

STATE OF ALABAMA

**DOMESTIC BUSINESS CORPORATION
ARTICLES OF DISSOLUTION**



20150323000089830 1/3 \$158.00
Shelby Cnty Judge of Probate, AL
03/23/2015 11:33:12 AM FILED/CERT

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.

(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:

Integrity Capital, Inc.

2. Alabama Entity ID Number (Format: 000-000): 200 - 227 **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)

Michael J. Brandt, Esq.
Wallace, Jordan, Ratliff & Brandt, L.L.C.
800 Shades Creek Parkway, Suite 400
Birmingham, Alabama 35209

(For SOS Office Use Only)

DOMESTIC BUSINESS CORPORATION ARTICLES OF DISSOLUTION

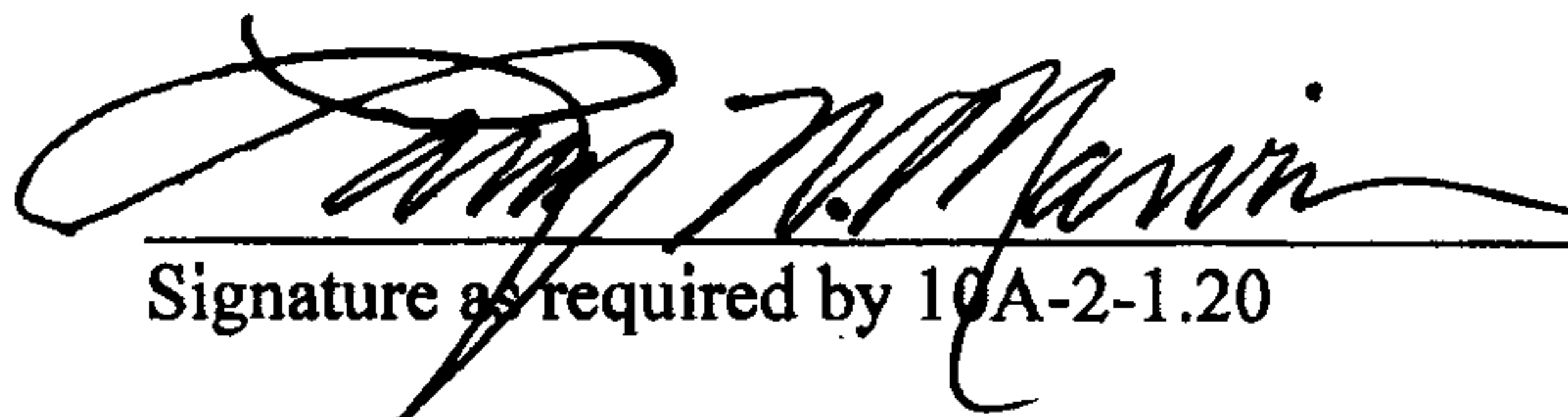
20150323000089830 2/3 \$158.00
Shelby Cnty Judge of Probate, AL
03/23/2015 11:33:12 AM FILED/CERT

3. The date the dissolution was authorized: _____ / _____ / 2015 (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 100 (this information is required for item a or b). Complete one of the following:
- a. The total number of votes cast for dissolution was 75 and the total number of votes cast against dissolution was 0.
- b. The total number of undisputed votes cast for dissolution was 75 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.

3 / 16 / 2015
Date (MM/DD/YYYY)


Signature as required by 10A-2-1.20

Larry W. Marvin
Typed Name of Above Signature

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

**MINUTES OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
INTEGRITY CAPITAL, INC.**


20150323000089830 3/3 \$158.00
Shelby Cnty Judge of Probate, AL
03/23/2015 11:33:12 AM FILED/CERT

**Held Via Telephone
Saturday, March 14, 2015 at 3:15 p.m.**

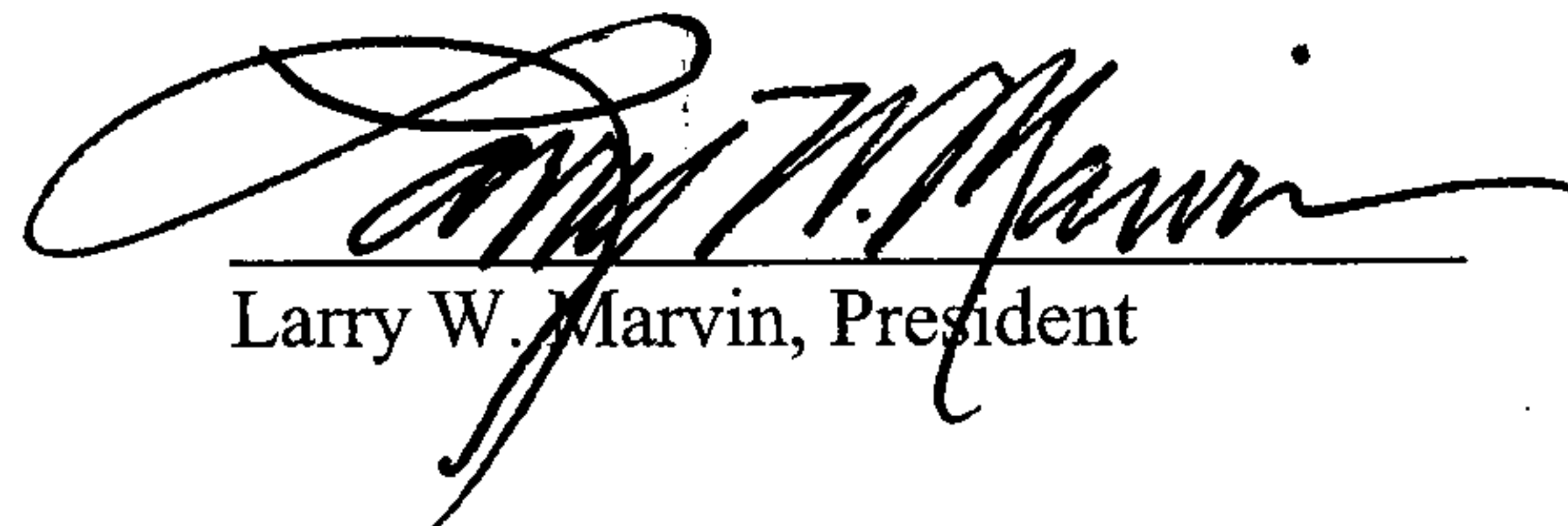
Per a Notice of a Special Meeting mailed February 26, 2015, to each of the Shareholders of Integrity Capital, Inc. (the "Corporation"), the Shareholders held a meeting via telephone on the date and time referenced above. Those Shareholders participating were Don R. Conlan and Larry W. Marvin. Christopher S. Linton did not respond to the Notice nor participate in the meeting. The purpose of the meeting was to discuss the dissolution of the Corporation.

Larry W. Marvin presided over the meeting and called the meeting to order.

The Shareholders in attendance discussed the dissolution of the Corporation, and upon discussion, voted to dissolve the Corporation and authorized the dissolution, winding up and liquidation of the Corporation.

The Shareholders in attendance authorized Larry W. Marvin, as President of the Corporation, to take any and all action and execute any and all documentation necessary to dissolve, wind up and liquidate the Corporation.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.


Larry W. Marvin, President