

**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](http://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.

**This form must be typed or laser printed.**

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

Steel City Marketing, Inc.

2. Alabama Entity ID Number (Format: 000-000): 283 - 520 **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](http://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)

Jack Kubiszyn  
Bradley Arant Boult Cummings LLP  
1819 5th Avenue North  
Birmingham, AL 35203

County Division Code: AL040  
Inst. # 201512300123215 Pages: 1 of 5  
I certify this instrument filed on  
12/21/2015 10:59 AM Doc: PDIS  
Alan L. King, Judge of Probate  
Jefferson County, AL. Rec: \$63.00

Clerk: NICOLE



20151221000434340 1/5 \$26.00  
Shelby Cnty Judge of Probate, AL  
12/21/2015 02:06:35 PM FILED/CERT

**(For County Probate Office Use Only)**

**(For SOS Office Use Only)**

DOMESTIC BUSINESS CORPORATION ARTICLES OF DISSOLUTION

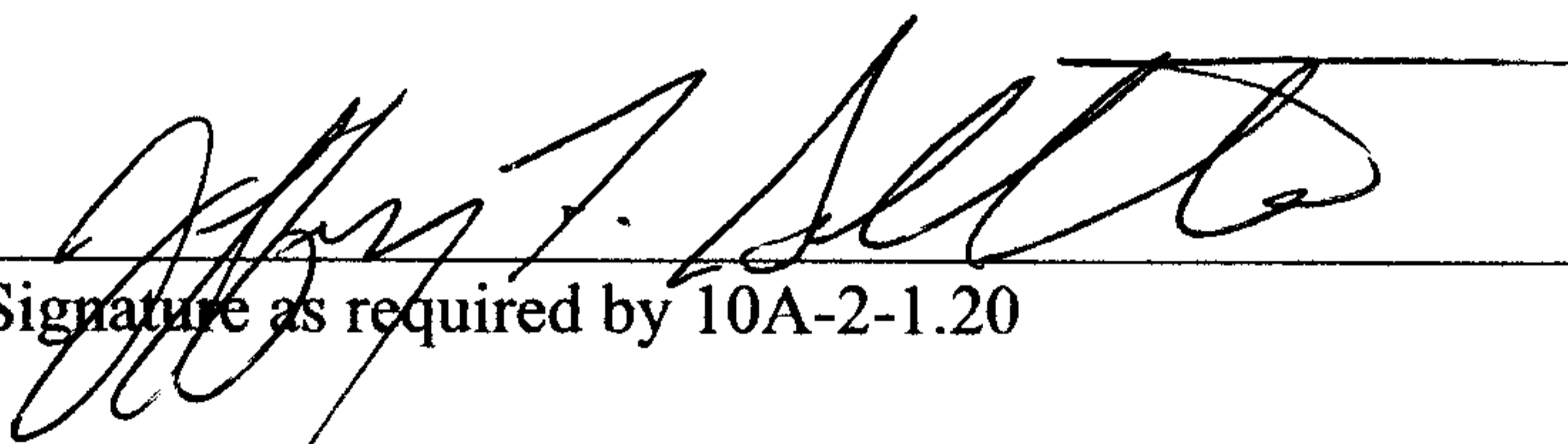
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Shelby Cnty Judge of Probate, AL  
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3. The date the dissolution was authorized: 12 / 18 / 2015 (format MM/DD/YYYY)


**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 \_\_\_\_\_ (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 / 18 / 2015  
Date (MM/DD/YYYY)

  
Signature as required by 10A-2-1.20  
Jeffery F. Gilliland  
Typed Name of Above Signature  
President  
Typed Title/Capacity to Sign under 10A-2-1.20

**ACTION BY WRITTEN CONSENT OF  
THE SOLE SHAREHOLDER OF  
STEEL CITY MARKETING, INC.**

  
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The undersigned, being the sole shareholder of Steel City Marketing, Inc., an Alabama corporation (the "Corporation"), acting by written consent in lieu of holding a meeting, consents to the adoption of the following resolutions and the taking of the actions referred to in such resolutions:

**WHEREAS**, the sole shareholder has determined that it is in the best interests of the Corporation and the sole shareholder to dissolve the Corporation;

**NOW THEREFORE, BE IT RESOLVED**, that the Corporation be dissolved in accordance with the Alabama Business Corporation Law (the "Act"), and that the Plan of Complete Liquidation and Dissolution as previously submitted to the sole shareholder (the "Plan") and attached hereto as Exhibit A be, and hereby is, approved and adopted;

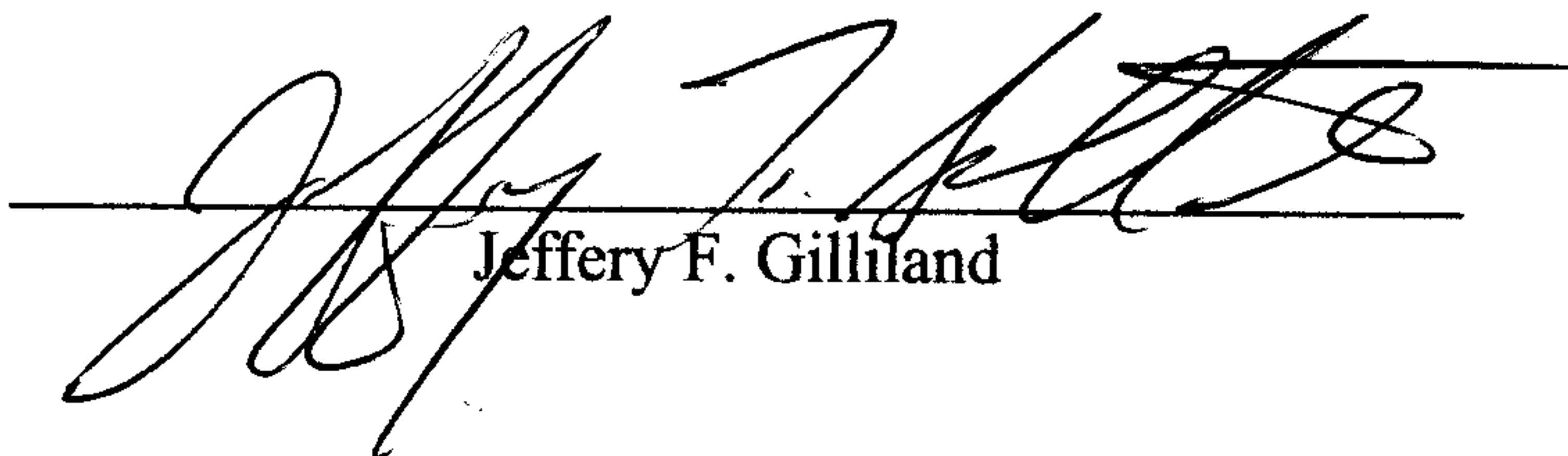
**RESOLVED FURTHER**, that Jeffery F. Gilliland, the President of the Corporation (the "Authorized Officer"), be, and he hereby is, authorized and directed to do, or cause to be done, any such acts as he deems necessary or desirable to effect the dissolution and complete liquidation of the Corporation, including the execution of all necessary statements, certificates, agreements and other documents and the preparation and filing of the instrument(s) required to effect the dissolution of the Corporation under the laws of the State of Alabama;

**RESOLVED FURTHER**, that the Authorized Officer is hereby authorized to do any and all other and further things, and to execute any and all other and further documents, all on behalf of the Corporation as such officer, in his sole discretion, may deem necessary to effectuate the purposes of the foregoing resolutions;

**RESOLVED FURTHER**, that any and all notices required under the Act and the Corporation's articles of incorporation and bylaws for the meeting of the sole shareholder which would have been held but for this Action by Written Consent (the "Written Consent") are hereby waived; and

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

**IN WITNESS WHEREOF**, the undersigned sole shareholder of Steel City Marketing, Inc., has executed this Action by Written Consent as of this 18 day of ~~November~~ December, 2015.

  
Jeffery F. Gilliland

**EXHIBIT A**

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION  
OF  
STEEL CITY MARKETING, INC.**

1. This Plan of Complete Liquidation and Dissolution (this "Plan") is intended to accomplish the complete liquidation and dissolution of Steel City Marketing, Inc., an Alabama corporation (the "Corporation"), in accordance with Sections 331 and 336 of the Internal Revenue Code of 1986, as amended. To that end, this Plan shall be deemed to authorize such actions by the officers and certain authorized agents of the Corporation as may be necessary or appropriate to ensure that the liquidation of the Corporation is effected pursuant to said sections.
2. Upon the adoption of this Plan by the sole shareholder of the Corporation, the Corporation shall cease to carry on its business, except insofar as may be necessary or appropriate for the winding up thereof, and the officers and the other authorized agents shall take appropriate action to effect the liquidation and dissolution of the Corporation, including, without limitation, the marshaling and preserving of the value of the assets of the Corporation and the payment of the Corporation's debts, obligations, and liabilities. The final distribution of all assets of the Corporation shall be completed as soon as possible.
3. The liquidation and distribution of the assets of the Corporation shall be conducted under the supervision of the board of directors of the Corporation, which in its discretion, may take or cause to be taken from time to time all such actions as it deems necessary or desirable to complete the liquidation of the Corporation.
4. The officers and other authorized agents of the Corporation are authorized from time to time to negotiate and to consummate sales of all or any portion or portions of the property of the Corporation on such terms and conditions as they, in their discretion, shall deem beneficial to the Corporation.
5. The officers and other authorized agents of the Corporation may from time to time authorize one or more distributions of all or any portion or portions of the property of the Corporation, in cash or in kind, to the holders of the Corporation's common stock, in a series of distributions in complete liquidation, retaining such assets as they may deem necessary to pay, satisfy, or discharge the liabilities and obligations of the Corporation.
6. Each of the foregoing distributions in complete liquidation shall be in exchange totally for and in complete redemption and cancellation of, and in payment for, all of the outstanding stock of the Corporation, and the shareholders shall, if the officers so determine, surrender their certificates for such shares for recording thereon receipt of distributions prior to the final distribution, and shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.



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7. The officers and other authorized agents of the Corporation shall be, and they each hereby are, authorized and empowered to do, or cause to be done such acts as they deem necessary or desirable to carry out the purposes and intentions of this Plan and to consummate the complete liquidation and dissolution of the Corporation in accordance herewith, including, without limitation, the following:
  - a. the execution of checks, bills of sale, assumption agreements, deeds, and other instruments of assignment and transfer of the aforesaid assets and properties of the Corporation to the sole shareholder of the Corporation;
  - b. the preparation, execution, and filing of information returns on the appropriate IRS Form(s) within thirty (30) days after the date of adoption hereof with the Internal Revenue Service or any other governmental or regulatory agency;
  - c. the preparation, execution, and filing of the final state and federal income tax returns and the payment of such taxes, if any;
  - d. the provision of written notification to known claimants of the Corporation, if any, which notification shall describe information that must be included in a claim, provide a mailing address of the Corporation to which a claim may be sent, state a deadline (not less than sixty (60) days from the effective date of the notice) by which the Corporation must receive the claim, and state the claim will be barred if not received by the deadline;
  - e. the publication of notice of dissolution in accordance with applicable law;
  - f. the preparation, execution, and filing of certificates of withdrawal or other similar documents with appropriate officials of any state or other jurisdiction in which the Corporation is qualified to do business as a foreign corporation;
  - g. the preparation, execution, and filing of an articles of dissolution with the appropriate officials of the State of Alabama effective at such time, not inconsistent with the purposes of this Plan, as such officers and/or authorized agents deem appropriate; and
  - h. the negotiation, sale, transfer, and/or hypothecation of any and all securities held by the Corporation.
8. The officers and authorized agents of the Corporation be, and they each hereby are, authorized, empowered, and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation and to fully effectuate the purposes of this Plan.