MAILED

Madison JAN 9

A238334 93.62

'85 DEC 20 PM 3:13
RECEIVED
SECRETARY OF STATE

STATEMENT OF INTENT TO DISSOLVE
COOPER HELICOPTER SERVICES, INC.
BY VOLUNTARY DISSOLUTION BY ACT OF CORPORATION

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to the provisions of Section 496A.81 of the Iowa Code, the undersigned corporation hereby submits the following statement of intent to dissolve Cooper Helicopter Services, Inc. by voluntary dissolution by act of corporation:

FIRST: The name of the corporation is Cooper Helicopter Services, Inc.

SECOND: The names and respective addresses of its officers are:

Office	Name	Address
President	Richard L. Cooper	603 E. Washington Winterset, IA 50273
Vice President	Richard L. Cooper	603 E. Washington Winterset, IA 50273
Secretary	Richard L. Cooper	603 E. Washington Winterset, IA 50273
Treasurer	Richard L. Cooper	603 E. Washington Winterset, IA 50273

THIRD: The name and address of its director is:

Name	Address
Richard L. Cooper	603 E. Washington Winterset, IA 50273

FOURTH: A copy of the resolution adopted by the shareholders authorizing the dissolution of the corporation is attached hereto.

FIFTH: The number of shares outstanding is 485 shares of common stock of the corporation. No such shares are entitled to vote as a class.

SIXTH: The number of shares that voted for said resolution to dissolve the corporation was 485 shares, and the number of shares that voted against said resolution to dissolve the corporation was none.

Dated this 28 day of December, 1984.

COOPER HELICOPTER SERVICES, INC.

By Richard L. Cooper
Richard L. Cooper President

By Richard L. Cooper
Richard L. Cooper Secretary

1074
Compared FILED NO.
BOOK 35 PAGE 308
1985 JAN 17 AM 11:28
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $ 20.00

266

SPECIAL MEETING OF SHAREHOLDERS
OF
COOPER HELICOPTER SERVICES, INC.
HELD ON DECEMBER 27, 1984

A special meeting of the shareholders of Cooper Helicopter Services, Inc. was held on December 27, 1984. The following shareholders represented by the number of shares set forth opposite their names were present:

Richard L. Cooper	150 shares
H. M. Cooper	150 shares.

The first item to come before the meeting was a Resolution adopted by the Board of Directors recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of the shareholders of the corporation. Upon motion duly made and seconded the following Resolution was adopted:

> RESOLVED, that the corporation be liquidated and dissolved in accordance with the Plan of Liquidation and Dissolution attached hereto. The Plan of Liquidation and Dissolution is hereby approved and adopted and the officers and directors are authorized to do all things necessary to liquidate and dissolve the corporation in accordance with such plan.

There being no further business to come before the meeting, the meeting was declared adjourned.

Richard L. Cooper
Secretary of the Meeting

266A

PLAN OF LIQUIDATION AND DISSOLUTION
OF
COOPER HELICOPTER SERVICES, INC.

1. This plan is intended to accomplish the complete liquidation and dissolution of Cooper Helicopter Services, Inc., an Iowa Corporation hereinafter called the "Corporation" through the distribution by it and by all of its assets in complete liquidation and dissolution. Such liquidation and dissolution shall be accomplished in the manners stated in this Plan.

2. As promptly as possible after the approval of this plan by the directors and shareholders of the Corporation, the Corporation shall be dissolved in accordance with the laws of the State of Iowa.

3. After said date, the Corporation shall not engage in any business activities accept for the purpose of winding up the business and affairs of the Corporation.

4. All known or ascertained debts of the Corporation shall be promptly paid or provided for.

5. All assets remaining after the payment of liabilities shall be distributed to the shareholders of the Corporation.

2663

STATE OF IOWA :
: ss
MADISON COUNTY :

On this 28 day of December, 1984, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Richard L. Cooper to me personally known, who being by me duly sworn, did say that he is the President and Secretary, of said corporation executing the within and foregoing instrument, that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by authority of its board of directors; and that the said Richard L. Cooper as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

Jerrold B. Oliver
Notary Public in and for the State of Iowa.

NOTARIAL SEAL IOWA
JERROLD B. OLIVER
MY COMMISSION EXPIRES
August 26, 1985

OFFICE OF THE SECRETARY OF STATE
DES MOINES, IOWA

This instrument recorded in Book M44, Page 206 12-28 1984
Expires Perpetual, Cert. No. _____ Receipt No. F005605
Filed by Dickstein Law Firm - BX 230 - Winterset Ia
Filing Fee 5.00 Recording Fee _____ Mary Jane Odell Secretary of State

502-73