



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601-3493

39505

BREMER EHRLER
SECRETARY OF STATE

December 29, 1988

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

CORPORATE FILINGS (502) 564-2848
CORPORATION RECORDS (502) 564-7330

Kentucky Revenue Cabinet
Corporate Tax Division
Station 52, P. O. Box 1302
Frankfort, Kentucky 40602

Attention: Supervisor, Corporate Income Tax Section

RE: PADUCAH AVIATION CORPORATION
Paducah, KY.

Molly S. Root
862-5th Avenue, S.
Naples, Florida 33940

Domestic Corporation
Date of Incorporation: 11/20/44

Gentlemen:

[XXX] The above-named corporation has filed a Statement of Intent to Dissolve. We are forwarding a copy of that Statement to you, according to the provisions of KRS 271A.415. We also call your attention to KRS 271A.465, which requires that we receive tax clearance from the Kentucky Revenue Cabinet before we can file the Articles of Dissolution.

[] The above-named corporation has submitted an Application for Withdrawal from Kentucky. We are forwarding to you a copy of that Application, according to the provisions of KRS 271A.590. This provision also requires that we receive tax clearance from the Kentucky Revenue Cabinet before we can issue the Certificate of Withdrawal.

Sincerely yours,

Bremer Ehler
Secretary of State

By: KKB

cc: Division of Unemployment Insurance
Contribution Section
Cabinet for Human Resources
CHR Building

December 15, 1988

Secretary of State
State of Kentucky
P. O. Box 1150
Frankfurt, KY 40602-3493

ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

DEC 29 1988

ACH
CF #10.00

Susan Ehrh
SECRETARY OF STATE

Dear Sir:

Here follows a statement of intent to dissolve, under the provisions of KRS 271A.420,

(a) PADUCAH AVIATION CORPORATION, whose officers are:

(b) Molly S. Root, President
3750 Crayton Road
Naples, FL 33940

Lisbeth S. Wilson, Vice President and Treasurer
1425 12th Street No.
Naples, FL 33940

546870

Charlotte S. Staton, Secretary
251 21st Avenue So.
Naples, FL 33940

and whose directors are:

(c) Molly S. Root, President
3750 Crayton Road
Naples, FL 33940

Lisbeth S. Wilson, Vice President and Treasurer
1425 12th Street No.
- Naples, FL 33940

Charlotte S. Staton, Secretary
251 21st Avenue So.
Naples, FL 33940

(d) Resolution:

A special meeting of the Directors and Shareholders of PADUCAH AVIATION CORPORATION, a Kentucky corporation, which is authorized to do business in the State of Florida, was held at 262-5TH AVE. S. - NAPLES, FL 33940 pursuant to a Waiver of Notice attached hereto.

The following Directors were present:

Molly S. Root Charlotte S. Staton Lisbeth S. Wilson

being all of the Directors of the Corporation.

The following Shareholders were present, in person or by proxy:

<u>Stockholder</u>	<u>Shares</u>
Joseph Purky Residual Trust	33-1/3
Charlotte S. Staton	10
Molly S. Root	10
Tandy S. Perry	10
Lisbeth S. Wilson	10
Russell Smith Bryant	6-2/3
Hillary L. Root	3-1/3
Amy C. Root	3-1/3
Barbara L. Perry	3-1/3
Michael Perry	3-1/3
Kenneth Casey Wilson	3-1/3
Emily C. Wilson	3-1/3

Molly S. Root acted as Chairman and Lisbeth S. Wilson acted as Secretary of the meeting. The Chairman declared that all Directors and Shareholders were present in person or by proxy and that all had executed a Waiver of Notice of the meeting. The Chairman then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued, and the following resolutions were unanimously adopted by the Board of Directors and Shareholders of the Corporation:

WHEREAS, the Shareholders and Directors of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the Shareholders and Directors must adopt and hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the creditors and debtors of the Corporation, and apportion of the remaining assets among the Shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to §333 of the Internal Revenue Code.

2. The Corporation will distribute all its property and assets during the calendar month of November, 1988.

3. The officers of the Corporation are authorized to sell or otherwise liquidate all the property and assets of the Corporation that they deem necessary and advantageous to facilitate the liquidation of the Corporation.

4. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the Shareholders of record according to the respective rights and interests in exchange for all their stock in the Corporation.

5. The real property, described in Exhibit "A" hereto, owned by the Corporation, shall be conveyed to Lee Potter Smith, as Trustee, under an unrecorded Land Trust, who will hold title for the benefit of the shareholders who will own a beneficial interest in the land trust in the same proportion as their ownership of the Corporation. An approved copy of the proposed Deed, Land Trust and Beneficiary Agreement is attached hereto as Exhibit "B".

6. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to: (a) executing any and all instruments of conveyance; (b) paying all taxes and fees; (c) executing all documents required by law to be filed; and (d) doing all of the things necessary or convenient to effect dissolution of the Corporation.

There being no further business to come before the meeting, it was, upon motion to be made, seconded and unanimously carried, adjourned.

Dated: November 14, 1988

Molly S. Root
Molly S. Root, Chairman

Charlotte S. Staton
Charlotte S. Staton, Secretary

We, the undersigned shareholders and directors of PADUCAH AVIATION CORPORATION, have read these minutes and hereby approve, ratify and confirm all business transacted as reported herein and in signification of our approval, ratification and confirmation, and of our consent to any and all acts done at the meeting do hereby sign our names.

SHAREHOLDERS:

JOSEPH PURKY RESIDUAL TRUST
THIRD NATIONAL BANK, TRUSTEE

BY: Harold Wood VP & TO.

Charlotte S. Staton
CHARLOTTE S. STATON

Molly S. Root
MOLLY S. ROOT

Tandy S. Perry
TANDY S. PERRY

Lisbeth S. Wilson
LISBETH S. WILSON

Russell Smith Bryant
RUSSELL SMITH BRYANT

Hillary L. Root by MSR
HILLARY L. ROOT

Amy C. Root by MSR
AMY C. ROOT

Barbara L. Perry by TSP
BARBARA L. PERRY

Michael Perry by TSP
MICHAEL PERRY

Kenneth Casey Wilson by MSR
KENNETH CASEY WILSON

Emily C. Wilson by MSR
EMILY C. WILSON

(e) There are 100 shares of common stock issued and outstanding.

(f) 100 shares voted for the resolution. None voted against.

Enclosed please find a Certificate of Check in the amount of ten (10) dollars.

Respectfully,

PADUCAH AVIATION CORPORATION

Molly S. Root
Molly S. Root, President

Charlotte S. Staton
Charlotte S. Staton, Secretary

Verified by: Molly S. Root
Molly S. Root, President

PADUCAH AVIATION CORPORATION
862 5th Avenue South
Naples, FL 33940

SWORN TO AND SUBSCRIBED before me this 23rd day of December, 1988.

Julia F. Swearing
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires: NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES 03/05/1990
NOTARY PUBLIC STATE OF FLORIDA