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COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

DREXELL R. DAVIS
SECRETARY OF STATE

December 3, 1986

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: Atlas Plaster & Supply Company - dba "Selke Realty Company"
Louisville, Kentucky - dba "Dealers Supply, Inc."

Domestic Corporation
Incorporation Date - 01/16/1929

Marsha Theiss
Stites & Harbison
600 West Main Street
Louisville, Kentucky 40202

461421

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

STATEMENT OF INTENT TO DISSOLVE
ATLAS PLASTER & SUPPLY COMPANY

ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY

ADK
10.00
10.00

We, J. Adger Stewart, II and Frank Davidson, the President and Secretary, respectively, of Atlas Plaster & Supply Company, a Kentucky corporation, having been directed to execute a Statement of Intent to Dissolve by written consent of the sole shareholder of said corporation, do hereby certify that:

FIRST: The name of this corporation is Atlas Plaster & Supply Company.

SECOND: The names and post office addresses of its officers are:

Name	Title	Post Office Address
J. Adger Stewart, II	President	2326 Longest Avenue Louisville, Kentucky 40204
Frank Davidson	Secretary	827 Lotus Avenue Louisville, Kentucky 40213

THIRD: The names and post office addresses of its directors are:

Name	Post Office Address
J. Adger Stewart, II	2326 Longest Avenue Louisville, Kentucky 40204
Frank Davidson	827 Lotus Avenue Louisville, Kentucky 40213

FOURTH: The number of shares of stock outstanding in this corporation is 5,620. A copy of the Written Consent of the sole shareholder and directors to a voluntary dissolution of this corporation is appended hereto and incorporated herein. This

WRITTEN CONSENT OF SOLE SHAREHOLDER AND DIRECTORS TO
LIQUIDATION AND DISSOLUTION
OF ATLAS PLASTER & SUPPLY COMPANY

We, the undersigned, being the sole shareholder and all of the directors of Atlas Plaster & Supply Company, do hereby resolve and consent in writing to its liquidation and dissolution and declare that it is desirable to, and the corporation does elect to, liquidate, wind up and dissolve pursuant to the Plan of Complete Liquidation and Dissolution attached hereto. The President and the Secretary are hereby authorized and directed to execute and file a Statement of Intent to Dissolve with the Secretary of State showing unanimous consent of the shareholders to dissolution of the corporation. We further authorize and direct the President and other proper parties to take such other actions as are required by law or necessary to wind up the affairs of said corporation so that a Certificate of Dissolution may properly be issued by the Secretary of State.

IN WITNESS WHEREOF, we have hereunto subscribed our names, on this 1st day of November, 1986.

SHAREHOLDER:

CITIZENS FIDELITY BANK AND TRUST
COMPANY OF LOUISVILLE, Executor of
the Estate of J. Alexander Stewart

BY: 

TITLE: Chief President

DIRECTORS:

J. Adger Stewart
J. ADGER STEWART, II
Frank Davidson
FRANK DAVIDSON

WAIVER OF NOTICE

We, the undersigned, being the sole shareholder and all of the directors of Atlas Plaster & Supply Company, do hereby waive all notices to which we may be entitled with respect to the matters contained in the above Written Consent.

SHAREHOLDER:

CITIZENS FIDELITY BANK AND TRUST COMPANY OF LOUISVILLE, Executor of the Estate of J. Alexander Stewart

BY: J. Adger Stewart
TITLE: Att. Plaster

DIRECTORS:

J. Adger Stewart
J. ADGER STEWART, II
Frank Davidson
FRANK DAVIDSON

PLAN OF COMPLETE
LIQUIDATION AND DISSOLUTION
OF ATLAS PLASTER & SUPPLY COMPANY

Pursuant to the following Plan of Complete Liquidation and Dissolution (the "Plan"), Atlas Plaster & Supply Company, a Kentucky corporation (the "Company"), shall cease to carry on its business effective as of the close of business on the date of adoption of this Plan by the Company's sole shareholder, and shall thereafter wind up its affairs and voluntarily dissolve in accordance with the provisions of sections 331 and 337 of the Internal Revenue Code of 1954, as amended (the "Code"), and Section 271A.415 and other applicable sections of the Kentucky Revised Statutes:

1. Sale of Assets. After adoption of the Plan by the shareholder of the Company, and in order to effectuate the complete liquidation and dissolution of the Company, the President of the company shall undertake to convey and dispose of, as expeditiously as practicable and for such consideration and upon such terms and conditions as the President shall deem advisable and in the best interests of the shareholder, and without further action by the shareholder, such of the Company's properties as are not to be distributed in kind to its shareholder. The President shall pay or cause to be paid any and all fees, commissions and taxes and shall do or cause to be done such other acts as the President may deem necessary or appropriate to complete the

liquidation and dissolution of the Company and to fully effectuate the purposes of this Plan.

2. Distributions. The President shall make from time to time as he shall deem appropriate one or more distributions of property of the Company, in cash or in kind, in a series of distributions in complete liquidation, retaining such assets as he may deem reasonably necessary to meet claims or liabilities of the Company, and to continue the operation of such properties of the Company as have not been sold at the time of any such distribution. The President may make an initial distribution as soon as reasonably practicable after sale of any portion of the Company's property.

3. Winding-Up of Affairs. To carry out and complete the voluntary liquidation and dissolution of the Company, the President shall (a) cause a statement of intent to dissolve the Company to be executed and delivered to the Secretary of State for filing; (b) cause notice of the filing by the Secretary of State of such statement of intent to dissolve to be mailed to each known creditor of the Company; (c) proceed to collect the assets of the Company, convey and dispose of such of its properties as are not to be distributed in kind to its shareholder, pay, satisfy and discharge its liabilities and obligations and do all other acts required to liquidate its business and affairs; (d) after paying or adequately providing for the payment of all of its then liabilities and obligations, but in no event later than twelve (12) months from the date of adoption of this Plan by its

shareholder, distribute the remainder of its assets, either in cash or in kind, in one or more distributions as the President may determine, to its sole shareholder, and in complete redemption and cancellation of all of its outstanding capital stock; and (e) do and perform all acts, execute all documents, file all reports, statements, certificates and returns, take all action and enter into all transactions in the name and on behalf of the Company as may be necessary or desirable to wind up the business and affairs of the Company, to complete the distribution of its remaining assets to its shareholder in complete liquidation of the Company, and to terminate its corporate existence by dissolution. If the shareholder shall, prior to the formal adoption of this Plan, informally agree to the sale of the Company's assets and its liquidation, the date of adoption of this Plan shall be considered the date of its agreement for purposes of determining by what date the Company's assets shall be distributed.

4. Surrender of Certificates. Each of the foregoing distributions in complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for, all of the outstanding shares of the Company, and the shareholder shall surrender its certificates evidencing such shares for cancellation upon receipt of the final distribution herein authorized. The President may require that the shareholder surrender its certificates for such shares for recording thereon the receipt of any distributions prior to the final distribution. In lieu of this recording procedure, the President may also

require, if he determines it to be in the best interests of the shareholder, that the shareholder surrender for cancellation certificates evidencing that number of shares which bears the same ratio to the total number of shares held by such shareholder as the amount of such distribution bears to the total amount of all distributions which such shareholder is expected to receive pursuant to this Plan.

5. Effective Time. This Plan shall become effective on the date of its adoption by the affirmative vote of the holder of all of the outstanding shares of the Company.

6. Federal Income Tax Consequences. It is the intention of the Company that (i) Section 337 of the Code apply to prevent the recognition of gain or loss to the Company on the sale of property by the Company pursuant to this Plan, and (ii) Section 336 of the Code apply to prevent the recognition of gain to the Company on the distribution of property in kind, if any, to the shareholder (or to one or more liquidating trusts for the benefit of the shareholder). The President shall take such steps as he may deem necessary or appropriate to avoid the imposition of a personal holding company tax on the Company pursuant to Section 541, et seq. of the Code, including, but not limited to, designating all or part of any distribution pursuant to this Plan as a "dividend" in accordance with the procedures set forth in Section 316(b)(2) of the Code and the regulations promulgated thereunder.

7. Termination. If the Company, for any reason, shall not have conveyed or disposed of such of its properties as are not to

be distributed in kind to its shareholder on or before twelve (12) months from the date of adoption hereof by the shareholder (or the earlier informal agreement of the shareholder to liquidate the Company), the Plan shall terminate and be of no further force or effect whatsoever. This Plan shall also terminate if the Board of Directors of the Company determines either that the federal income tax consequences of the transactions contemplated by this Plan will not be substantially as set forth in paragraph 6 above or there is substantial risk that the intended federal income tax treatment will not be accorded the transactions contemplated hereby.

STITES & HARBISON

600 WEST MAIN STREET
LOUISVILLE, KENTUCKY 40202

(502) 587-1400

RECEIVED

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SECRETARY OF STATE
COMMONWEALTH OF KY.

RUFUS LISLE
KENT MCELWAIN
NATHAN F. LLOYD, JR.
T. KENNEDY HELM, JR.
RICHARD BUSH, JR.
LIVELY M. WILSON
BEN L. KESSINGER, JR.
JAMES W. STITES, JR.
CALVERT T. ROSZELL, P. S. C.
CHARLES E. PALMER, JR.
WINFREY P. BLACKBURN, JR.
DAVID C. BROWN
SIDNEY C. KINKEAD, JR.
GEORGE W. MILLS
ROBERT G. BREITZ
C. DANT KEARNS
W. ROBINSON BEARD
JAMES G. APPLE
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JAMES R. WILLIAMSON
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DOUGLASS C. E. FARNSLEY
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LARRY D. HAMFELDT

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KAREN L. MARPLE
JEFFEREY M. YUSSMAN
DAVID C. TRIMBLE
BROOKS D. KUBIK
GREGORY P. PARSONS
JUDITH A. VILLINES
WILLIAM S. WETTERER, III
MICHAEL D. RISLEY
ANDREA KAY DONOHO
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RICHARD A. VANCE
ELIZABETH K. ROUSE
J. CLARKE KELLER
BRENDA L. WALTS
KAREN B. JORDAN
MARY E. KARRE

JAMES W. STITES
11897 19751
CLINTON M. HARBISON
11886 19801
HENRY E. MCELWAIN, JR.
11891 19861
BEN L. KESSINGER
11896 19581
421 WEST MAIN STREET
FRANKFORT, KENTUCKY 40601
(502) 223 3477
101 EAST VINE STREET
LEXINGTON, KENTUCKY 40507
(606) 253 0373
TELEX 556882
ABANET 1327
TELECOPIER (502) 587-3400
ZAPNET (502) 581 1502

November 20, 1986

Secretary of State
Capitol Building
Frankfort, Kentucky 40601

Re: Atlas Plaster & Supply Company *BLDT*

Dear Sir/Madam:

I am enclosing for filing quadruplicate originals of a Statement of Intent to Dissolve for Atlas Plaster & Supply Company and a check in the amount of \$10.00 for the filing fee.

Please return two (2) originals to me after these have been filed.

Thank you for your assistance in this matter.

Very truly yours,

STITES & HARBISON

Marsha Theiss
Marsha Theiss

MT:jgk
Enclosures

STITES & HARBISON

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LOUISVILLE, KENTUCKY 40202

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KAREN B. JORDAN
MARY E. KARRE

OF COUNSEL
S. LLOYD CARDWELL
BEN B. FOWLER

JAMES W. STITES
(1897-1975)
CLINTON M. HARBISON
(1886-1980)
HENRY C. MCELWAIN, JR.
(1891-1966)
BEN L. KESSINGER
(1896-1958)

421 WEST MAIN STREET
FRANKFORT, KENTUCKY 40601
(502) 223-3477

101 EAST VINE STREET
LEXINGTON, KENTUCKY 40507
(606) 253-0373

TELEX 556882
ABA/NET 1327
TELECOPIER (502) 587-3400
FAPNET (502) 587-1502

December 2, 1986

Secretary of State
Capitol Building
Frankfort, Kentucky 40601

Re: Atlas Plaster & Supply Company

Dear Sir/Madam:

I am enclosing for filing the Annual Report for Atlas Plaster & Supply Company along with a check in the amount of \$5.00 for the filing fee.

I am also enclosing for filing quadruplicate originals of a Statement of Intent to Dissolve for Atlas Plaster & Supply Company and a check in the amount of \$10.00 for the filing fee.

Please return two (2) originals of the Statement of Intent to Dissolve to me after these have been filed.

Thank you for your assistance in this matter.

Very truly yours,

STITES & HARBISON

Marsha Theiss
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MT:jgk
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