



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

46947 ✓

DREXELL R. DAVIS
SECRETARY OF STATE

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

December 31, 1986

SECRETARY OF STATE (502) 564-3490

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: Elkhorn Associates, Inc.
Frankfort, Kentucky

Domestic Corporation
Incorporation Date - 10/13/75

464749

Sam McNamara
Barnett & Alagia
113 West Main St.
Frankfort, Kentucky 40601

Gentlemen:

(XXXX) 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.425. 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

AK
OK # 10.00
CK # 3757
Drapery & Davis

STATEMENT OF INTENT TO DISSOLVE
OF
ELKHORN ASSOCIATES, INC..

I, Edward C. Kelsey, President of Elkhorn Associates, Inc., a Kentucky corporation, 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 Elkhorn Associates, Inc.

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

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
Edward C. Kelsey	President	826 East Main Frankfort, KY 40601
Donald E. Bradshaw	Secretary	137 Locust Hill Dr. Frankfort, KY 40601

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

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
Eloise Kelsey	Director	826 East Main Frankfort, KY 40601
Ann Bradshaw	Director	137 Locust Hill Dr. Frankfort, KY 40601

Fourth. A copy of the resolution of the shareholders authorizing this dissolution and of the agreement signed by all the shareholders consenting to dissolution is appended to this statement and made a part thereof.

Fifth. The number of shares of stock outstanding in said corporation is two hundred (200).

Sixth. The number of shares of stock voted for the motion for dissolution at the shareholders' meeting was two hundred (200); the number of shares voted against the motion for dissolution was zero (0); the total number of shares entitled to vote on said motion was two hundred (200). The agreement for dissolution was signed by the holders of all the voting power of the shareholders in person.

In witness whereof, I, Edward C. Kelsey, President, of Elkhorn Associates, Inc., acting for and on behalf of said corporation have hereunto subscribed my name and caused the seal of said corporation to be hereunto affixed this 30th day of December, 1986.

By: Edward C. Kelsey
President

Attest: Donald E. Bush
Secretary

STATE OF KENTUCKY)
) SS.
COUNTY OF FRANKLIN)

The foregoing was signed and acknowledged before me this 40th day of December, 1986, by Edward C. Kelsey, President of Elkhorn Associates, Inc., on behalf of said corporation.

My Commission expires: 7/1/90.

Edward C. Kelsey
NOTARY PUBLIC

STATE OF KENTUCKY)
) SS.
COUNTY OF FRANKLIN)

The foregoing was signed and acknowledged before me this 30th day of December, 1986, by Donald E. Bradshaw, Secretary of Elkhorn Associates, Inc., on behalf of said corporation.

My Commission expires: 8/1/90.

Donald E. Bradshaw
NOTARY PUBLIC

JOINT RESOLUTIONS OF BOARD OF DIRECTORS AND SHAREHOLDER
ELKHORN ASSOCIATES, INC.

RESOLVED, that in the judgment of the Board of Directors and Stockholder of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved;

RESOLVED, that, subject to approval of the stockholder of the Corporation and effective with the date of such approval, a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation;

RESOLVED, that the actions of the officers of the Corporation in negotiating for the distribution of all of the Corporation's assets and business subject to all the corporation's liabilities to the stockholder subject to approval of the Board of Directors and the stockholder of the Corporation, be, and they hereby are, ratified and approved;

RESOLVED, that, after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the stockholder of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable; and

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

RESOLVED, that the Board of Directors and shareholder of the Corporation intend for the liquidation to fall under Section 332 and 381 of the Internal Revenue Code of 1954 as amended.

✓ E. Robert Klay
✓ Donald E. Brader

COMMONWEALTH OF KENTUCKY
REVENUE CABINET
FRANKFORT
40620

SECRETARY OF STATE
RECEIVED
FEB 27 1987

Commonwealth of Kentucky

TO: Secretary of State
DATE: February 25, 1987
SUBJECT: Elkhorn Associates, Inc.

46947

Revenue Cabinet records indicate that the above-named corporation has outstanding tax liabilities with this Cabinet.

In accordance with the provisions of KRS 271A.465 and KRS 271A.590, it is requested that approval of the dissolution and/or withdrawal of this corporation be delayed until such time as these liabilities are satisfied.

Gary W. Gillis, Secretary

Revenue Cabinet

Account No. [REDACTED]