

PAID
NOV 06 1953
Dreppel & Davis

STATEMENT OF INTENT TO DISSOLVE
NACHOD & UNITED STATES SIGNAL CO.
BY ACT OF THE CORPORATION

To: The Secretary of State of the Commonwealth of Kentucky

Pursuant to the provisions of Section 271A.420 of the Kentucky Business Corporation Act, the undersigned corporation submits the following statement of intent to dissolve the corporation by act of the corporation.

First: The name of the corporation is Nachod & United States Signal Co.

Second: The names and respective addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
J. Carter Stewart	President & Treasurer	125 Chenoweth Lane Room 307 Louisville, KY 40207
Jean S. Ogden	Secretary	Box 402-B Mockingbird Valley Rd. Louisville, KY 40207

Third: The names and respective addresses of its directors are:

<u>Name</u>	<u>Address</u>
J. Carter Stewart	125 Chenoweth Lane Room 307 Louisville, KY 40207
Jean S. Ogden	Box 402-B Mockingbird Valley Road Louisville, KY 40207
John S. Speed	5913 Brittany Valley Road Louisville, KY 40222

Charles H. Semple, Jr. 324 Penruth Avenue
Louisville, KY 40207

J. Adger Stewart, II 2326 Longest Avenue
Louisville, KY 40204

Fourth: A resolution to dissolve the corporation was adopted by the Stockholders of the corporation on October 7, 1986, a copy of which is attached.

Fifth: The number of shares of the corporation outstanding at the time of such adoption was 853. All the outstanding shares of the corporation are in the same class.

Sixth: The number of shares voted for such resolution was 853; and the number of shares voted against such resolution was 0.

IN WITNESS WHEREOF, the undersigned corporation, by its President and Secretary, has executed in quadruplicate the foregoing Statement of Intent to Dissolve on this 31st day of October, 1986.

NACHOD & UNITED STATES SIGNAL CO.

By: J. Carter Stewart
J. Carter Stewart, President

and: Jean S. Ogden
Jean S. Ogden, Secretary

STATE OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

I, Robert R. Saalinger, a Notary Public, do hereby certify that on this 31st day of October, 1986, personally appeared before me J. Carter Stewart, who, being by me first duly sworn, declared that he is the President of Nachod & United States Signal Co., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

My commission expires: March 20, 1990.

Robert R. Saalinger
NOTARY PUBLIC

This instrument prepared by:

William A. Barth
William A. Barth
OGDEN & ROBERTSON
1200 One Riverfront Plaza
Louisville, KY 40202
(502) 582-1601

**MINUTES OF A JOINT SPECIAL MEETING
OF BOARD OF DIRECTORS AND STOCKHOLDERS
OF
NACHOD & U.S. SIGNAL CO.**

A joint special meeting of the directors and stockholders of Nachod & U.S. Signal Co. was held on the 7th of October, 1986, at Citizens Fidelity Bank & Trust Company, at 10:30 A.M.

The following members of the Board of Directors were present:

J. Carter Stewart
J. Adger Stewart, II
Charles H. Semple

Also present were William H. Bennett, CPA; Robert Lancaster, CPA, James S. Welch, Esq.; Robert R. Saelinger, Esq.; Ted L. Merhoff; Marshall Sellers; Jean Miller; and Jack M. Combs, Jr.

The following is a list of the Stockholders of the Corporation, all of whom participated in the meeting, either in person or by proxy as indicated:

<u>Name</u>	<u>Shares Voted in Person</u>	<u>Shares Voted by Proxy</u>
Cittrest & Company c/o Citizens Fidelity Bank & Trust Company		217
J. Carter Stewart	182	
J. Alexander Stewart c/o Citizens Fidelity Bank & Trust Company		153
J. S. Ogden Trust c/o Liberty National Bank & Trust Company		120
Kencourt & Company c/o First Kentucky Trust Company		50

<u>Name</u>	<u>Shares Voted in Person</u>	<u>Shares Voted by Proxy</u>
J. Adger Stewart, II	20	
Anne Stewart Speed		20
Lyle Stewart Haughton		20
Mary Jane Briney		15
Kencourt & Company c/o First Kentucky Trust Company		10
Louisville Axe & Tool Company		8
Frances Stewart Hand		5
Anne T. Stewart		5
John S. Speed		5
Loutrag c/o Liberty National Bank & Trust Company, Trustee for John C. Ogden		4
Loutrag c/o Liberty National Bank & Trust Company, Trustee for Stewart Ogden		4
William B. Ogden c/o Liberty National Bank & Trust Company, Agency Account		4
ALB & Company c/o The Citizens and Southern National Bank		4
Dr. William M. Chandler, Jr.		2
Kathleen Chandler Hornick		2
Robert B. Chandler		2
Caroline Robinson Selden	—	1
Total Shares Voted in Person	<u>202</u>	
Total Shares Voted by Proxy		<u>651</u>
Total Shares Voted		<u>853</u>

J. Carter Stewart, Chairman of the Board of Directors of the corporation, presided, and J. Adger Stewart, II acted as Secretary.

The Chairman presented a plan of liquidation and dissolution and after some discussion, the following resolutions were passed by unanimous vote:

WHEREAS, the Board of Directors of the corporation believe that it is in the best interests of the corporation to completely liquidate and dissolve; be it

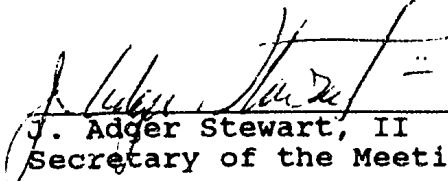
RESOLVED, that the corporation shall be liquidated and dissolved pursuant to the attached plan of complete liquidation and dissolution in accordance with Section 337 of the Internal Revenue Code of 1954, as amended; and

RESOLVED, that if necessary to execute the provisions of the plan of liquidation and dissolution, the designated stockholders, J. Carter Stewart and Jean S. Ogden, are authorized to enter into a liquidating trust agreement with a trustee appointed by the stockholders of the corporation, to receive, hold and distribute to stockholders any property that is transferred to the liquidating trust by the corporation; and

FURTHER RESOLVED, that the proper officers of the corporation are hereby authorized and empowered to execute and file such documents and to do and perform any and all acts and things as necessary or appropriate to complete the liquidation and dissolution pursuant to said plan.

There being no further business to conduct, on motion the meeting was adjourned.

Respectfully submitted,



J. Adger Stewart, II
Secretary of the Meeting

Acknowledged and Executed:

J. Carter Stewart
J. Carter Stewart

Jean S. Ogden
Jean S. Ogden

Charles H. Semple, Jr.
Charles H. Semple, Jr.

John S. Speed
John S. Speed

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

OF

NACHOD & U.S. SIGNAL COMPANY

1. Nachod & U.S. Signal Company, a corporation organized and existing under the laws of the Commonwealth of Kentucky, shall proceed to a complete liquidation according to the procedure set forth in this Plan.

2. The Board of Directors shall adopt a resolution recommending that the corporation be dissolved pursuant to this Plan and in accordance with section 337 of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the Code). In accordance with section 6043(a)(1) of the Code and Treasury Regulation section 1.6043-1, the corporation, shall file Form 966 with the District Director of Internal Revenue within thirty (30) days after adoption of the above resolution, and shall attach thereto a certified copy of the resolution and this Plan. In addition, the Board shall adopt a resolution directing that the question of such resolution and the adoption of this Plan be submitted to a vote at a special meeting of the stockholders.

3. Unless notice is waived in a writing signed by the stockholders in accordance with Kentucky Revised Statutes section 271A.660, the President or Secretary of the corporation shall direct written notice be delivered personally or by mail to each stockholder of record entitled to vote on the dissolution not less than ten (10) nor more than fifty (50) days before the date of the meeting, stating the place, day, hour and purposes of the

special meeting. A purpose of the meeting shall be to consider the advisability of dissolving the corporation.

4. At the special meeting of the stockholders, the stockholders shall consider a resolution approving and adopting the dissolution of the corporation pursuant to this Plan, after having examined this Plan and proposed terms and conditions of the sale of all the corporation's assets. The affirmative vote of the holders of a majority of the shares of the corporation entitled to vote on the resolution shall be necessary to pass the resolution, and no agreement for the sale of the corporation's assets shall be binding unless the Plan is thus approved by the stockholders.

5. Upon the adoption of this Plan of Complete Liquidation and Dissolution, the corporation by its President and Secretary shall execute in quadruplicate a verified Statement of Intent to Dissolve and shall deliver the Statement to the Secretary of State of Kentucky, in accordance with Kentucky Revised Statutes sections 271A.420, .425. Upon filing of the Statement of Intent to Dissolve, the corporation shall cease to carry on its business, except insofar as may be necessary to wind up its affairs.

6. After the filing of the Statement of Intent to Dissolve, corporation shall (a) immediately mail to each known creditor of the corporation, notice of the corporation's adoption of a plan of dissolution, (b) proceed to sell its assets, publicly or by private sale, and pay or adequately provide for its debts,

liabilities and obligations, and (c) do all other acts required to liquidate its business and affairs.

7. The directors shall declare and issue partial distributions resulting from the sale of its assets and from its surplus, if any, to the stockholders as soon as practicable. Such distributions shall be made prior to the expiration of twelve consecutive months after the adoption by the stockholders of the resolution authorizing dissolution, except that the corporation may either retain sufficient cash or property to meet claims as meant by Section 337 of the Code, or require the buyer or buyers of the corporate assets to assert any claim, or claims, for liability prior to the expiration of said twelve-month period.

If some of corporation's assets are not readily marketable within said twelve-month period, such assets shall be transferred within the twelve-month period to a liquidating trust, the objective of which shall be to liquidate the assets, not to carry on the corporation's business.

8. After the consummation of the sale of the corporate assets and after all debts, liabilities and obligations of the corporation have been paid and discharged, or after adequate provision has been made therefore, the remaining property and assets of the corporation shall be distributed to the stockholders according to their respective rights and interests. Such distribution shall be made prior to the expiration of said twelve-month period. All stock certificates of the corporation will be cancelled, and the stockholders will be required to sur-

render their stock certificates for retention in the corporation's records.

9. After the final distribution of assets, the corporation by its President and Secretary shall execute in triplicate verified Articles of Dissolution and shall deliver the Articles to the Secretary of State of Kentucky, in accordance with Kentucky Revised Statutes sections 271A.460, .465. Upon receipt by the corporation of a certificate of dissolution from the Secretary of State, the existence of the corporation shall cease, except to the extent that the corporation is deemed to continue to exist for any legal purpose of winding up its affairs, prosecuting and defending actions by or against it, and enabling it to collect and discharge its obligations, dispose of and convey its property, and collect and divide its assets.

10. The officers of the corporation shall be authorized and empowered to perform such acts as are necessary to carry out the details of the Plan, to execute, acknowledge and deliver all deeds, bills of sale, and any other documents necessary to transfer the corporation's assets and to carry out the Plan as hereinbefore set forth.

11. Notwithstanding the foregoing, the Board of Directors may by resolution elect to make a final distribution of assets to the stockholders after the twelve-month period, if in its discretion it is advisable not to liquidate under section 337 of the Code. Within thirty (30) days after adoption of the resolution, the corporation shall file an additional Form 966 with the

District Director of Internal Revenue and shall attach thereto a certified copy of the resolution.

12. The corporation may, at any time prior to the issuance of a certificate of dissolution by the Secretary of State, revoke this Plan in accordance with Kentucky Revised Statutes sections 271A.440-.455.

OGDEN & ROBERTSON

1200 ONE RIVERFRONT PLAZA
LOUISVILLE, KENTUCKY 40202-2938

REINHARD F. NEWELL
JAMES S. WALCH
JOHN T. BALLANTINE
JOSEPH C. OLINAH
STEPHEN F. SCHUSTER
SCOTT T. WINDLEMAN
ERNEST W. WILLIAMS
GERALD R. TONES
WALTER LAFF SALES
DAVID A. HARRIS
STEPHEN A. WATKINS

GREGORY J. BUSALO*
ROBERT R. SAELINGER
GARIBSON R. COX
D. BRIAN RATTLEPP
WILLIAM A. BARTH
W. GREGORY KING
JAMES M. G. CAUTHEN
ROBERT E. THIEMAN
ANN K. BANFIELD
THOMAS V. KENNEDY
LISA ANN VOLT

* ALSO ADMITTED INDIANA

Telephone & Telecopier
(502) 582-1601
Telex: 5106018109

SQUIRE R. OGDEN (1898-1984)

OF COUNSEL
CHARLES A. ROBERTSON

November 4, 1986

Secretary of State
Corporate Division
Room 154
State Capitol Building
Frankfort, KY 40601

Re: Statement of Intent to Dissolve
Nachod & United States Signal Co. *sd dot*

Dear Sir or Madam:

Enclosed are quadruplicate originals of the Statement of Intent to Dissolve Nachod & United States Signal Co. By Act of the Corporation, which statement needs to be filed pursuant to KRS § 271A.425.

Also enclosed is a \$10.00 check made payable to the Kentucky State Treasurer in payment of the filing fee.

Please return two of the originals, stamped as filed, to my attention.

Thank you for your cooperation.

Yours very truly,

Robert R. Saelinger
Robert R. Saelinger

RRS/ak
Enclosures

cc: J. Carter Stewart (w/encl.)

~~87353~~



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

DREXELL R. DAVIS
SECRETARY OF STATE

November 6, 1986

SECRETARY OF STATE (502) 564 3490
CORPORATE FILINGS (502) 564-2948
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: Nachod & United States Signal Co.
Louisville, Kentucky

Domestic Corporation
Incorporation Date - 12/28/1934

Robert R. Saelinger
Ogden & Robertson
1200 One Riverfront Plaza
Louisville, Kentucky 40202-2938

458582

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.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

57353



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 24, 1987

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

Robert R. Saelinger
Ogden & Robertson
1200 One Riverfront Plaza
Louisville, Kentucky 40202-2938

RE: "Nachod & United States Signal
Co."

Dear Mr. Saelinger:

Under the provisions of Kentucky Law KRS 271A.465, ninety (90) days have elapsed since the Statement of Intent to Dissolve for the above-named corporation was forwarded to the Secretary of Revenue as provided in KRS 271A.425, and no notice that taxes are due has been filed with the Secretary of State by the Secretary of Revenue.

The corporation may submit triplicate originals of Articles of Dissolution to this office for filing (KRS 271A.460). The filing fee is \$15.00 (KRS 271A.630(15)).

Please do not hesitate to call if you have any questions.

Sincerely,

Ruth Ann Powers
Corporation Division Director

by:

Ann Clay Hanly
Corporation Clerk Principal