

RECEIVED
OCT 23 1987

OCT 14 9 52 AM '87
44213
RECEIVED
SECRETARY OF STATE
Madison
1309630

STATEMENT OF INTENT TO DISSOLVE
WINTERSET PRINTING AND PUBLISHING, INC.
THROUGH THE WRITTEN CONSENT OF ITS SHAREHOLDERS

TO: Secretary of State of Iowa

Pursuant to provisions of §496A.80 of the 1987 Code of Iowa, Winterset Printing and Publishing, Inc., hereby submits the following Statement of Intent to Dissolve Through the Written Consent of its Shareholders:

1. The name of the corporation is Winterset Printing and Publishing, Inc.
2. The president, vice president, secretary and treasurer of Winterset Printing and Publishing, Inc. are all Colleen K. Nicholl, whose address is: 710 E. Buchanan, Winterset, Iowa 50273.
3. Colleen K. Nicholl is also the sole director of Winterset Printing and Publishing, Inc., and her address is 710 E. Buchanan, Winterset, Iowa 50273.
4. Attached hereto and incorporated herein by this reference is a copy of the Minutes of a Special Joint Meeting of the Board of Directors and Shareholders of Winterset Printing and Publishing, Inc., which is effectively a written consent signed by all shareholders of the corporation.
5. The attached minutes, which are a written consent, have been signed by all shareholders of the corporation.

WINTERSET PRINTING AND PUBLISHING, INC.

By: Colleen K. Nicholl
Colleen K. Nicholl, President

By: Colleen K. Nicholl
Colleen K. Nicholl, Secretary

Computed

741^C

FILED NO. _____
BOOK 38 PAGE 83

1987 OCT 26 PM 12:07

940

IND. REC. PAGE
✓
✓
✓

MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee \$20.00

27

VERIFICATION

STATE OF IOWA :
: SS
MADISON COUNTY :

I, Colleen K. Nicholl, after first being duly sworn upon oath, depose and state that I am the president and secretary of Winterset Printing and Publishing, Inc., that no seal has been procured for the said corporation, that I have read the foregoing Statement of Intent to Dissolve Winterset Printing and Publishing, Inc. Through the Consent of Its Shareholders, that the said Statement was executed by me, as both president and secretary of Winterset Printing and Publishing, Inc., and that the statements and allegations contained therein are true and correct as I verily believe.

Colleen K. Nicholl
Colleen K. Nicholl

Subscribed and sworn to before me by the said Colleen K. Nicholl on this 9 day of October, 1987.

Kathleen M. Feuring
Notary Public in and for the State of Iowa



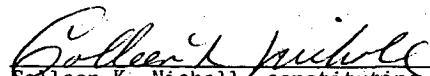
MINUTES OF A SPECIAL JOINT MEETING OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS
OF WINTERSET PRINTING AND PUBLISHING, INC.

A special joint meeting of the Board of Directors and Shareholders of Winterset Printing and Publishing, Inc., an Iowa corporation organized under the Iowa Business Corporation Act, was held by informal action pursuant to §4996A.140 of the 1987 Code of Iowa, and the undersigned, Colleen K. Nicholl, constituting the only member of the Board of Directors and the only Shareholder of the corporation, adopted, and consented to the adoption of the following resolutions:

BE IT RESOLVED that, by reason of the fact that the corporation has only one Director and one Shareholder, who are the same individual, the question of dissolution of Winterset Printing and Publishing, Inc., shall be dealt with in the resolution that follows without the need for any separate meeting of the shareholders of Winterset Printing and Publishing, Inc.

BE IT FURTHER RESOLVED that Winterset Printing and Publishing, Inc. have its debts paid, and that the remaining assets, if any, be liquidated and dissolved in accordance with the laws of the State of Iowa, pursuant to the Plan of Complete Liquidation and Dissolution of Winterset Printing and Publishing, Inc., attached hereto and incorporated herein by this reference, which is hereby approved and adopted, and that the Officers and Directors of the corporation are hereby authorized and directed to do all things necessary to pay the debts of the corporation and to liquidate and dissolve the corporation, in accordance with the laws of the State of Iowa.

Dated this 9th day of October, 1987.


Colleen K. Nicholl, constituting the
entire Board of Directors of Winterset
Printing and Publishing, Inc., and the
only Shareholder of Winterset Printing
and Publishing, Inc.

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF
WINTERSET PRINTING AND PUBLISHING, INC.

1. This Plan is intended to accomplish the complete liquidation and distribution of Winterset Printing and Publishing, Inc., an Iowa corporation, through the payment of its debts, and the distribution of all of its remaining assets, if any, in accordance with the laws of the State of Iowa.

2. This Plan shall be considered to be approved by the corporation when it has been approved by all of the stockholders of Winterset Printing and Publishing, Inc.

3. After this Plan has been approved and adopted, the Board of Directors of Winterset Printing and Publishing, Inc. shall accomplish the complete liquidation and dissolution of the corporation through payment of its debts and distribution of its remaining assets, if any, to the shareholders.

4. Before the end of the twelve month period beginning on the date of the adoption of this Plan by Winterset Printing and Publishing, Inc., the corporation shall be formally dissolved in accordance with the laws of the State of Iowa, all debts shall be paid, and the remaining assets of the corporation, if any, shall be distributed to the shareholders.

OFFICE OF THE SECRETARY OF STATE DES MOINES IOWA			
This instrument recorded in Book _____	Page _____	10/14	19 07
Expires _____	Cert. No. _____	Receipt No.	F078539
Filed by	G. Stephen Walters - Atty. / Farmers' & Merchants' State Bank Bldg. / Po Box 230		
Filing Fee	5.00	Recording Fee	Elaine Dwyer Secretary of State

Winterset, Ia. 50778-c