MAILED

SEP 29 1983

A201964

SEP 19 10 15 AM 83

STATEMENT OF INTENT TO DISSOLVE
REED FEED & GRAIN, LTD.
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 Reed Feed & Grain, Ltd. by voluntary dissolution by act of corporation:

FIRST: The name of the corporation is Reed Feed & Grain, Ltd.

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

Office	Name	Address
President	Fred Reed, Jr.	Truro, IA 50257
Vice President	Kenneth Gray	Truro, IA 50257
Secretary	Fred Reed, Jr.	Truro, IA 50257
Treasurer	Kenneth Gray	Truro, IA 50257

THIRD: The names and respective addresses of its directors are:

Name	Address
Fred Reed, Jr.	Truro, IA 50257
Kenneth Gray	Truro, IA 50257

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 600 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 600 shares, and the number of shares that voted against said resolution to dissolve the corporation was none.

Dated this 15 day of Sept., 1983.

Compared

REED FEED & GRAIN, LTD.

By Fred Reed Jr.
Fred Reed, Jr. President

By Fred Reed Jr.
Fred Reed, Jr. Secretary

FILED NO. 689
BOOK 34 PAGE 705
1983 OCT -3 AM 11:11
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $12.00

463

STATE OF IOWA :
: ss
MADISON COUNTY :

On this 15 day of Sept., 1983, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Fred Reed, Jr. 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 Fred Reed, Jr. 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.

JERROLD B. OLIVER
MY COMMISSION EXPIRES
August 26, 1985

464

SPECIAL MEETING OF SHAREHOLDERS
OF
REED FEED & GRAIN, LTD.
HELD ON SEPTEMBER 23, 1982

A special meeting of the shareholders of Reed Feed & Grain, Ltd. was held on September 23, 1982. The following shareholders represented by the number of shares set forth opposite their names were present:

Fred Reed, Jr.	360 shares
Kenneth Gray	240 shares.

The first item to come before the meeting was a resolution adopted by the board of directors of the corporation 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. Said resolution recommended that the corporation sell all of its assets and that the corporation be liquidated and dissolved in accordance with the provisions of Section 337 of the Internal Revenue Code, see copy of plan of liquidation attached hereto. Upon motion duly made and seconded, the following resolution was adopted:

> Resolved that the corporation be liquidated and dissolved in accordance with the laws of the State of Iowa and Section 337 of the Internal Revenue Code. The plan of liquidation attached hereto 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 the laws of the State of Iowa and Section 337 of the Internal Revenue Code.

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

Fred Reed Jr.
Secretary of the meeting

465

PLAN OF COMPLETE LIQUIDATION
AND DISSOLUTION OF
REED FEED & GRAIN, LTD.

1. This plan is intended to accomplish the complete liquidation and dissolution of Reed Feed & Grain, Ltd., an Iowa corporation, hereinafter called the "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 dissolution 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 approved by the Corporation when it has been approved by the board of directors and by its stockholders.

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 by a sale of its properties.

4. Before the end of the twelve-month period beginning on the date of the adoption of this plan by the Corporation, 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 stockholders.

OFFICE OF THE SECRETARY OF STATE
DES MOINES, IOWA

This instrument recorded in Book R-41, Page 463 Sept. 19 1983

Expires Perpetual, Cert. No. 132326 Receipt No. ——

Filed By Jerrold B. Oliver, C/O Webster Law Offices, Farmers & Merchants I Bank Bldg., Waterloo, IA 50273

Filing Fee $5.00 Recording Fee —— Mary Jane Odell Secretary of State

466