

**ARTICLES OF DISSOLUTION
OF
PLP Holdings, Inc.**

Pursuant to the provisions of KRS 271B.14-030, **PLP Holdings, Inc.**, a Kentucky corporation (the "**Corporation**"), hereby adopts the following Articles of Dissolution:

- FIRST:** The name of the Corporation is "**PLP Holdings, Inc.**"
- SECOND:** The dissolution of the Corporation, and execution and filing of these Articles of Dissolution, was authorized by the Board of Directors of the Corporation on December 24, 2016, and recommended to the three shareholders for approval. The three shareholders of the Corporation unanimously approved the dissolution of the Corporation on December 24, 2016.
- THIRD:** The Corporation has 201 issued and outstanding shares of Common Stock, having no par value per share, each of which 201 shares entitled its owner to cast one vote on the proposal to dissolve. After written notice was given to each shareholder of a duly called meeting to vote of the Board of Director's recommendation, the total number of undisputed votes cast for the dissolution of the Corporation was 201 or unanimous. Accordingly, the number of votes was sufficient for approval.
- FOURTH:** The effective date of these Articles of Dissolution shall be the date of filing with the Kentucky Secretary of State's office.

IN TESTIMONY WHEREOF, the Corporation has duly caused these Articles of Dissolution to be executed on its behalf, by the undersigned duly authorized officer, as of the December 24, 2016.

PLP Holdings, Inc.

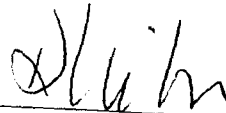
By: > 
Philip N. Hambrick, its President

COMMONWEALTH OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

I, a Notary Public in and for the Commonwealth and County aforesaid, do hereby certify that the foregoing Articles of Dissolution of **PLP Holdings, Inc.** were this day produced before me in said Commonwealth and County and were signed and acknowledged by **Philip N. Hambrick**, as the President thereof, to be such President's act and deed.

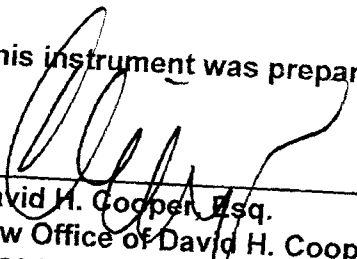
Witness my hand this 24th day of December, 2016.

My Commission expires: 06/23/2020



Notary Public,
Commonwealth at-Large, Kentucky

This instrument was prepared by:



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EXHIBIT A

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF PLP Holdings, Inc.

THIS PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION ("Plan") of PLP Holdings, Inc., a Kentucky corporation ("**Corporation**"), is intended to accomplish the complete liquidation of the Corporation in accordance with section 336 of the Internal Revenue Code of 1986, as amended, and the Kentucky Business Corporation Act. Such liquidation shall be accomplished as set forth below:

1. The Corporation's Board of Directors has adopted a resolution recommending that the Corporation dissolve its corporate existence in accordance with this Plan and has recommended dissolution of the Corporation to its three shareholders.

2. Upon approval by the shareholders of the proposed dissolution and this Plan, the proper officers of the Corporation are authorized and directed to proceed, as promptly as possible, to wind up the Corporation's affairs, to transfer all remaining Corporation assets, tangible and intangible, in accordance with law and as the President of the Corporation deems to be in the best interest of the Corporation.

3. (a) The proper officers of the Corporation are further authorized and directed to file Form 966 with the Internal Revenue Service, together with a certified copy of this Plan as adopted by the Board of Directors and the three shareholders of the Corporation, within thirty (30) days after the approval of this Plan by the three shareholders of the Corporation.

(b) The proper officers of the Corporation are further authorized and directed to take all such action and execute, delivery and file all documents and instruments as may be necessary or appropriate to dissolve the Corporation under the Kentucky Business Corporation Act including, but not by way of limitation, the execution and filing of Articles of Dissolution with the Secretary of State of Kentucky.

4. This Plan may be amended or abandoned at any time upon the affirmative vote of a majority of the Board of Directors of the Corporation recommending such action, notwithstanding its approval by the three shareholders.

PLP
12/24/16

ACTION OF THE SHAREHOLDERS

OF

PLP Holdings, Inc.

TAKEN BY WRITTEN CONSENT

December 24, 2016

Pursuant to the provisions of KRS 271B.7-040, the three Shareholders of **PLP Holdings, Inc.**, a Kentucky corporation (the "**Corporation**"), hereby adopt the following preamble and resolutions and consent to the corporate actions contemplated thereby:

DISSOLUTION OF CORPORATION

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation that it wind up its affairs, liquidate and dissolve its corporate existence.

NOW, THEREFORE, BE IT:

RESOLVED, that the three Shareholders hereby consent and approve of the liquidation and dissolution of the Corporation in accordance with the laws of the Commonwealth of Kentucky and further consent to and approve the Corporation's Plan of Complete Liquidation and Dissolution ("**Plan**") adopted by the Board of Directors and attached hereto and made a part hereof as **EXHIBIT A**;

FURTHER RESOLVED, that the three Shareholders agree to accept each Shareholder's respective rights and interests in the Corporation's assets and to surrender all of the stock in the Corporation in exchange therefor;

FURTHER RESOLVED, that counsel for the Corporation shall file Articles of Dissolution in the office of the Secretary of State of Kentucky, and all other such documents required by the Commonwealth of Kentucky in connection with the liquidation and dissolution of the Corporation;

FURTHER RESOLVED, that all mail of the Corporation, or to any officer of the Corporation, of whatsoever kind, shall, from and after this date, be forwarded to one of the Corporation's shareholders, Philip N. Hambrick, 10720 Plantside Drive, Louisville, Kentucky 40299; and

FURTHER RESOLVED, that the President and Secretary of the Corporation, or either of them, be, and they hereby are, authorized, directed

and empowered on and on behalf of the Corporation to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation and dissolution of the Corporation in accordance with the Plan.

WITNESS the signature of the undersigned, who are the three Shareholders of the Corporation, as of the date first written above.

SHAREHOLDERS:

By: > Philip N. Hambrick
Philip N. Hambrick, Individually

By: > Lester N. Rinehart
Lester N. Rinehart, Individually

By: > Peter J. Easton
Peter J. Easton, Individually

EXHIBIT A: Plan of Complete Liquidation and Dissolution