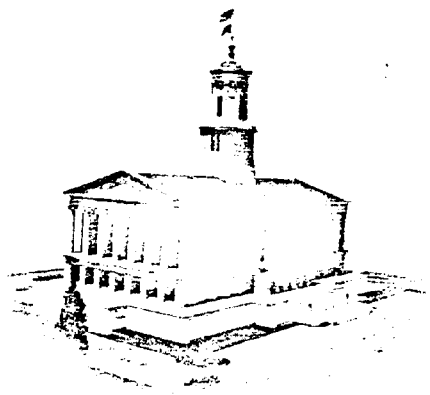
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State of Tennessee



Department of State

CERTIFICATE

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of CEDAR HILLS ESTATES, INC. *(Name of Corporation)* *was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.*

THEREFORE, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on August Seventh, 1972.

Secretary of State

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.
AUG 16 2 21 PM '72

IDENTIF. REFERENCE

B 7.1 8 9 4

ARTICLES OF DISSOLUTION PURSUANT TO SECTION 48-1007 OF THE TENNESSEE GENERAL CORPORATION ACT OF CEDAR HILLS ESTATES, INC.

Pursuant to the provisions of Section 48-1007 of the Tennessee General Corporation Act, the undersigned corporation submits the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is

CEDAR HILLS ESTATES, INC.

2. A statement of intent to dissolve the corporation was filed with the Secretary of State of the State of Tennessee on 11th July, 1972, pursuant to the provisions of Section 48-1002 of the Tennessee General Corporation Act.

3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

4. If a corporation for profit, all remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

5. The following plan of distribution was duly adopted by the corporation:

SEE MINUTES HERE ATTACHED

6. If a corporation not for profit, all the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of the Tennessee General Corporation Act.

7. There are no suits pending against the corporation in any court.

Dated: July 1, 1972

CEDAR HILLS ESTATES, INC.

BY: _____
President

MINUTES OF JOINT SPECIAL SHAREHOLDERS'

AND DIRECTORS' MEETING

A joint special meeting of shareholders and directors of Cedar Hills Estates, Inc., was held at the office of the corporation on July 1, 1972 at 10:00 a. m.

The following being all the shareholders and directors were present:

Shareholders	Directors
Howard M. Marchant	Howard M. Marchant
Harry J. Blackman	Harry J. Blackman
Edward Shea	Edward Shea
E. J. Preston	E. J. Preston

Howard M. Marchant, president of the corporation, acted as chairman of the meeting, and Harry J. Blackman, secretary of the corporation acted as secretary of the meeting.

A written waiver of notice of this meeting, signed by all the shareholders, was read by the secretary and was ordered added to these minutes.

1972 JUL 11 PM 12 02

The chairman announced that the purpose of the meeting was to discuss and act upon a proposal to liquidate and dissolve the corporation. He reviewed the offers that had been received from time to time from prospective puchasers of the corporation's land and building, and summarized the disagreements among the shareholders as to whether the property should be sold at all, or if so, on what terms. He concluded

with the statement that since there was a stalemate on this problem, it seemed that the only solution was to liquidate the corporation so that the shareholders could make their own decisions as to their respective interests in the real estate.

After considerable discussion by the shareholders and directors, and after the president of the corporation had made his report on its financial condition, the following resolution was unanimously adopted:

RESOLVED: That the following plan of liquidation of Cedar Hills Estates, Inc., be and is hereby adopted:

1. The corporation, by its duly authorized officers, will distribute pro rata to its shareholders during the month of July 1972, all of its assets, subject to any unpaid liabilities with the exception of a reasonable amount of cash to be retained for payment of any debts. Each shareholder will agree to assume his pro rata share of the said unpaid liabilities and to accept his interest in the real estate subject to a pro rata portion of the mortgage thereon, and will surrender all of his stock for cancellation.

2. As soon as possible after the distribution has been made, counsel for the corporation shall file a petition for dissolution of the corporation under section 48-1001 of the Tennessee Code Annotated of the State of Tennessee, and the officers of the corporation are authorized to execute all documents necessary in connection with the dissolution.

3. Within 30 days after the date of this meeting, counsel for the corporation shall file Form 966 with the District Director of Internal Revenue, Memphis, Tennessee, together with a certified copy of this resolution.

4. Counsel for the corporation shall assist those shareholders, who desire to have their gain taxed as provided in paragraph 333 of the Internal Revenue Code of 1954, for federal income tax purposes, in preparing Forms 964 and in seeing that they are filed with Internal Revenue Service within a period of 30 days from the date of this meeting.

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5. 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 found necessary in liquidating and dissolving the corporation in accordance with the expressed intent of the shareholders and directors under the plan adopted at this meeting.

There being no further business before the meeting, the meeting adjourned.

Dated: July 1, 1972

Secretary

Attest:

President

1972 JUL 11 PM 12 04

AUG 16 72 MISC

A* 5.00 * 5.00

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Mail to: [illegible]
202 Stahlman Bldg
Nash. Tenn

State of Tennessee

ARTICLES OF DISSOLUTION

OF

CEDAR HILLS ESTATES, INC.

RECEIVED FEE, $ 10.00

RECEIVED TAX, $ _____

TOTAL, $ 10.00

Secretary of State.