

Filing Fee: \$50.00

ID Number: 000057455



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

2012 AUG 21 AM 10:23
OFFICE OF STATE
REGISTRATION DIV

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 ARTHUR R. MACDONALD, LTD
2. The dissolution was approved by (check one):
[checked] 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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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: Dec. 12, 2011

Signature of Authorized Officer of the Corporation

FILED ARTHUR R. MACDONALD
Type or Print Name of Authorized Officer

AUG 21 2012
BY 0177227
10:23

**Minutes of Special Meeting of the Stockholders of
ARTHUR R. MACDONALD, LTD.**

A Special Meeting of the Stockholders of ARTHUR R. MACDONALD, LTD. was held on the first day of November, 2011 at the corporate office located at 15 Neil Lane, Scituate, RI 02857.

After full discussion, the following preambles and resolutions were adopted:

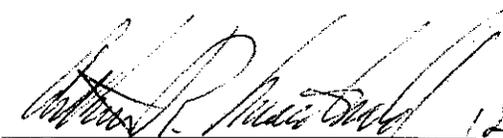
WHEREAS: The Stockholders believe it to be in the best interests of the Corporation and its shareholders that the Corporation be liquidated.

Now, therefore, be it

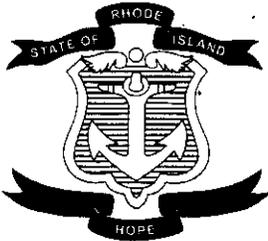
RESOLVED: That subject to the ratification of the shareholders the Corporation be completely liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended.

FURTHER RESOLVED: That in accordance with such plan of liquidation, the officers and directors, and counsel for the Corporation are authorized and directed to see:

1. That within thirty (30) days after the date of the meeting at which the shareholders adopt the plan of liquidation, the Corporation shall file Form 966 with the District Director of Internal Revenue, Cincinnati, Ohio, together with a certified copy of this resolution;
2. That thereafter, as soon as practical, the Corporation, by its duly authorized officers and directors, pay all outstanding liabilities and distribute all remaining assets to the shareholders in redemption and cancellation of all the outstanding stock of the Corporation;
3. That the proper officers of the Corporation shall file all forms and documents required by the State of Rhode Island and the Federal Government, including tax returns, as soon as possible after the distribution of corporate assets;
4. That the officers and directors of the Corporation are empowered, authorized and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the shareholders under the plan adopted.


12-12-11
President

57455



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

2012 AUG 21 AM 10:23
DEPARTMENT OF STATE
CORPORATIONS DIV

GREGORY PORCARO
1230 GREENWICH AVE
WARWICK, RI 02886

LETTER OF GOOD STANDING

It appears from our records that **ARTHUR R MACDONALD LTD** 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 **02/09/2012** 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

2012 AUG 16 AM 10:26
DEPARTMENT OF STATE
CORPORATIONS DIV

FILED

AUG 21 2012

BY 177227

10:23

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State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

