REC'D AUG 27

STATEMENT OF INTENT TO DISSOLVE
WIN-DE-CO.,INC.
BY ACT OF THE CORPORATION

MAY 19 9 17 AM '81
SECRETARY OF STATE

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 81 of the Iowa Business Corporation Act, Chapter 496A, Code of Iowa, the undersigned corporation submits the following statement of intent to dissolve the corporation by act of the corporation.

I. The name of the corporation is WIN-DE-CO.,INC.

II. The name and respective addresses of its officers are:

NAME	OFFICE	ADDRESS
Oran R. Wingler	President/Treasurer	Route 4, Box 37 Winterset,Iowa
Marcia J. Wingler	Vice President/Secretary	Route 4, Box 37 Winterset,Iowa

III. The name and addresses of its directors are:

NAME	ADDRESS
Oran R. Wingler	Route 4, Box 37, Winterset,Iowa
Marcia J. Wingler	Route 4, Box 37, Winterset, Iowa

IV. The attached (Exhibit "A") PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION to dissolve the corporation was adopted by the shareholders of the corporation on May 18, 1981.

V. The number of shares of the corporation issued and outstanding at the time of such adoption was 269; and the number of shares of each class entitled to vote as a class thereon was 0.

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BOOK 33 PAGE 684
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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $12.00

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VI. The number of shares voted for such resolution was 269; and the number of shares voted against such resolution was 0.

Dated May 18, 1981

WIN-DE-CO.,INC.

By Oran R. Wingler
Oran R. Wingler, President

By Marcia J. Wingler
Marcia J. Wingler, Secretary

STATE OF IOWA)
) SS.
COUNTY OF MADISON)

I, Oran R. Wingler, being first duly sworn on oath depose and state that I am the President of WIN-DE-CO.,INC., and that I executed the foregoing instrument as president of the corporation, and that the statements contained therein are true.

Oran R. Wingler
Oran R. Wingler, President

Subscribed and sworn to before me this 18 day of May, 1981.

SUE CORKREAM
MY COMMISSION EXPIRES
9-30-83

Sue Corkream
Notary Public in and for the State of Iowa

EXHIBIT "A"

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

MAY 19 9 17 AM '81
SECRETARY OF STATE

SECTION I. PLAN OF LIQUIDATION.

WIN-DE-CO.,INC., an Iowa corporation, sometimes hereinafter referred to as "COMPANY" or "Company" , has issued and outstanding 269 shares of Common Stock having a par value of $100.00 per share. As of the date of the adoption of this plan the Company will cease to actively conduct its business and will wind up its affairs, and will liquidate and distribute all of its assets in complete liquidation, as hereinafter described.

SECTION II. ASSETS AND LIABILITIES

The assets of the Company consist of cash, note receivable, officers' Life and Disability Insurance Policies and real estate. The cash and other assets are located in Madison County Iowa and the real estate is located in Black Hawk County, Iowa.

The liabilities of the Company include a real estate contract and a Life Insurance Loan.

SECTION III. COLLECTION AND DISTRIBUTION OF ASSETS

The assets of the Company shall be distributed (after payment of all liabilities) to the holders of the Company's Common Stock in proportion to their percentage interest in such Common Stock. The Company is further authorized, through it's officiers and directors, to distribute to the shareholders assets subject to prior payments of liabilities, at such time and in such amounts as the officiers and directors deem appropriate and in the best interest of the Company. However, all assets and liabilities must be distributed on or before June 14, 1981, so that the Company will be completely liquidated and dissolved by that date.

SECTION IV. CANCELLATION OF COMMON STOCK

The distribution of the assets as provided in SECTION III, shall be in exchange for, and in complete liquidation and cancellation of, and in payment for all of the outstanding Common Stock of the Company, and the shareholders shall surrender such certificates for canellation upon receipt of the final distribution as herein authorized in SECTION III.

SECTION V. DISSOLUTION

The officers and directors of the Company shall proceed with the voluntary dissolution of the Company under the laws of the state of Iowa at such time as they deem appropriate and necessary and may withdraw the Company from qualification in any other state whenever they deem such action appropriate, provided that all such action is completed on or before June 14, 1981.

SECTION VI. AUTHORIZATION TO EXECUTE AND FILE DOCUMENTS

The officers and directors of the Company are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including, but not limited to the execution and filing of information returns with the Internal Revenue Service, together with all income tax returns that may be required.

SECTION VII. AUTHORIZATION OF NECESSARY ACTS.

The officers and directors of the Company are authorized, empowered and directed to do any and all things, including but not limited to, the payment of all taxes and fees in the name and on behalf of the Company, which they deem necessary and advisable in order to carry out the purposes and intentions of this Plan of Complete liquidation and Dissolution. The officers and directors shall be held harmless by the Company for any action under this Plan, taken in good faith, and any expenses or liabilities so incurred by them shall be that of the Company.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
Instrument recorded in Book N-38, Page 247 May 19, 81
Expires Perpetual Corp. No. 118662 Receipt No. ——
Filing Fee $1.00 Recording Fee $2.00 Mary Jane Odell Secretary of State

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