



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

DREXELL R. DAVIS
SECRETARY OF STATE

December 30, 1987

SECRETARY OF STATE (502) 564-3490
CORPORATE FILINGS (502) 564-2848
CORPORATION RECORDS (502) 564-7330

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

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

ATTENTION: Supervisor, Corporate Income Tax Section

RE: GEO. MCGINLEY SUPPLY CO., INC.
BOWLING GREEN, KENTUCKY 42102-0069

Domestic Corporation
Incorporation Date - 12-23-1974

COLE, HARNED & BRODERICK
ATTORNEY AT LAW
ATTN: SCOTT A. BACHEPT
921 COLLEGE STREET-PHOENIX PLACE
P.O. BOX 1869
BOWLING GREEN, KENTUCKY 42102-1869

505328

Gentlemen:

XXXXX) 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,
Drexell R. Davis
Drexell R. Davis
Secretary of State

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

18
DEC 30 1987
#10.0

B. J. Adams

STATEMENT OF INTENT TO DISSOLVE
GEO. MCGINLEY SUPPLY CO., INC.
BY WRITTEN CONSENT OF SHAREHOLDERS

TO THE ^{SECRETARY OF STATE} SECRETARY OF STATE OF THE COMMONWEALTH OF KENTUCKY;

Pursuant to the provisions of KRS §271A.415, Geo. McGinley Supply Co., Inc., a Kentucky corporation, submits the following Statement of Intent to Dissolve the Corporation upon the written consent of its shareholders:

1. The name of the corporation is Geo. McGinley Supply Co., Inc.
2. The names and respective addresses of all its officers are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Pearl M. Bohannon	1324 Scottsville Road Bowling Green, KY 42101
Vice President/ Treasurer	Joe Adams	1254 N.W. River Terrace Stuart, FL 33494
Secretary	Talitha M. Hill	647 Lexington Drive Lancaster, OH 43130

3. The names and addresses of its directors are:

<u>Name</u>	<u>Address</u>
Pearl M. Bohannon	1324 Scottsville Road Bowling Green, KY 42101
Belinda M. Jefferson	1404 Scottsville Road Bowling Green, KY 42101
Sarah M. Hightower	1304 Westen Avenue Bowling Green, KY 42101
Clara Lou Judy	200 Sunset Drive Paris, KY 40361
Talitha M. Hill	647 Lexington Drive Lancaster, OH 43130
Marianne M. Adams	1254 N.W. River Terrace Stuart, FL 33494
Melvin Oliver	368 Hillcrest Road Bowling Green, KY 42101

4. Attached hereto as Exhibit A is a copy of the written consent to dissolution of the corporation signed by all of the shareholders of Geo. McGinley Supply Co., Inc.

Dated: December 29, 1987

GEO. MCGINLEY SUPPLY CO., INC.

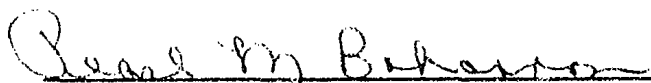

PEARL M. BOHANNON, PRESIDENT

ATTEST:


FRANK HAMPTON MOORE, JR.
ASSISTANT SECRETARY

VERIFICATION

I, Pearl M. Bohannon, state that I am an officer of the corporation and that the statements contained in the above statement of intent to dissolve Geo. McGinley Supply Co., Inc. by written consent of the shareholders, is true and correct as I verily believe.


PEARL M. BOHANNON, PRESIDENT

**CONSENT OF SHAREHOLDERS
TO VOLUNTARY DISSOLUTION**

The undersigned who are the shareholders of Geo. McGinley Supply Co., Inc., a Kentucky corporation ("the Corporation"), hereby consent to the dissolution of the Corporation, and to accomplish such dissolution, adopts the following resolution:

WHEREAS, the Corporation executed an agreement for the sale of substantially all assets of the Corporation; and

WHEREAS, the shareholders of the Corporation have heretofore decided that it is in the best interest of the Corporation to wind up its affairs and dissolve;

NOW, THEREFORE, BE IT RESOLVED, that the officers and directors of the Corporation are hereby authorized and directed to take such action as may be necessary to effect the complete dissolution of the Corporation at the earliest possible date and at least within a 12-month period from the date of this consent, pursuant to the relevant sections of Chapter 271A of the Kentucky Revised Statutes, the Kentucky Business Corporation Act.

RESOLVED, FURTHER, that the officers and directors of the Corporation are authorized and directed to take such further action as may be appropriate to carry out the intent of this resolution, including, without limitation, the filing of a Statement of Intent to Dissolve with the Secretary of State of the Commonwealth of Kentucky; the sale or disposition of all of the assets of the Corporation; the payment, or making of provisions for the payment, of all the liabilities of the Corporation; the distribution of the corporation's remaining

assets to the undersigned; and the filing of the Articles of Dissolution of the Corporation with the Secretary of State of the Commonwealth of Kentucky.

The undersigneds direct that this consent be filed with the minutes of the proceedings of the shareholders and the Board of Directors of the Corporation.

This consent is executed pursuant to KRS §271A.415 of the Kentucky Business Corporations Act, which permits the voluntary dissolution of corporations by consent of their shareholders by unanimous written consent without a meeting.

Dated: December ____, 1987

Pearl M. Bohannon
PEARL M. BOHANNON

Belinda M. Jefferson
BELINDA M. JEFFERSON

Sarah M. Hightower
SARAH M. HIGHTOWER

Clara Lou Judy
CLARA LOU JUDY

Talitha M. Hill
TALITHA M. HILL

Marianne M. Adams
MARIANNE M. ADAMS

Melvin Oliver
MELVIN OLIVER

COLE, HARNED & BRODERICK

ATTORNEYS AT LAW

501 COLLEGE STREET - PHOENIX PLAZA

P O BOX 1869

BOWLING GREEN, KENTUCKY 42102-1869

JOHN DAVID COLE
NORMAN E. HARNED
DAVID E. BRODERICK
JOHN D. MINTON, JR.
DAVID W. ANDERSON
FRANK HAMPTON MOORE, JR.
SCOTT A. BACHERT
STEVEN O. THORNTON

TELEPHONE
(606) 781-6650

December 29, 1987

OF COUNSEL
FRANK R. GOAD

Secretary of State
Commonwealth of Kentucky
Frankfort, KY 40601

Re: Geo. McGinley Supply Co., Inc. -
voluntary dissolution

Gentlemen:

Enclosed please find four original Statement of Intent to Dissolve Geo. McGinley Supply Co., Inc. and four original Consent of Shareholders. You will also find enclosed our firm draft in the sum of \$10.00 for the filing fee.

I would be appreciative if you could see that these documents are appropriately filed.

Very truly yours,

COLE, HARNED & BRODERICK


SCOTT A. BACHERT

SAB/rdd
Enclosures