

019894A ✓

RECEIVED & FILED  
\$40.00  
Apr 19 9 57 AM '91

ARTICLES OF DISSOLUTION  
OF GLASGOW PLAZA, INC.

KKB

635236

The undersigned, President and Secretary, of Glasgow Plaza, Inc., hereby adopt the following Articles of Dissolution for said corporation, pursuant to authority vested in them by resolution of the shareholders dated ~~March~~ <sup>April</sup> 12, 1991, dissolving the corporation and authorizing the officers of the corporation to take such actions as necessary to effectuate said dissolution.

ARTICLE I

The name of the corporation is GLASGOW PLAZA, INC..

ARTICLE II

The dissolution of the corporation was authorized on ~~March~~ <sup>APRIL</sup> 12, 1991.

ARTICLE III

The dissolution of the corporation was approved by Eastland, Inc., a Kentucky corporation, by and through its directors, said corporation being the sole shareholder of all issued shares of stock of Glasgow Plaza, Inc.

ARTICLE IV

The corporation has only one class of shares and all shares were voted in favor of dissolution.

Dated this 12<sup>th</sup> day of ~~March~~ <sup>APRIL</sup>, 1991.

GLASGOW PLAZA, INC.  
By: William W. Hall, Jr.

William W. Hall, Jr., President

John Hostetter  
John Hostetter, Secretary

PREPARED BY:  
Thomas A. Collins II  
THOMAS A. COLLINS II  
COLLINS AND BORDERS  
127 WEST MAIN STREET  
LEXINGTON, KY 40507  
(606) 233-7272

RESOLUTION OF GLASGOW PLAZA, INC.  
DISSOLVING THE CORPORATION

BE IT HEREBY RESOLVED as follows:

1. That the corporation be dissolved;
2. That the corporation shall, henceforth, carry on no business except that appropriate to wind up and liquidate its business and affairs, including:
  - (a) collecting its assets;
  - (b) disposing of its properties that will not be distributed in kind to its shareholders;
  - (c) discharging or making provision for discharging its liabilities;
  - (d) distributing its remaining property among its shareholders according to their interests; and
  - (e) doing every other act necessary to wind up and liquidate its business and affairs;
3. That the share transfer record of the corporation be closed;
4. That all known claimants, if any, of the corporation be notified in writing of this dissolution, and such written notice shall:
  - (a) describe information that must be included in a claim;
  - (b) provide a mailing address where a claim may be sent;
  - (c) state a deadline of 120 days from the effective date of the written notice, by which the corporation must receive the claim; and
  - (d) state that the claim will be barred if not received by the deadline;
5. That to ascertain any unknown claim against the corporation, the corporation shall publish notice of its dissolution and request that persons with claims against the corporation present them in accordance with the notice, which notice shall:

(a) be published one time in a newspaper of general circulation in the county where this corporation's principal office is or was last located;

(b) describe the information that must be included in a claim and provide a mailing address where the claim may be sent; and

(c) state that a claim against the corporation will be barred unless a proceeding to enforce the claim is commenced within two years after the publication of the notice;

6. That the corporation prepare Articles of Dissolution, which shall contain the information set forth in KRS 271B.14-030, and which shall be filed with the Secretary of State as required by law.

7. That certified copies of the Articles of Dissolution be filed in the counties in which Articles of Incorporation are of record for the corporation and/or in which the corporation's principal place of business is or was last located.

8. That the Board of Directors, and through their authority the officers of the corporation, be empowered to take such actions as are necessary, and which are within the scope of their appropriate winding up duties, to effectuate the dissolution of the corporation.

WITNESS the signatures of the undersigned being the President and Secretary of Glasgow Plaza, Inc. signing under authority vested in them by the Board of Directors of Glasgow Plaza, Inc., this the 12 day of APRIL, 1991.

GLASGOW PLAZA, INC.

  
WILLIAM W. HALL, JR., PRESIDENT

  
JOHN HOSTETTER, SECRETARY

RESOLUTION OF THE SOLE SHAREHOLDER OF  
GLASGOW PLAZA, INC., ADOPTED BY  
WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING

Eastland, Inc., sole shareholder of Glasgow Plaza, Inc., a Kentucky corporation, hereby unanimously adopts the following resolution:

WHEREAS, Eastland, Inc. has determined that Glasgow Plaza, Inc. should be dissolved; and,

WHEREAS, Eastland, Inc. is the sole shareholder of Glasgow Plaza, Inc., and holds all shares issued by Glasgow Plaza, Inc.; and,

WHEREAS, Glasgow Plaza, Inc. has only one class of shares entitled to vote;

BE IT RESOLVED, that the sole shareholder, Eastland, Inc., unanimously adopts the attached Resolution dissolving the corporation.

WITNESS the signatures of the undersigned being the President and Secretary of Eastland, Inc., signing under authority vested in them by resolution of the Board of Directors of Eastland, Inc. adopted this same day; this 12 day of APRIL, 1991.

EASTLAND, INC.

  
WILLIAM W. HALL, JR., PRESIDENT

  
JOHN HOSTETTER, SECRETARY

I, the undersigned, hereby certify that I am the acting Secretary of Glasgow Plaza, Inc., a Kentucky corporation, and that by consent of the sole shareholder of said corporation on the 12 day of APRIL, 1991, the foregoing resolution was entered into the regular minute book of the corporation, and that such resolution has not been rescinded or modified.

I further certify that there is no provision in the Articles of Incorporation or Bylaws of Glasgow Plaza, Inc., limiting the power of its shareholders to adopt the foregoing resolution, and that it is in conformity with the provisions of the Articles of Incorporation and Bylaws.

I further certify that the resolution has been executed by the appropriate officers of Eastland, Inc., and that Eastland, Inc. holds all shares entitled to vote.

IN WITNESS WHEREOF I have hereunto affixed my hand this  
12 day of APRIL, 1991.

GLASGOW PLAZA, INC.

By: *John W. Hostetter*  
JOHN HOSTETTER, SECRETARY

RESOLUTION OF THE BOARD OF DIRECTORS  
OF EASTLAND, INC. ADOPTED BY UNANIMOUS CONSENT  
IN LIEU OF A SPECIAL MEETING, RESOLVING TO DISSOLVE  
ITS WHOLLY OWNED SUBSIDIARY, GLASGOW PLAZA, INC.

The Board of Directors of Eastland, Inc., a Kentucky corporation, hereby unanimously adopt the following resolution in lieu of a special meeting:

WHEREAS, the Board of Directors by unanimous consent and upon advice of experts and after careful and complete review of the corporate affairs and records of Glasgow Plaza, Inc., has determined that Glasgow Plaza, Inc., should be dissolved; and

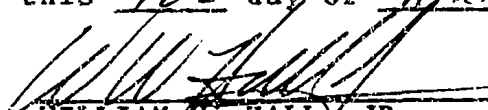
WHEREAS, Glasgow Plaza, Inc. is a wholly owned subsidiary of Eastland, Inc. which is the sole shareholder of stock issued by Glasgow, Inc., a Kentucky corporation; and,

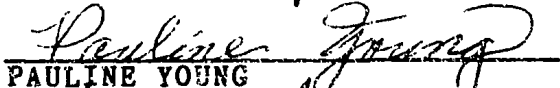
WHEREAS, there has been submitted to the Board of Directors the attached resolution to be approved by unanimous consent of the sole shareholder of Glasgow Plaza, Inc.;

THERE BE IT RESOLVED, that the Board of Directors approves the dissolution of Glasgow Plaza, Inc., and the President of Eastland, Inc. is hereby directed and authorized to sign and adopt the resolution of the sole shareholder of Glasgow Plaza, Inc., dissolving the corporation by unanimous written consent in lieu of a special meeting; and,

BE IT FURTHER RESOLVED that the President of Eastland, Inc. is authorized and empowered to act as President of Glasgow Plaza, Inc. in signing the Articles of Dissolution; and the Secretary of Eastland, Inc. is hereby authorized and empowered to act as Secretary of Glasgow Plaza, Inc. for the purpose of signing the Articles of Dissolution.

WITNESS the signatures of the undersigned, being all of the directors of Eastland, Inc., this 12<sup>th</sup> day of APRIL, 1991.

  
WILLIAM W. HALLY JR.

  
PAULINE YOUNG

  
THOMAS A. COLLINS

LAW OFFICES  
**COLLINS AND BORDERS**

THE EQUUS BUILDING  
127 WEST MAIN STREET  
LEXINGTON, KENTUCKY 40507  
PHONE (606) 233-7272  
FAX (606) 253-1755

THOMAS A. COLLINS  
J. DAVID BORDERS  
THOMAS A. COLLINS II  
JOHN D. BORDERS, JR.

LOUISVILLE OFFICE

J. DAVID BORDERS  
JOHN D. BORDERS, JR.  
SUITE 506, ONE RIVERFRONT PLAZA  
LOUISVILLE, KENTUCKY 40202

April 17, 1991

Secretary of State  
Commonwealth of Kentucky  
Corporate Division  
State Capitol Building  
Frankfort, KY 40621

Re: Key Realty Inc., Glasgow Plaza, Inc., World  
Wide Shoppes, Inc., Commerce Plaza, Inc. and  
Globe Cleaners, Inc.

Dear Secretary of State:

Enclosed herewith are documents including Articles of  
Dissolution of each of the above Kentucky corporations, which are  
registered with your office.

We wish the Article of Dissolution be filed with your office  
and a copy of each of same be returned to me for recording in  
Fayette County.

Enclosed herewith is our check for \$200.00 representing the  
filing fee of \$40.00 for each of these Articles.

Thank you for your prompt attention to this matter.

Very truly yours,

  
THOMAS A. COLLINS

/aco  
Enclosures