

Filing Fee: \$50.00

ID Number: 46853



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Sections 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is HUNTLEY FISHERIES, INC.
2. The dissolution was approved by (check one):
☒ consent of the shareholders pursuant to the provisions of Section 7-1.2-1302.

or

☐ by an act of the corporation pursuant to the provisions of Section 7-1.2-1303.
3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made for the payment.
4. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.
6. As required by Section 7-1.2-1309 of the General Laws, the corporation has paid all fees and franchise taxes.
7. These Articles of Dissolution shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing UPON FILING

Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12-31-07

Craig P. Huntley President
Signature of Authorized Officer of the Corporation

CRAIG P. HUNTLEY

Type or Print Name of Authorized Officer

FILED

JAN 10 2008

By Op 46484

**PLAN OF LIQUIDATION OF
HUNTLEY FISHERIES, INC.**

This Plan of Liquidation is made this 31st day of December 200~~7~~⁷, between **Craig Huntley and Dennis Huntley**, residents of the State of Rhode Island and **Huntley Fisheries, Inc.**, a Rhode Island Corporation.

WHEREAS, Craig Huntley and Dennis Huntley are the shareholders of **Huntley Fisheries, Inc.**, which said Craig Huntley and Dennis Huntley own all issued and outstanding capital stock, and

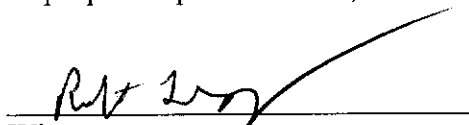
WHEREAS, Craig Huntley and Dennis Huntley shareholders wish to make application under the laws of the State of Rhode Island for the voluntary dissolution of the corporation, Huntley Fisheries, Inc., and

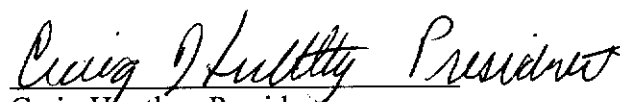
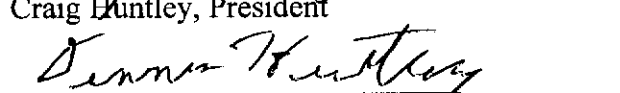
WHEREAS, the said Huntley Fisheries, Inc., deems said voluntary dissolution to be advisable and for the benefit of the corporation,

NOW THEREFORE it is hereby agreed as follows:

1. The shareholders shall make all necessary applications in order to effectuate the voluntary dissolution of the corporation, Huntley Fisheries, Inc.
2. Such application to effectuate the voluntary dissolution shall be accomplished as soon as possible, but in no event later than the 31st day of December 2007, and to be accompanied with the plan of liquidation pursuant to Section 331 of the Internal Revenue Code which is incorporated herein and made a part hereof by reference.
3. The shareholders hereby authorize the filing of all applications and other necessary documents to effectuate the voluntary dissolution, including the filing of Unanimous Consent of Shareholders and Officers dated December 31, 2007 of Huntley Fisheries, Inc., all to be filed with the Secretary of State of Rhode Island.
4. After the payment of all corporate debts of Huntley Fisheries, Inc., the stockholders and officers of the corporation shall attend to the distribution of all remaining property of every nature of the corporation and attend to the redemption of all capital stock of Huntley Fisheries, Inc. as soon as possible, but in no event later than the 31st day of December 2007.

IN WITNESS WHEREOF, Craig Huntley and Dennis Huntley President and Vice-President of Huntley Fisheries, Inc., has executed this Plan of Liquidation to be signed by its proper corporate officer, hereunto duly authorized, this 31st day of December 2007.


Witness


Craig Huntley, President

Dennis Huntley, Vice - President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Revenue
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

January 7, 2008

81-1118 01-07-08

TO WHOM IT MAY CONCERN:

Re: HUNTLEY FISHERIES INC

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

DISSOLUTION

Very truly yours,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Chief Revenue Agent
Corporations