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SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

STATEMENT OF INTENT TO DISSOLVE

WECO, INC.

DEC 29 1986 *CL# 10.00*

Donald Ball

The undersigned, Donald Ball and Marge McConnell, being
the President and Secretary, respectively of WECO, Inc., a
Kentucky corporation (the "Corporation"), and the Corporation,
acting by and through its aforesaid officers, certifies that the
holders of all of the outstanding capital stock of the Corpora-
tion by unanimous written consent, directed, agreed, consented
to, and approved the liquidation and dissolution of the Corpora-
tion.

I.

The name of the Corporation is WECO, Inc.

II.

The names and addresses of its officers are:

- | | |
|--|---|
| Donald Ball
President | 15700 Dixie Highway
Louisville, KY 40272 |
| Marge McConnell
Secretary/Treasurer | 15700 Dixie Highway
Louisville, KY 40272 |

III.

The names and addresses of its directors are:

J. Rudolph Ball	15700 Dixie Highway Louisville, KY 40272
W. H. Millard	15700 Dixie Highway Louisville, KY 40272
Jane A. Martin	15700 Dixie Highway Louisville, KY 40272
Nancy M. Erwin	15700 Dixie Highway Louisville, KY 40272
J. Donald Ball	15700 Dixie Highway Louisville, KY 40272
T. Nelson Ball	15700 Dixie Highway Louisville, KY 40272
J. Garland Ball	15700 Dixie Highway Louisville, KY 40272
James A. Ball, Jr.	15700 Dixie Highway Louisville, KY 40272
J. Bernard Ball	15700 Dixie Highway Louisville, KY 40272

IV

Attached hereto and made a part of this Statement of Intent to Dissolve is a copy of the written consent of all the shareholders of the Corporation, authorizing the dissolution of the Corporation and the appropriate officers of the Corporation to take such action as may be necessary to carry out that intent. Said written consent is in full force and effect, and has not been revoked or in any way modified.

WECO, INC.

SOLE SHAREHOLDER'S UNANIMOUS WRITTEN CONSENT

The undersigned, being the sole shareholder of WECO, Inc., a Kentucky corporation (the "Corporation"), does hereby consent in writing to the adoption of the following resolutions and to the actions set forth therein, and direct that this consent be made a part of the minutes of the Corporation, with the same effect as a unanimous vote of the shareholder in favor of the adoption of such resolutions and the actions set forth therein:

WHEREAS, it is in the best interest of the Corporation to liquidate and distribute all of its assets to its shareholder;

RESOLVED, that the Corporation be completely liquidated and dissolved, and that the complete liquidation and dissolution proceed in accordance with the following plan:

PLAN OF COMPLETE LIQUIDATION AND
DISSOLUTION OF WECO, INC.

(1) The Corporation shall cease to carry on the business for which it was organized (except insofar as may be necessary for the winding up thereof) or as soon as practicable under the circumstances, and in no event later than one (1) calendar month from the date this plan of complete liquidation and dissolution is duly adopted by its shareholder in the manner provided by KRS 271A.415.

(2) The Corporation shall proceed to collect, or otherwise reduce to cash, all of its accounts and notes receivable.

(3) The Corporation shall proceed to cause such other of its assets to be sold within one (1) calendar month from the date of the adoption of this plan as in the best business

judgment and discretion of its Board of Directors ought to be sold, on such terms and conditions, and for such consideration as its Board of Directors deems reasonable.

(4) The Corporation shall pay, satisfy, and discharge all of its liabilities and obligations, except those that may be assumed by a purchaser of any assets of the Corporation.

(5) Upon the cessation of the business of the Corporation as herein provided, and after the payment or other satisfaction of its liabilities and obligations, and in no event later than one (1) calendar month from the adoption of this plan of complete liquidation and dissolution by the Corporation's shareholder, in one or more distributions, either in cash or in kind, or in part in cash or in part in kind, and in complete liquidation of the Corporation, distribute to its shareholder all of the assets of the Corporation in whatever form they may then be.

(6) Simultaneously with the final distribution to the shareholder in liquidation as herein provided, the shareholder of the Corporation shall assign, transfer and deliver its certificates of stock in the Corporation to the Corporation in complete redemption and cancellation thereof.

(7) The officers and directors of the Corporation shall do all things, and make, execute and deliver all instruments reasonably required in order to effectuate this plan.

(8) Anything herein to the contrary notwithstanding, all steps required in connection with the consummation of the complete liquidation and dissolution of the Corporation pursuant to this plan shall be completed not later than one (1) calendar month from the date of the adoption of this plan of liquidation and dissolution by the shareholder of the Corporation.

RESOLVED FURTHER, that the Board of Directors and the proper officers of the Corporation are authorized and directed to take all necessary and proper steps to effect the complete liquidation of the property and

assets of the Corporation and the complete cancellation of its capital stock in accordance with the terms of the above-stated plan; and

RESOLVED FURTHER, that after the complete liquidation of the Corporation and the cancellation of its capital stock, the proper officers are hereby authorized to take such steps as may be necessary or proper to dissolve the Corporation according to the laws of the Commonwealth of Kentucky and said officers are further authorized to execute, sign and deliver all the papers and documents necessary or proper to effect such dissolution.

IN WITNESS WHEREOF, the sole shareholder has caused this consent to be executed this 24th day of December, 1986.



J. Rudolph Ball, President
R. Ball Investments, Inc.
General Partner of Weco Partners
of Louisville, Ltd.



Nancy M. Erwin, President
N. Erwin Investments, Inc.
General Partner of Weco Partners
of Louisville, Ltd.