

Filing Fee: \$50.00

ID Number: 22645



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
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 The Rumford Company
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 _____

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SECRETARY OF STATE
CORPORATIONS DIV
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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: 2/16/12

Jeffery G. Belkus
Signature of Authorized Officer of the Corporation

Jeffery G. Belkus

Type or Print Name of Authorized Officer

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STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

MATTHEW J. EHINGER
ICE MILLER LLP
ONE AMERICAN SQUARE, STE 2900
INDIANAPOLIS, IN 46282-0200

LETTER OF GOOD STANDING

It appears from our records that **THE RUMFORD COMPANY** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **02/10/2012** 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

Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

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JOINT WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND
BOARD OF DIRECTORS OF
THE RUMFORD COMPANY
TO ACTION WITHOUT A MEETING

The undersigned, being the sole shareholder (the "Shareholder") and all of the members of the Board of Directors (the "Board of Directors") of The Rumford Company, a Rhode Island corporation (the "Corporation"), hereby consent that the following actions be, and the same hereby are, taken without the necessity of a meeting:

I. Dissolution of Corporation:

WHEREAS, the Board of Directors of the Corporation has determined that it is desirable, advisable and in the best interests of the Corporation to recommend to the Shareholder the liquidation and dissolution of the corporation upon the terms and conditions set forth in the Plan of Complete Liquidation and Dissolution of The Rumford Company, attached hereto as Exhibit A (the "Plan");

WHEREAS, the Board of Directors of the Corporation has recommended to the Shareholder of the Corporation that it approve and authorize the voluntary liquidation and dissolution of the Corporation upon the terms and conditions set forth in the Plan.

NOW, THEREFORE, BE IT:

RESOLVED, that the Shareholder hereby approves and authorizes the dissolution of the Corporation on the terms and conditions set forth in the Plan.

II. Miscellaneous:

RESOLVED, that any and all actions heretofore taken or performed by the Board of Directors and officers of the Corporation in connection with the dissolution and winding up of the affairs of the Corporation are hereby approved, ratified, adopted, consented to and confirmed in all respects;

RESOLVED FURTHER, that this Written Consent shall be in lieu of a meeting of the Shareholder of the Corporation and shall be filed in the Corporation's minute book; and

RESOLVED FURTHER, that this Written Consent may be executed in multiple counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same Written Consent, and that electronic transmission of the executed version of this Unanimous Written Consent shall have the same force and effect as the original.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent to be effective as of the first date set forth below on which the holders of a majority of the shares of the Corporation entitled to vote on the voluntary liquidation and dissolution of the Corporation shall have executed this Written Consent.

"SHAREHOLDER"

HULMAN & COMPANY

Date: 12-22-11

By:

Jeffrey G. Belkus
Jeffrey G. Belkus, President

"BOARD OF DIRECTORS"

Date: 12/22/11

Mari H. George
Mari H. George

Date: 12-22-11

Jeffrey G. Belkus
Jeffrey G. Belkus

Date: 12-22-11

Gary L. Morris
Gary L. Morris

EXHIBIT A

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
THE RUMFORD COMPANY**

This Plan of Complete Liquidation and Dissolution (the "Plan") of The Rumford Company is for the purpose of effecting the complete liquidation and dissolution of The Rumford Company, a Rhode Island corporation (the "Corporation"), in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986 (the "Code") and Section 7-1.2-1308 and 7.1.2-1309 of the General Laws of Rhode Island, 1956, as amended. The Plan is in the best interests of the Corporation.

Approval of Plan. The Plan has been recommended by the Board of Directors of the Corporation and shall be and become effective upon its adoption and approval by the written consent of the sole shareholder of the Corporation entitled to vote with respect thereto. The date of such adoption and approval by the sole shareholder is, and hereinafter shall be called, the "Effective Date."

Cessation of Business. After the Effective Date, the Corporation shall cease the active conduct of its business, proceed to wind up its business affairs, sell or otherwise liquidate any and all properties and assets which in the judgment of the sole shareholder should be sold to facilitate the liquidation and dissolution of the Corporation, and distribute its properties and assets to its sole shareholder in liquidation of the Corporation, all in accordance with this Plan. The sole shareholder shall act solely for these purposes after the Effective Date.

Sales of Assets. After the Effective Date, the officers and directors of the Corporation are authorized from time to time to negotiate and consummate sales of all or any portion of the assets, properties, and rights of the Corporation, or to distribute assets of the Corporation in kind to the shareholder in order to accomplish the liquidation of the Corporation. Any and all sales of assets may be on such terms and conditions as the officers and directors, in their discretion, deem beneficial to the Corporation; provided, however, that all such sales shall be bona fide sales conducted at arm's length and for a consideration not less than the fair market value of the properties sold as of the date of the sale. Any such sales or distributions in kind may, in the discretion of the officers and directors, include the assumption by the purchaser or sole shareholder of any or all of the liabilities of the Corporation.

Payment of Debts. Except for such liabilities as may be assumed by the purchasers of the assets of the Corporation or by the shareholder, the Corporation shall pay and discharge, or make provision for the payment or discharge of, all the debts and liabilities of the Corporation.

Distribution of Assets. After the Effective Date, and consistent with the terms of paragraphs 3 and 4 above, the directors and/or officers shall cause the Corporation to distribute all its property, in cash or in kind, to its sole shareholder in one or a series of distributions in accordance with the Articles of Incorporation of the Corporation.

Dissolution. Promptly after the Effective Date, the directors and/or the officers shall prepare, execute and cause to be filed Articles of Dissolution of the Corporation in accordance with Section 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, as amended, and shall proceed to take all necessary action to effect the withdrawal of the Corporation from admission to do business in any other state in which the Corporation is admitted to do business. In addition, the directors and/or the officers shall cause to be prepared, executed, and filed the final federal and state income tax and other tax returns of the Corporation and all other notices, forms and documents necessary to effect the dissolution of the Corporation.

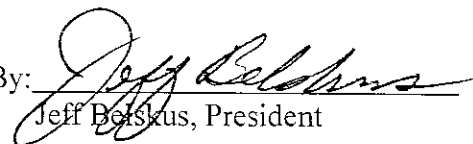
Authorization for Necessary Acts. The directors shall have the authority to adopt all resolutions including resolutions authorizing such variations from or amendments to the provisions of this Plan as may be necessary or appropriate to effectuate the complete liquidation and dissolution of the Corporation, and the distribution of its rights, properties and assets in accordance with the Code and the laws of the State of Rhode Island.

The officers of the Corporation shall have the authority to carry out and consummate the Plan, including authority to execute all documents and file all papers, and take all other action they deem necessary or desirable for the purpose of effectuating the complete liquidation and dissolution of the business, assets and affairs of Corporation.

Indemnification of Directors and Officers. Each director and officer of the Corporation shall be indemnified and entitled to advancement of expenses by the Corporation to the fullest extent permitted under the Corporation's Articles of Incorporation, or other documents for acts or omissions taken by such person in connection with the liquidation and dissolution of the Corporation.

Intent. It is intended that this Plan shall be a plan of complete liquidation and dissolution pursuant to the Code. The Plan shall be deemed to authorize such action as, in the opinion of counsel for the Corporation, may be necessary to conform with the provisions of that Section.

THE RUMFORD COMPANY

By: 
Jeff Belskus, President

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