

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY (LLC)  
ARTICLES OF DISSOLUTION

PURPOSE: In order to dissolve a Limited Liability Company (LLC) under Section 10A-1-9.11 and 10A-5A-7.01 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 LLC'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 Limited Liability Company'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.

20181228000451390 1/10 \$159.00  
Shelby Cnty Judge of Probate, AL  
12/28/2018 11:39:36 AM FILED/CERT

(For County Probate Office Use Only)

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

1. The name of the Limited Liability Company as recorded on the Certificate of Formation:

Tools & More, L.L.C.

2. Alabama Entity ID Number (Format: 000-000): 473 - 588 **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)

John Martin Eades, Jr., Esq.  
John Martin Eades, Jr., P.C.  
1305 10th Avenue  
Suite A  
Calera Alabama 35040

(For SOS Office Use Only)

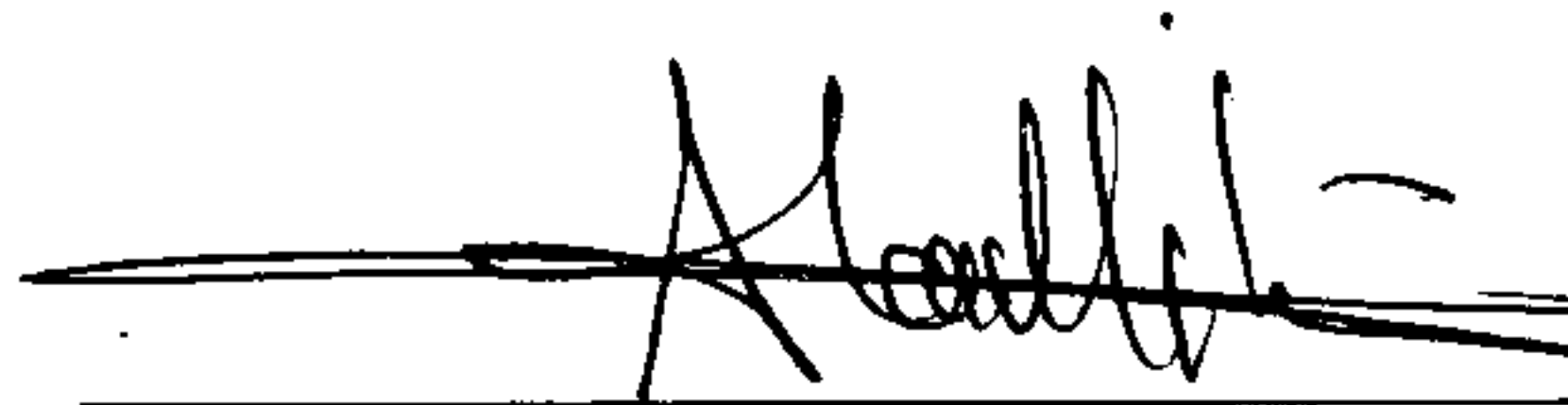
**DOMESTIC LIMITED LIABILITY COMPANY (LLC) ARTICLES OF DISSOLUTION**

3. The date the Certificate of Formation was filed: 01 / 12 / 2006 (format MM/DD/YYYY)

4. Reason for filing the Articles of Dissolution: sale of all assets and transfer of all liabilities to Mito Supply, Inc.

5. The effective date of the Articles of Dissolution: 12 / 28 / 2018 (format MM/DD/YYYY)

12/28/2018  
Date (MM/DD/YYYY)



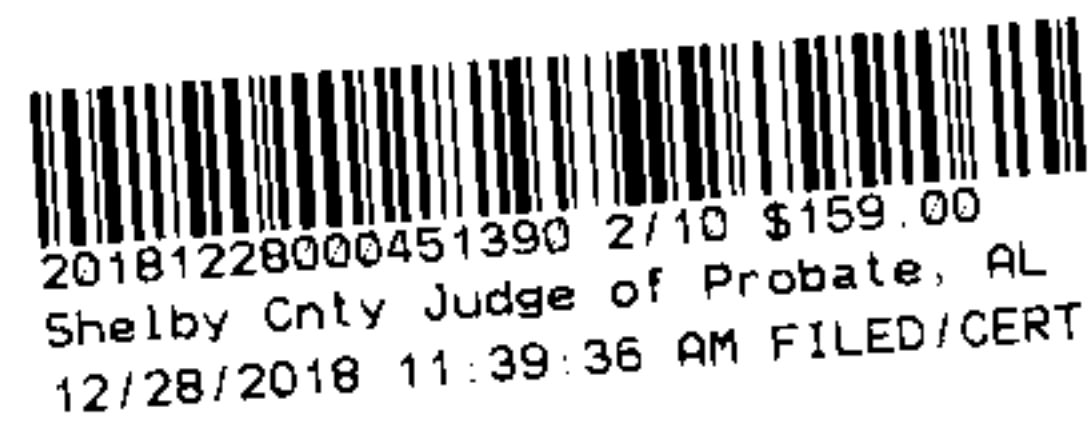
I certify that I am an authorized representative of the aforementioned entity, and that all members of the entity that is described in this document have granted permission to dissolve the entity in accordance with the provisions of Section 10A-5A-7.01 of the Code of Alabama 1975.

Alaa Mito

Typed Name of Above Signature

Sole Member of Tools & More L.L.C.

Typed Title



INTENT TO DISSOLVE

TOOLS & MORE L.L.C.

Pursuant to the provisions of the Alabama Limited Liability Company Act, I, Sally Beth Tumbleston, residing at 844 Hwy 31, Ste G, Alabama 35007 and I, Alaa Mito, residing at 844 Hwy 31, Alabama 35007 being the initial members and current members of Tools & More, L.L.C. hereby give 30 days notice of the intent to dissolve Tools & More, L.L.C.

Sally Beth Tumbleston  
MEMBER

Alaa Mito  
MEMBER

STATE OF ALABAMA                     )  
COUNTY OF SHELBY                 )

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Sally Beth Tumbleston and Alaa Mito whose names are signed to the foregoing notice, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, they executed the same voluntarily on the day the same bears date.

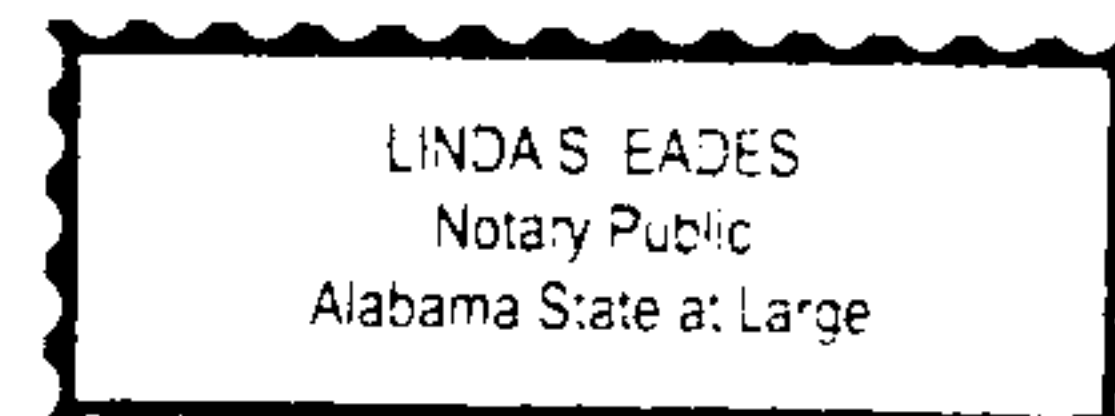
GIVEN under my hand and official seal this the 26<sup>th</sup> day of November, 2018. at 2:30 p.m.

Linda S. Eades  
NOTARY PUBLIC

My Commission Expires 02-27-2022



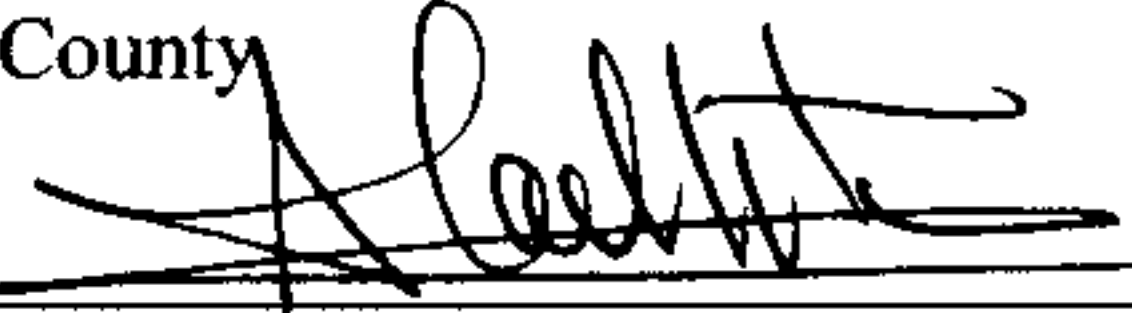
20181228000451390 3/10 \$159.00  
Shelby Cnty Judge of Probate, AL  
12/28/2018 11:39:36 AM FILED/CERT



## ASSIGNMENT

I, as the sole member of Tools & More, L.L.C. hereby assign to *Mito Supply, Inc.*, the claim / account receivables of Tools & More, L.L.C. and demand against the account receivables of Tools & More, L.L.C., for arising out of the claim of Tools & More, L.L.C. and the account with Tools & More L.L.C. for the sale of goods and other services for purposes of collection, and hereby grant to Mito Supply, Inc., the full power to collect, to sue for, or in any other manner to enforce collection in their name or otherwise.

Dated 12/27/18 and signed in Calera, Alabama in Shelby County




[signature of assignor]

Tools & More, L.L.C.


By: Alaa Mito

Its: Sole Member

  
20181228000451390 4/10 \$159.00  
Shelby Cnty Judge of Probate, AL  
12/28/2018 11:39:36 AM FILED/CERT

AS of Oct. 31-2018

Customer	Balance
AHR Metals inc	\$4,430.39
Alabama Plate Cutting Co.	\$969.02
C & W Drilling	\$31.48
Cheney Lime & Cement	\$190.74
Con-Site Services inc	\$193.90
EWE Industrial Maintanance	\$232.48
Gamel Electric	\$247.47
J.D. Morris Construction	\$418.06
Kanawha Scales	\$148.07
Mito Supply Inc	\$662.34
MMB Group	\$78.48
Progressive concrete L.L.C	\$162.33
Roman Mechanical Serves	\$1,147.51
Saginaw Pipe	\$233.59
Unified Design	\$1,117.23
Woodham Concrete	\$32.68
	\$10,295.77

  
20181228000451390 5/10 \$159.00  
Shelby Cnty Judge of Probate, AL  
12/28/2018 11:39:36 AM FILED/CERT



BILL OF SALE  
AND  
POWER OF ATTORNEY

WHEREAS, *Tools & More, L.L.C. An Alabama Limited Liability Company* (Seller) is the owner of that certain business known as "Tools & More" [hereinafter known as Seller] and located at Alabaster Alabama 844 Hwy 31 Sx 6 3501, ("the Business"); and

WHEREAS, Seller on 12/27/2018 entered into a contract to sell the Business to Mito Supply, Inc., an Alabama corporation [hereinafter referred to as Buyer];

NOW, THEREFORE:

**BILL of Sale**

1. In consideration of the faithful performance of the contract by Buyer and the payment and delivery to Seller of all the moneys and instruments specified in the contract to be paid and delivered to Seller by Buyer, receipt of which is acknowledged by Seller, Seller hereby sells, assigns, and transfers to Buyer the following described property:

- a. All of the assets and merchandise of the Seller Business as shown on the attached inventory (Exhibit A)
- b. All of the furniture, fixtures, equipment, and other tangible assets of the Business as shown on the attached financial statement for the Seller Business Exhibit A
- c. All the trade, goodwill, business name, and other intangible assets of the Seller Business.

**Warranty of Title**

2. Seller warrants that title to the property described in this bill of sale is clear and unencumbered and agrees to defend that title as vested, by reason of this sale, in Buyer and Buyer's successors and assigns against any and all claims whatsoever.

**Power of Attorney**

3. Seller hereby appoints Buyer as Seller's attorney-in-fact, with full power of substitution, to demand, receive, and collect for Buyer's own use and benefit all debts, obligations, and accounts receivable now owing to the Business. Seller further authorizes Buyer to do all things legally permissible, required, or deemed by Buyer to be required, to recover and collect the debts, obligations, and accounts receivable and to use Seller's name in any manner Buyer may deem necessary for the collection and recovery of the debts, obligations, and accounts receivable but without cost, expense, or damage to Seller.

BILL OF SALE and WARRANTY & POWER OF ATTORNEY

done this 27<sup>th</sup> day of December, 2018 at 1:30 pm CST.

Tools & More, L.L.C.

by: [Signature]

Alaa Mito, Sole Member

[Signature]  
Witness



20181228000451390 6/10 \$159.00  
Shelby Cnty Judge of Probate, AL  
12/28/2018 11:39:36 AM FILED/CERT

Mito Supply, Inc.

by:

[Signature]  
Alaa Mito, President and Sole Shareholder

[Signature] Sr  
Witness

STATE OF ALABAMA

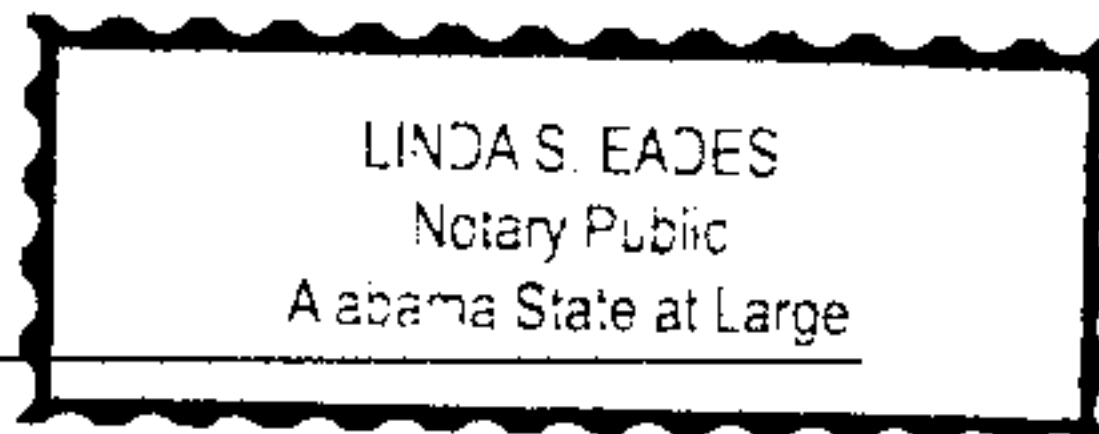
COUNTY OF SHELBY

Alaa Mito, personally appeared before me, Linda S. Eades a Notary Public for the state of Alabama and after being sworn under oath by me did state to me that he has signed this document as indicated as the sole member of Tools & More, L.L.C., and as the sole officer and sole director and sole shareholder of Mito Supply, Inc.

Done this the 27th of December, 2018.

Linda S. Eades  
LINDA S. EADES

My commission expires: \_\_\_\_\_



02-27-22



20181228000451390 7/10 \$159.00  
Shelby Cnty Judge of Probate, AL  
12/28/2018 11:39:36 AM FILED/CERT


Tools & More, LLCPro Forma Balance Sheet  
As of 11/1/2018

<u>ASSETS</u>	\$
Cash in Bank	5,277.44
Accounts Receivable	10,295.77
Inventories (Estimated)	20,000.00
Fixed Assets {Estimated Valuation]	<u>5,000.00</u>
Truck 4000	
Forklift 1000	
	40,573.21
Total	<u>=====</u>
<u>LIABILITIES</u>	
Accounts Payable	13,200.81
Sales Tax Payable	1,157.52
Sears Credit Card Payable	5,000.00
Bank Loan Payable	19,927.26
	<u>\$39,285.59</u>
Equity	<u>1287.62</u>
Total	<u>40,573.21</u>
	<u>=====</u>



AS of Oct. 31-2018

Customer	Balance
AHR Metals inc	\$4,430.39
Alabama Plate Cutting Co.	\$969.02
C & W Drilling	\$31.48
Cheney Lime & Cement	\$190.74
Con-Site Services inc	\$193.90
EWE Industrial Maintanance	\$232.48
Gamel Electric	\$247.47
J.D. Morries Construction	\$418.06
Kanawha Scales	\$148.07
Mito Supply Inc	\$662.34
MMB Group	\$78.48
Progressive concrete L.L.C	\$162.33
Roman Mechanical Serves	\$1,147.51
Saginaw Pipe	\$233.59
Unified Design	\$1,117.23
Woodham Concrete	\$32.68
	\$10,295.77

  
20181228000451390 9/10 \$159 00  
Shelby Cnty Judge of Probate, AL  
12/28/2018 11:39:36 AM FILED/CERT

**A/P as of 10-31/2018**

<b>Vendor</b>	<b>Balance</b>
<b>Alliance Distribution Partneres L.L.C</b>	<b>\$323.42</b>
<b>Camel Grinding Wheels</b>	<b>\$2,881.86</b>
<b>Drillco USA</b>	<b>\$184.69</b>
<b>Enkay Products</b>	<b>\$156.42</b>
<b>Euroboor USA</b>	<b>\$124.05</b>
<b>ISN</b>	<b>\$464.10</b>
<b>JPW Industrial</b>	<b>\$72.01</b>
<b>Marin &amp; Industrial Supply</b>	<b>\$936.93</b>
<b>Mito Supply Inc</b>	<b>\$2,719.32</b>
<b>Power Weld</b>	<b>\$810.05</b>
<b>Prime Distributores</b>	<b>\$1,025.70</b>
<b>Randon Products</b>	<b>\$2,586.66</b>
<b>Tekton</b>	<b>\$915.60</b>
	<b>\$13,200.81</b>

  
20181228000451390 10/10 \$159.00  
Shelby Cnty Judge of Probate, AL  
12/28/2018 11:39:36 AM FILED/CERT