

**CERTIFICATE OF DISSOLUTION
OF**

_____, INC.

_____, INC., an Illinois corporation, ("**Corporation**"),

DOES HEREBY CERTIFY:

FIRST: That dissolution was authorized by the Corporation on March 20th, 200X.

SECOND: That dissolution has been authorized in accordance with the provisions of Section 12.15 of the STATE NAME Business Corporation Act.

THIRD: That process may be served against the Corporation at the following address:

FOURTH: That there are _____ shares of the Corporation's common stock outstanding at this time.

FIFTH: That there is paid in capital in the amount of \$_____.

SIXTH: That a resolution proposing dissolution has been adopted by the shareholders of the Corporation by the affirmative vote of eighty percent (80%) of the outstanding shares, twenty percent (20%) abstaining.

IN WITNESS WHEREOF, said _____, INC. has caused this Certificate of Dissolution to be signed by _____, its President, this ____ day of _____, 200X.

_____, INC.

By: _____
_____, President

**WRITTEN CONSENT OF THE
STOCKHOLDERS OF
_____, INC.
(In Lieu of Special Meeting)**

The undersigned, being a majority of Stockholders of _____, **INC.**, an Illinois corporation ("**Corporation**"), pursuant to the provisions of Section 7.10 of the Illinois Business Corporation Act ("**Act**"), as amended, do hereby consent in writing, in lieu of a meeting, to the adoption of the following resolutions:

WHEREAS, the undersigned Stockholders of the Corporation deem it advisable and in the best interests of the Corporation that the Corporation be liquidated and dissolved;

NOW, THEREFORE, BE IT RESOLVED that the officers of the Corporation are hereby authorized and directed to execute Articles of Dissolution pursuant to, and in conformity with, the provisions of Section 12.15 of the Act, and to cause such Articles of Dissolution to be filed with the Illinois Secretary of State, and to do all other things necessary or convenient to effectuate the liquidation and dissolution of the Corporation and to take such steps as may be necessary or convenient to carry these resolutions into effect; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized to perform such acts and directed to execute any and all forms, reports and returns required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of the Corporation (including Internal Revenue Service Form 966) and any and all other forms, reports and returns as are deemed necessary on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned, comprising more than the two-thirds majority of the Stockholders of the Corporation required under the Act, hereby approve, ratify and confirm the foregoing resolutions.

DATED: _____, 1998

Being Stockholders of
_____, **INC.**

**WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
_____, INC.**

The undersigned, being all the Directors of _____, INC., an Illinois corporation ("**Corporation**"), pursuant to the provisions of Section 8.45 of the Business Corporation Act of 1983 of the State of Illinois, as amended, do hereby consent to the adoption of the following resolutions:

RESOLVED, that a majority of the Directors hereby propose that the Corporation be voluntarily dissolved, and that the question of whether or not to dissolve the Corporation shall be put to a vote of the shareholders; and

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to do and perform all such acts and deeds and to execute all such other actions as they, or any of them, may deem to be necessary, proper or convenient in order to carry out the intent of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, being all the Directors of the Corporation, hereby approve, ratify and adopt the foregoing resolutions.

Dated: _____, 1998

**Being a Majority of the Directors of
_____, INC.**