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RECEIVED
SECRETARY OF STATE

Madison

STATEMENT OF INTENT TO DISSOLVE
WINTERSET MOVIE, INC.
THROUGH VOLUNTARY DISSOLUTION BY AN ACT OF THE CORPORATION

TO: SECRETARY OF STATE OF IOWA

Pursuant to provisions of Section 496A.81 of the 1985 Code of Iowa, Winterset Movie, inc., hereby submits the following statement of intent to dissolve through voluntary dissolution by an act of the corporation:

1. The name of the corporation is Winterset Movie, Inc.

2. The President, Vice President, Secretary and Treasurer of Winterset Movie, Inc., are all Colleen K. Nicholl whose address is 710 East Buchanan, Winterset, Iowa 50273.

3. Colleen K. Nicholl is also the sole director of Winterset Movie, Inc., and her address is 710 East Buchanan, Winterset, Iowa 50273.

4. Attached hereto and incorporated herein by this reference is a copy of the Minutes Of A Special Meeting Of The Shareholders Of Winterset Movie, Inc., which contain a resolution authorizing dissolution of the corporation.

5. The corporation has only one class of stock, no class is entitled to vote as a class, and the number of shares of common stock outstanding and owned by the sole shareholder Colleen K. Nicholl, is 160 shares.

6. All 160 shares owned by Colleen K. Nicholl were voted in favor of the attached resolution for the liquidation and dissolution of the corporation, with no shares voted against the resolution.

Dated this 16 day of September, 1985.

FILED NO. 621
BOOK 35 PAGE 596
1985 SEP 26 AM 9:37
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $20.00

WINTERSET MOVIE, INC.

By _____
Colleen K. Nicholl, President

By _____
Colleen K. Nicholl, Secretary

(4)

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 Movie, Inc., that no seal has been procured for the corporation, that I have read the foregoing Statement Of Intent To Dissolve Winterset Movie, Inc. Through Voluntary Dissolution By An Act Of The Corporation, and that the statements and allegations contained therein are true and correct as I verily believe.

Colleen Kay Nicholl

Subscribed and sworn to before me by the said Colleen Kay Nicholl on this 4th day of September, 1985.

Notary Public in and for the State of Iowa

5386

MINUTES OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
WINTERSET MOVIE, INC.

A special meeting of the Shareholders of Winterset Movie, Inc., an Iowa corporation organized under the Iowa Business Corporation Act, was held by informal action pursuant to Section 496A.140 of the 1985 Code of Iowa, with all notice of such meeting waived pursuant to that Section and with all shares being represented by the corporation's sole shareholder, Colleen K. Nicholl, and the undersigned, Colleen K. Nicholl, as the only shareholder of the Corporation, adopted and consented to the adoption of the following resolution:

> BE IT RESOLVED that the Board of Directors of Winterset Movie, Inc., has adopted a resolution recommending that the corporation be liquidated and dissolved and directing that the question of such liquidation and dissolution be submitted to a vote at a special meeting of the shareholders, and that such recommendation should be followed as set forth in the resolution that follows this one.
>
> BE IT RESOLVED that Winterset Movie, Inc., be liquidated and dissolved in accordance with the laws of the State of Iowa and Section 337 of the Internal Revenue Code, pursuant to the plan of complete liquidation and dissolution of Winterset Movie, Inc., attached hereto and incorporated herein by this reference, which is hereby approved and adopted, and that the officers and directors are hereby authorized and directed to do all things necessary to liquidate and dissolve the corporation in accordance with the laws of the State of Iowa and Section 337 of the Internal Revenue Code.

Dated this 16 day of September, 1985.

Colleen K. Nicholl

Colleen K. Nicholl
Sole Shareholder of
Winterset Movie, Inc.

PLAN OF COMPLETE LIQUIDATION
AND DISSOLUTION OF
WINTERSET MOVIE, INC.

1. This plan is intended to accomplish the complete liquidation and dissolution of Winterset Movie, Inc., an Iowa Corporation, through the distribution by it of all of its assets in complete liquidation in accordance with Section 337 of the Internal Revenue Code and in complete liquidation in accordance with the laws of the State of Iowa. Such liquidation shall be accomplished in the manner stated in this plan.

2. This plan shall be considered to be approved by the corporation when it has been approved by the stockholders of Winterset Movie, Inc.

3. After the plan has been approved and adopted, the board of directors shall seek to accomplish the complete liquidation and dissolution of the Corporation through distribution to its shareholders.

4. Before the end of the twelve-month period beginning on the date of the adoption of this plan by Winterset Movie, Inc., the Corporation shall be formally dissolved in accordance with the laws of the State of Iowa and all assets of the Corporation shall be distributed to its shareholders.

OFFICE OF THE SECRETARY OF STATE
DES MOINES, IOWA

This instrument recorded in Book _____ Page _____ 9/18 19 85

Expires perpetual , Cert. No. _____ Receipt No F024071

Filed by G. Stephen Weltus / Farmers & Merchants' Bank Bldg. / Winterset, Ia. 50273

Filing Fee 5.00 Recording Fee _____ _____ Secretary of State

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