which is attached to this resolution, as ***Exhibit A*** is approved.

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent as of December 23, 2014.


Stanley Smith

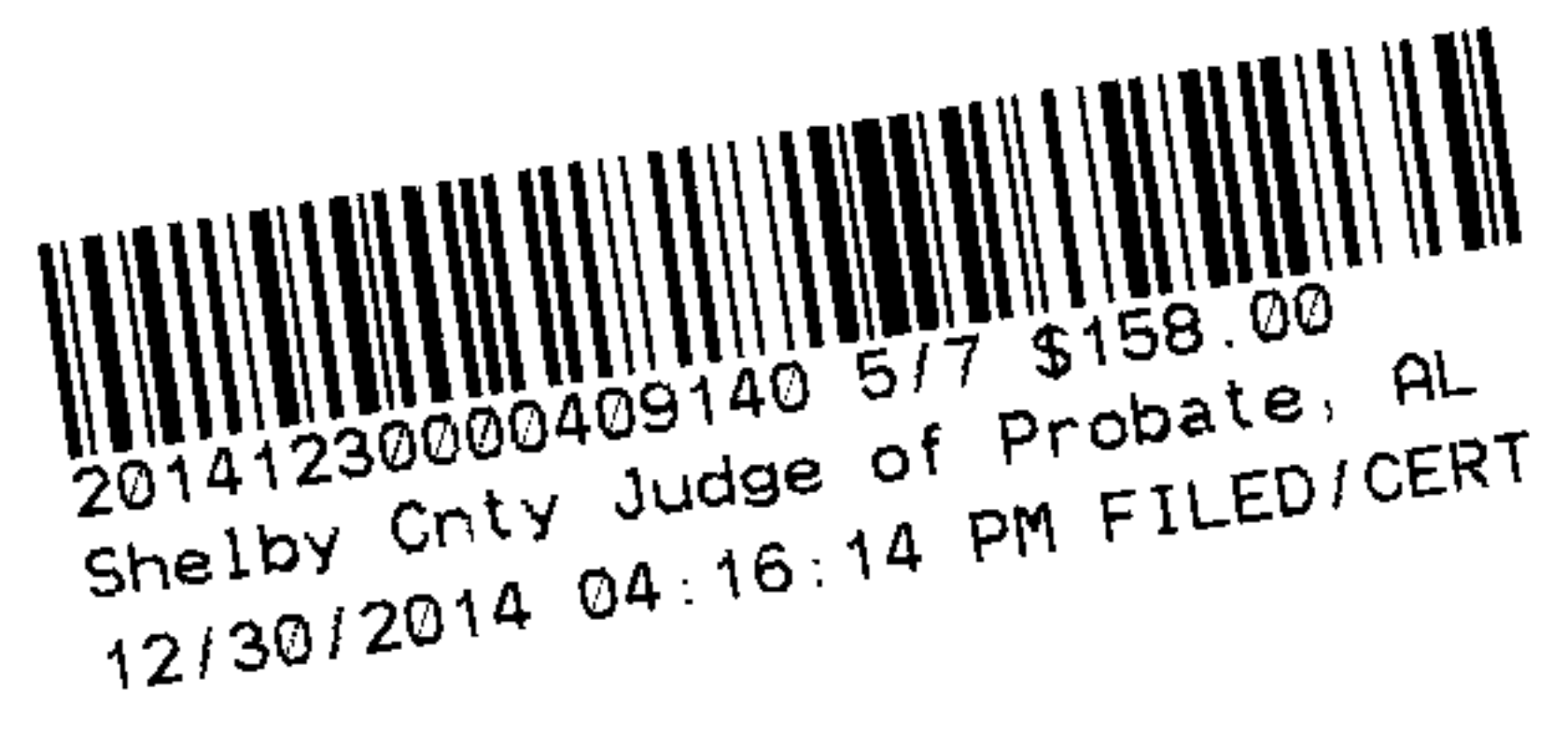

Delphia Smith



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EXHIBIT A

Plan of Liquidation and Distribution of Assets



**PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS
OF
SSD INSULATION, INC.**

Authorization for Dissolution

On December 23, 2014, the sole shareholder of the Corporation approved a resolution by unanimous written consent that the Corporation be terminated upon the date of the filing of the Certificate of Termination with the Probate Court of Shelby County, Alabama and the Board of Directors approved a resolution by unanimous written consent that a plan of liquidation and distribution of the assets of the Corporation be adopted.

Approval and Adoption of the Plan

The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation and of its shareholder that the liquidation of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution, under which **SSD Insulation, Inc.** shall be completely liquidated and terminated, all of its known debts and liabilities be paid or otherwise provided for, and all of its remaining property and assets shall be distributed to its shareholders, according to their respective interests, in complete redemption and cancellation of all of the Corporation's shares. This plan shall become effective on the later of the effective date of the termination pursuant to the Certificate of Termination or the date of the approval of the plan by the Board of Directors, which date shall hereinafter be called the "Effective Date."

Cessation of Business

After the Effective Date, the Corporation shall cease to carry on business, except that appropriate to wind up and liquidate its business and affairs, including that set forth in 10A-2-14.05.

Set Aside for Taxes, Contingent Liabilities and Expenses

After the effective date, the Board of Directors and the Officers of the Corporation shall set aside a sum sufficient to make an estimated minimum prepayment of corporate income tax due for the fiscal year ending 2014 and any other amounts that are expected to be used for the payment of unascertained or contingent liabilities and expenses of the Corporation, including liabilities for other taxes and expenses of liquidation and termination. Any amount remaining in the reserve fund after payment of these liabilities and expenses shall be distributed to the shareholders according to their respective interests.

Distribution of Assets

After payment of, or provision for, all of the known debts and liabilities of the Corporation, the Board of Directors and officers of the Corporation shall distribute the remaining corporate assets to the shareholders of record in the following manner: (1) with respect to any cash, by distributing to each shareholder a proportion of the cash equal to the proportion that the shares owned by the shareholder on the effective date bears to the total issued and

outstanding shares of the Corporation; and (2) with respect to assets other than cash, by distributing to each shareholder an undivided interest in each of the assets equal to the proportion that the shares owned by the shareholder on the effective date bears to the total issued and outstanding shares of the Corporation.

Powers of Directors and Officers

The Board of Directors and the officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its termination, including the execution of such instruments as may be required to vest title to the assets in the shareholders and the execution of all documents required by law to be filed to effect the termination of the Corporation.

Shareholders

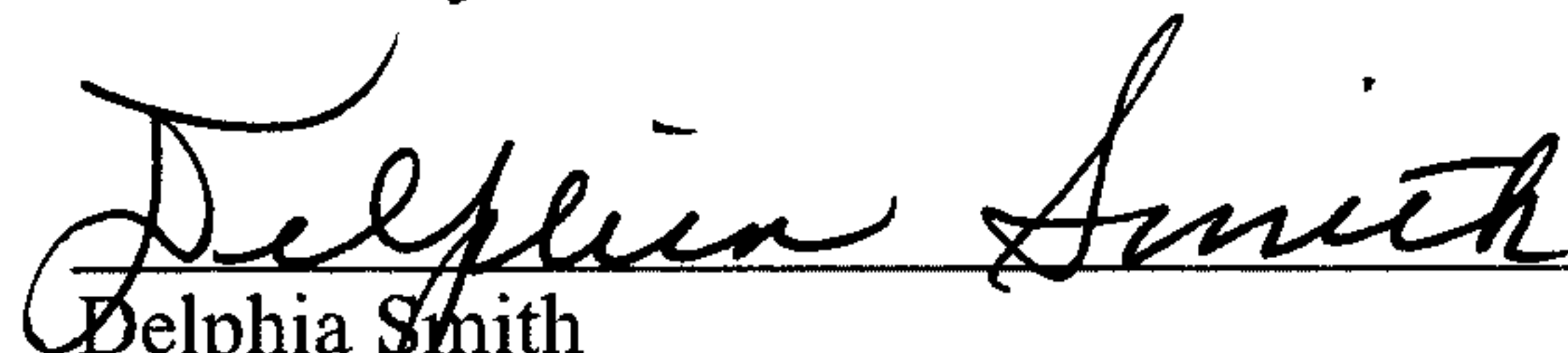
The books and records of the Corporation document that the shareholders of the corporation are as follows:


Stanley Smith

100%

IN WITNESS WHEREOF, the undersigned have executed this Plan of Liquidation and Distribution of Assets as of December 23, 2014.


Stanley Smith


Delphia Smith


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