

Handwritten: RW
CK #10-00

STATEMENT OF INTENT TO DISSOLVE

JOHN M. HEMMER CONSTRUCTION COMPANY

Handwritten: D. W. Hemmer

Paul W. Hemmer, Sr., President, and William R. Hemmer, Secretary, of John M. Hemmer Construction Company, a Kentucky corporation, duly authorized and instructed by the stockholders of John M. Hemmer Construction Company in accordance with the provisions of KRS 271A.415, hereby execute this Statement of Intent to Dissolve.

1. The name of the corporation is: John M. Hemmer Construction Company.
2. The names and respective offices of the officers and Directors of the Corporation are as follows:

Paul W. Hemmer, Sr., Director and President
4 Cambridge Drive
Fort Mitchell, Kentucky 41017

William R. Hemmer, Director, Vice President
and Secretary
14 Dartmouth
Fort Mitchell, Kentucky 41017

John F. Curtin, Jr., Director, Vice President
and Treasurer
14 Cambridge Drive
Fort Mitchell, Kentucky 41017

3. A copy of the written consent to dissolution signed by all of the shareholders of the Corporation is attached hereto and incorporated herein by reference as though herein more fully set out. The attached written consent has been signed by all of the shareholders of the Corporation personally.

IN WITNESS WHEREOF, Paul W. Hemmer, Sr., and William R. Hemmer, Secretary, of John M. Hemmer Construction Company have hereunto set their signatures this 37 day of September, 1986.

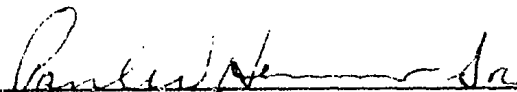
Handwritten signature of Paul W. Hemmer, Sr.

Paul W. Hemmer, Sr., President

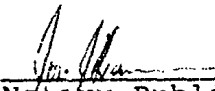
Handwritten signature of William R. Hemmer

William R. Hemmer, Secretary

I, Paul W. Hemmer, Sr., President of John M. Hemmer Construction Company, a Kentucky corporation, do hereby verify that the statements contained above are true and correct and that Paul W. Hemmer, Sr., President and William R. Hemmer, Secretary of John M. Hemmer Construction Company, are authorized to execute the foregoing Statement of Intent to Dissolve.


Paul W. Hemmer, Sr.

Subscribed and sworn to before me, a Notary Public, by Paul W. Hemmer, Sr., President of John M. Hemmer Construction Company, this 24th day of September, 1986.


Notary Public

My Commission expires: 2/24/90
My Jurisdiction is: KY State at Large

JON J. HEMMER
Notary Public, Kentucky State at Large
My Commission Expires February 24, 1990

CONSENT TO DISSOLUTION

JOHN M. HEMMER CONSTRUCTION COMPANY

The undersigned, Paul W. Hemmer, Sr., William R. Hemmer and John F. Curtin, Jr., being all of the holders of all of the outstanding shares of stock of John M. Hemmer Construction Company, a Kentucky corporation, do hereby consent to the dissolution of John M. Hemmer Construction Company (hereinafter referred to as the "Corporation") subject to the provisions as hereinafter set forth, and direct and authorize the President and Secretary of the Corporation to file with the Kentucky Secretary of State a "Statement of Intent to Dissolve" the John M. Hemmer Construction Company in accordance with the provisions of KRS 271A.415.

The President of the Corporation, or in his absence, any Vice President, is hereby authorized to execute any and all forms, reports, or returns required by any Federal, State or local government in connection with or by reason of the liquidation and dissolution of the Corporation.

The President is authorized and directed to sell all of the physical assets of the Corporation upon such terms and conditions as he deems reasonable, reducing same to cash. The President will endeavor to collect and/ or reduce to cash all accounts receivable and insurance owned by the Corporation.

ZIEGLER & SCHNEIDER, P.S.C.
ATTORNEYS AT LAW

200 COVINGTON MUTUAL BUILDING

629 MADISON AVENUE

COVINGTON, KENTUCKY 40011

AREA CODE 606

TELEPHONE 581-4553

WILBERT L. ZIEGLER
DAVID A. SCHNEIDER
T. J. BRANDT
WILLIAM J. DEUPRIE III
JOSEPH L. BAKER
BONNIE BECK
ROBERT D. MONFORT
KAREN BURRIS BAKER
MICHAEL A. DUNCAN
LORI JUAN FIELDS

GREGORY W. HUGHES
1898-1958
ANDREW W. CLARK
1914-1967
D. COLLINS LEE
1888-1946

September 25, 1986

Hon. Drexell R. Davis
Secretary of State
Commonwealth of Kentucky
Capitol Building
Frankfort, Kentucky 40601

RECEIVED

SEP 29 1986

RE: DISSOLUTION OF JOHN M. HEMMER CONSTRUCTION COMPANY

SECRETARY OF STATE
COMMONWEALTH OF KY

Dear Sir:

Enclosed please find quadruplicate originals of the "Statement of Intent to Dissolve" for the foregoing corporation being filed with you, together with a check as payment of the filing fee. Please process and return a stamped copy to this office for further filing.

Very truly yours,

W. L. Ziegler
Wilbert L. Ziegler
ZIEGLER & SCHNEIDER, P.S.C.

WLZ/kr
enclosures

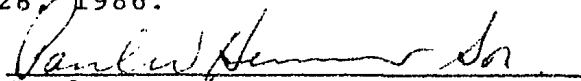
*Also enclosed is \$1000 check + 1985 + 1986
annual reports. Hopefully you can
now proceed with the
dissolution.*

*Thanks.
W. L. Ziegler*

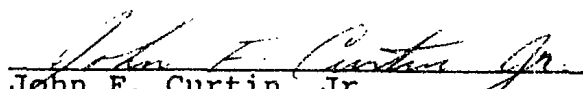
The President shall pay all debts and obligations of the Corporation and after all debts and obligations of the Corporation have been paid, or otherwise provided for, the remaining funds of the Corporation, including but not limited to all funds in checking accounts, savings accounts, certificates of deposit and money market accounts, shall be distributed over and paid to the stockholders according to their respective stock holdings.

All assets of the Corporation remaining after the foregoing has been accomplished, whether tangible or intangible, whether liquidated or unliquidated, whether reflected on the books of the Corporation or not, shall be distributed and transferred by bill of sale, assignment or other proper method of transfer jointly to the three stockholders to be held jointly and in equal shares.

DATED as of August 28, 1986.


Paul W. Hemmer, Sr.


William R. Hemmer


John F. Curtin, Jr.



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

DREXELL R. DAVIS
SECRETARY OF STATE

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

October 9, 1986

SECRETARY OF STATE (502) 564-3490
CORPORATE FILINGS (502) 564-2948
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: John M. Hemmer Construction Co., Inc.
Florence, Kentucky

Domestic Corporation
Incorporation Date - 12/19/55

455962

Wilbert L. Ziegler
Ziegler & Schneider, P.S.C.
Attorneys At Law
200 Covington Mutual Building
629 Madison Avenue
Covington, Kentucky 41011

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



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

DREXELL R. DAVIS
SECRETARY OF STATE

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

January 26, 1987

SECRETARY OF STATE (502) 564-3480
CORPORATE FILINGS (502) 564-2848
CORPORATION RECORDS (502) 564-7330

Wilbert L. Ziegler
Ziegler & Schneider, P.S.C.
Attorneys At Law
200 Covington Mutual Building
629 Madison Avenue
Covington, Kentucky 41011

RE: "John M. Hemmer Construction Co., Inc."

Dear Mr. Ziegler:

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