

STATEMENT OF INTENT TO DISSOLVE  
LUCKETT-WAKE TOBACCO CO., INC.

32644

PAID  
FEB 06 1987

CL # 10.00

*Dwight R. Davis*

John S. Rankin, President, and Martha D. Rankin,  
Secretary, of Luckett-Wake Tobacco Co., Inc., having been  
directed to execute a Statement of Intent to Dissolve by vote  
of the shareholders, do hereby certify that:

Article 1: The name of the corporation is LUCKETT-WAKE  
TOBACCO CO., INC.

Article 2: The names and post office addresses of its  
Officers are as follows:

John S. Rankin  
170 Crescent Avenue  
Louisville, KY 40206

Caroline R. Mapother  
5200 Tomahawk Road  
Louisville, KY 40207

Martha D. Rankin  
138 Sagamore Road  
Louisville, KY 40207

Article 3: The names and post office addresses of its  
Directors are as follows:

John S. Rankin  
170 Crescent Avenue  
Louisville, KY 40206

Caroline R. Mapother  
5200 Tomahawk Road  
Louisville, KY 40207

Martha D. Rankin  
138 Sagamore Road  
Louisville, KY 40207

Article 4: A copy of the Resolution of the Shareholders  
authorizing this dissolution is attached to this Statement and  
made a part hereof.

Article 5: The name and post office address of the person who shall act for the corporation while its affairs are being dissolved is:

John S. Rankin  
170 Crescent Avenue  
Louisville, KY 40206


Article 6: The number of shares of stock outstanding in said corporation is three hundred twelve (312) of voting common.

Article 7: The number of shares voting on the motion for dissolution at the Shareholders Meeting was three hundred twelve (312); the number of shares voting against the motion for dissolution was zero (0); the number of shares entitled to vote on said motion is three hundred twelve (312).

IN WITNESS WHEREOF, John S. Rankin, President, and Martha D. Rankin, Secretary, of LUCKETT-WAKE TOBACCO CO., INC. do hereby subscribe their names hereto this 20th day of December, 1986.

LUCKETT-WAKE TOBACCO CO., INC.

  
\_\_\_\_\_  
John S. Rankin

  
\_\_\_\_\_  
Martha D. Rankin

COMMONWEALTH OF KENTUCKY )  
COUNTY OF JEFFERSON ) SS:

On this 20th day of December, 1989, personally appeared before me John S. Rankin and Martha D. Rankin, who, being by me first duly sworn, declared that they are the President and the Secretary, respectively, of LUCKETT-WAKE TOBACCO CO., INC., and produced to me in my office in this said State and County, the Statement of Intent to Dissolve LUCKETT-WAKE TOBACCO CO., INC. and that they signed the foregoing document as President and Secretary, respectively, of the Corporation, and that the statements herein contained are true.

My commission expires

**Notary Public State of Large Ky.**  
My commission expires **JULY 7, 1990.**

*Donna J. Nix*

CERTIFICATION

I, Martha D. Rankin, being duly sworn, do hereby certify that I am the duly elected and qualified Secretary of LUCKETT-WAKE TOBACCO CO., INC. ("Corporation"), a Kentucky corporation, and that the following is a true, complete and correct copy of a resolution duly adopted at a meeting of the Shareholders of the Corporation, duly called and held on December 20, 1986, in accordance with the Kentucky statutes and by-laws of the Corporation.

PLAN OF COMPLETE LIQUIDATION  
AND DISSOLUTION ("PLAN")

1. The Shareholders of the Corporation desire to dissolve the Corporation and the Corporation shall be dissolved as soon as practicable in accordance with this Plan.
2. John S. Rankin shall act for the Corporation in winding up its affairs.
3. The Corporation shall transfer and distribute all of the remaining assets of the Corporation, subject to all liabilities of the Corporation, whether known or unknown, to the Shareholders by appropriate instruments of transfer.
4. Prior to the distribution of all assets, all debts, obligations and liabilities of the Corporation shall have been paid, discharged or that adequate provision for the payment thereof has been made.
5. The actions provided for by this Plan shall be commenced immediately upon adoption and the distribution of all assets shall be completed immediately.

I do certify that such Plan of Complete Liquidation and Dissolution is still in full force and effect.

DATE: DEC. 22 1986

*Martha D. Rankin*  
Martha D. Rankin Secretary

LUCKETT-WAKE TOBACCO CO., INC.  
MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

A special meeting of the Board of Directors of LUCKETT-WAKE TOBACCO CO., INC. ("Corporation") was held at 170 Crescent Avenue, Louisville, KY 40206 on December 20, 1986 at 11:30 a.m. Present were John S. Rankin, Caroline R. Mapother and Martha D. Rankin, being all of the members of the Board.

John S. Rankin was chosen Chairman and Martha D. Rankin was chosen to act as Secretary of the meeting.

Upon motion duly made, seconded and unanimously carried, the following resolution was unanimously adopted:

RESOLVED, that the Corporation does hereby declare and distribute to the Shareholders in complete liquidation of the Corporation pursuant to the Plan of Liquidation and Dissolution adopted by the Shareholders, all of the assets of the Corporation, such distribution to be made immediately.

BE IT

FURTHER RESOLVED, that the Corporation shall immediately cease all business activity and that the President and Secretary of the Corporation are hereby authorized to do such acts as may become necessary to procure a Certificate of Dissolution from the Secretary of State for the Commonwealth of Kentucky.

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

Approved:

  
John S. Rankin

Chairman

  
Martha D. Rankin

Secretary

**John S. Rankin**

170 Crescent Avenue  
Louisville, Kentucky 40206  
(502) 895-1951

RECEIVED

JAN 30 1987

SECRETARY OF STATE  
COMMONWEALTH OF KY

January 30, 1987

Office of the Secretary of State  
Commonwealth of Kentucky  
Frankfort, Kentucky 40601

6204  
#32644

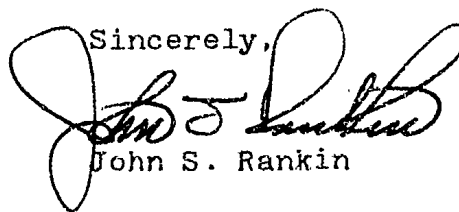
RE: LUCKETT-WAKE TOBACCO CO., INC.

Gentlemen:

Please find enclosed four (4) executed copies of  
"STATEMENT OF INTENT TO DISSOLVE" for the above named  
corporation.

When this filing has been recorded in your office,  
please return two copies, duly marked, to the writer  
for our future use and for our records. If there are  
fees required to accomplish this filing, please notify  
me and we will promptly remit.

Sincerely,



John S. Rankin

JSR/er

Encls - 4



COMMONWEALTH OF KENTUCKY  
OFFICE OF SECRETARY OF STATE  
FRANKFORT, 40601

DREXELL R. DAVIS  
SECRETARY OF STATE

CLINTON H. NEWMAN II  
ASSISTANT SECRETARY OF STATE

February 6, 1987

SECRETARY OF STATE (502) 504-3480  
CORPORATE FILINGS (502) 504-2848  
CORPORATION RECORDS (502) 504-7330

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

ATTENTION: Supervisor, Corporate Income Tax Section

RE: Lockett-Wake Tobacco Company  
Louisville, Kentucky

Domestic Corporation  
Incorporation Date - 12/31/37

John S. Rankin  
170 Crescent Avenue  
Louisville, Kentucky 40206

468580

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  
Secretary of State

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