

of

FRANKFORT, KENTUCKY

PLANTERS TOBACCO WAREHOUSE COMPANY OF BOWLING GREEN, KENTUCKY, INCORPORATED

OCT 01 1986 *AKH CLK 10.00*

*Donaldson*  
I, Elvis S. Donaldson, President of Planters Tobacco Warehouse Company of Bowling Green, Kentucky, Incorporated, having been directed to execute a statement of intent to dissolve by majority vote of all shareholders, do hereby certify that:

First, The name of the corporation is Planters Tobacco Warehouse Company of Bowling Green, Kentucky, Incorporated.

Second, The names and post-office addresses of its officers are:

<u>Name</u>	<u>Title</u>	<u>Post-office Address</u>
Elvis S. Donaldson	President	433 Old Richardsville Pike Bowling Green, Ky. 42101
June H. Hendrick	Secretary-Treasurer	1690 Sunnyside Rd. Bowling Green, Ky. 42101

Third, The names and post-office addresses of its directors are:

<u>Name</u>	<u>Post-office Address</u>
E. A. Steger	Route #6 Box 273 Franklin, Ky. 42134
Allen L. Dodd Jr.	1215 Garvin Lane Bowling Green, Ky. 42101
J. R. Bettersworth	4680 Three Springs Road Bowling Green, Ky. 42101
Elvis S. Donaldson	433 Old Richardsville Pike Bowling Green, Ky. 42101
Herbert Smith Sr.	1620 Sherwood Dr. Bowling Green, Ky. 42101

Fourth, A copy of the resolution of the shareholders authorizing this dissolution is appended to this statement and made a part thereof.

Fifth, The number of shares of stock outstanding in said corporation is 787 $\frac{1}{2}$ .

Sixth, The number of shares of stock voted for the motion for dissolution at the shareholders' meeting was 681  $\frac{1}{3}$ ; the number of shares voted against the motion for dissolution was 14; the total number of shares entitled to vote on said motion was 787 $\frac{1}{2}$ .

In witness whereof, I, Elvis S. Donaldson, President of Planters Tobacco Warehouse Company of Bowling Green, Kentucky, Incorporated, acting for and on behalf of said corporation have hereunto subscribed my name and caused the seal of said

STATEMENT OF INTENT TO DISSOLVE  
of

PLANTERS TOBACCO WAREHOUSE COMPANY OF BOWLING GREEN, KENTUCKY, INCORPORATED

corporation to be hereunto affixed this 22 day of September, 1986

By Elvis Donaldson  
President

Attest: June H. Hendrick  
Secretary-Treasurer

COMMONWEALTH OF KENTUCKY  
STATE AT LARGE

SUBSCRIBED AND SWORN TO before me by Elvis B. Donaldson and June H. Hendrick  
on this September 22, 1986.

Katherine L. Clamm  
NOTARY PUBLIC - KY. STATE AT LARGE  
My Commission Expires: 3-21-89

RESOLUTION TO BE PRESENTED TO THE BOARD OF  
DIRECTORS OF THE PLANTERS TOBACCO WAREHOUSE  
COMPANY OF BOWLING GREEN, KENTUCKY, INC.,  
AT A SPECIAL MEETING TO BE HELD AT 9:30 a.m.  
ON AUGUST 18, 1986, AT THE OFFICE OF THE CORPORATION

BE IT RESOLVED that the Board of Directors does hereby recommend to the shareholders of the corporation that the corporation be liquidated under the provisions of Section 337 of the Internal Revenue Code of 1954 as amended with the plan of liquidation to be that within a period of 12 months from this date all of the non-cash assets of the corporation be converted into cash; that all debts, taxes and expenses be paid and that the cash proceeds remaining then be distributed to the shareholders as liquidating dividends.

BE IT FURTHER RESOLVED that the officers of the corporation be, and they hereby are, authorized and directed to see to it that all appropriate steps be taken to complete the liquidation within such 12-month period, including the preparation and filing of a Notice of Intent to Dissolve with proper notice to the taxing authorities, the preparation and filing of all final tax returns and the payment of all taxes, the preparation and filing of Articles of Dissolution and all other acts that might be required.

Upon a call of the roll, the following directors voted in favor of the foregoing resolution.

Herbert Smith

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A.L. Dodd Jr.

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E.A. Steger

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J.R. Betterworth

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Elvis Donaldson

The following directors voted against the resolution.

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The chairman of the Board declared that the resolution had been passed by a vote of 5 to 0.

PORTION OF MINUTES OF THE SHAREHOLDERS OF PLANTERS

The president reported to the shareholders that the Board of Directors had adopted a resolution recommending that the corporation be liquidated within a 12-month period under the provisions of Section 337 of the Internal Revenue Code of 1954 as amended. After discussion of that subject, a motion was made and seconded that the shareholders approve the recommendation of the Board of Directors. Upon a call of the roll, 68 1/3 shares were cast in favor of adopting the recommendation of the Board and 14 shares were cast against adopting the recommendation of the Board and the president declared that the shareholders had Approved the recommendation of the Board by a vote of 68 1/3 to 14.