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STATEMENT OF INTENT TO DISSOLVE
KELLOGG PUBLICATIONS, 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, Kellogg Publications, 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 Kellogg Publications, Inc.

2. The President, Vice President, Secretary and Treasurer of Kellogg Publications, 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 Kellogg Publications, 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 Kellogg Publications, 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 3,000 shares.

6. All 3,000 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.

KELLOGG PUBLICATIONS, INC.

By Colleen K. Nicholl
Colleen K. Nicholl, President

By Colleen K. Nicholl
Colleen K. Nicholl, Secretary

FILED NO. 1163
BOOK 35 PAGE 777
1985 DEC -9 AM 8:20
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $20.00

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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 Kellogg Publications, Inc., that no seal has been procured for the corporation, that I have read the foregoing Statement of Intent to Dissolve Kellogg Publications, 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 21 day of November, 1985.

STEPHEN WALTERS ★ IOWA ★ SEAL

Notary Public in and for State of Iowa

MINUTES OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
KELLOGG PUBLICATIONS, INC.

A special meeting of the Shareholders of Kellogg Publications, 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 resolutions:

BE IT RESOLVED that the Board of Directors of Kellogg Publications, 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 Kellogg Publications, 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 Kellogg Publications, 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 20 day of November, 1985, at 4:20 P. M.

Colleen K. Nicholl
Sole Shareholder of
Kellogg Publications, Inc.

PLAN OF COMPLETE LIQUIDATION
AND DISSOLUTION OF
KELLOGG PUBLICATIONS, INC.

1. This plan is intended to accomplish the complete liquidation and dissolution of Kellogg Publications, 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 Kellogg Publications, 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 Kellogg Publications, 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 _____ 12/2 19 85

Expires perpetual, Cert. No. _____ Receipt No. F032272

Filed by Law Offices of Webster, Jorden, Oliver & Walters / Farmers' & Merchants' Bank Bldg.

Filing Fee 5.00 Recording Fee _____ Mary Jane Odell Secretary of State

Winterset, Ia. 50273

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