



**WOLF ETTER AND CO.**  
A PROFESSIONAL ASSOCIATION  
CERTIFIED PUBLIC ACCOUNTANTS

Member AICPA Private Practice Section

**L41603**

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John A. Stoffel CPA  
Sandra A. Sukalski CPA  
Bradly S. Thompson CPA  
Larry J. Weeks CPA

January 22, 2002

Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Bancroft-Sage Publishing, Inc.  
Notice of Dissolution

500004931865--7  
-02/15/02--01072--002  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

To Whom It May Concern:

The shareholders of Bancroft-Sage Publishing, Inc. have approved a plan for dissolution pursuant to Section 607.1403, Florida Statutes. The dissolution was approved at a special meeting of the shareholders on December 31, 2001 at 601 Elkcam Circle, B-16, Marco Island, FL 33969. The requisite vote of the shareholders was received.

Very truly yours,

WOLF ETTER AND CO.  
A Professional Association  
Certified Public Accountants

Rita A. Paulsen

RAP:mn

Encl.

**FILED**  
02 FEB 15 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1120 SOUTH AVENUE  
P.O. BOX 1937  
NORTH MANKATO, MN 56002-1937  
507-387-6031  
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8 WEST MAIN STREET  
P.O. BOX 130  
MADEIRA, MN 56062-0130  
507-642-8882  
FAX 507-642-3127

628 1st AVENUE  
P.O. BOX 458  
WESTBROOK, MN 56183-0458  
507-274-6171  
FAX 507-274-6173

15650 36th AVENUE N.  
SUITE 110  
PLYMOUTH, MN 55446-3261  
763-383-8600  
FAX 763-383-1818

ARTICLES OF DISSOLUTION

FILED

02 FEB 15 PM 12:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: BANCROFT-SAGE PUBLISHING, INC.

SECOND: The date dissolution was authorized: December 31, 2001

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

Signed this 11<sup>th</sup> day of February, 2002 (voting group)

Signature Karyne Jacobsen  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

KARYNE JACOBSEN  
(Typed or printed name)

PRESIDENT  
(Title)

CERTIFICATION

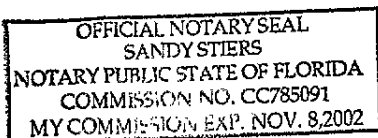
The undersigned, as President of Bancroft-Sage Publishing, Inc., hereby certifies that the attached copy of Minutes of Special Meeting of Board of Directors of Bancroft-Sage Publishing, Inc., held December 31, 2001, and the attached copy of Minutes of Special Meeting of Shareholders of Bancroft-Sage Publishing, Inc., held December 31, 2001, at a duly called meeting is, a full, true, and accurate copy of the resolutions contained in said Minutes and have not been modified or rescinded at the date of this Certificate.

Dated: December 31, 2001

Karye Jackson

Subscribed and sworn to before me  
this 12 day of FEBRUARY 2002.

Sandy Stiers  
Notary Public



MINUTES OF SPECIAL MEETING OF  
SHAREHOLDERS OF  
BANCROFT-SAGE PUBLISHING, INC.

A special meeting of all of the shareholders of Bancroft-Sage Publishing, Inc. was held at the office of the Corporation on December 31, 2001, at 9:00 a.m.

Karyne Jacobsen acted as Chairman and Secretary of the meeting.

The shareholders waived notice of this meeting, which waiver is evidenced by their signatures to these Minutes.

Karyne Jacobsen announced that the purpose of the meeting was to consider a plan for the complete liquidation of the subchapter S corporation.

After considerable contemplation by all of the shareholders, the following resolutions were unanimously adopted:

RESOLVED, That the shareholders of the S corporation hereby unanimously consent and approve the liquidation of the S corporation all in accordance with the terms and provisions of the plan of liquidation adopted by the Board of Directors of the S corporation at a special meeting of the Board of Directors of the S corporation duly convened and held on December 31, 2001, a copy of which was presented to this meeting, and which plan of liquidation is in all respects adopted and approved;

RESOLVED, FURTHER, That the proper officers be, and they hereby are, authorized and directed to file Articles of Dissolution pursuant to Section 607.1403 of Florida Statutes with the Secretary of State of the State of Florida;

RESOLVED, FURTHER, That the proper officers of the S corporation be, and they hereby are, authorized and directed to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation and dissolution of the S corporation in accordance with the plan of liquidation adopted by the Board of Directors of the S corporation.

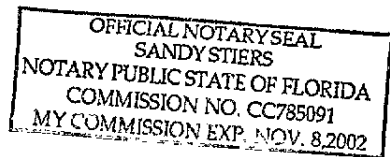
There being no further business to come before the meeting, it was adjourned.

Dated: December 31, 2001

Karye Jacobsen

Attest:

Sandy Stiers 2/12/02



MINUTES OF SPECIAL MEETING OF  
BOARD OF DIRECTORS OF

BANCROFT-SAGE PUBLISHING, INC.

A special meeting of the Board of Directors of Bancroft-Sage Publishing, Inc., was held at the office of the S corporation on December 31, 2001, at 9:00 a.m.

Karyne Jacobsen, being all of the Directors, was present.

Karyne Jacobsen acted as Chairman and Secretary of the meeting.

The Directors waived notice of this meeting, which waiver is evidenced by their signatures to these Minutes.

Karyne Jacobsen announced that the purpose of the meeting was to discuss and act upon a proposal to sell substantially all of the assets of the business and, subsequent to and in connection with such sale of assets, to complete a liquidation and dissolution of the S corporation.

After considerable contemplation by the Directors, the following resolutions were unanimously adopted:

RESOLVED, That in the judgment of the Board of Directors of the S corporation, it is deemed advisable and for the benefit of the S corporation that it should be liquidated and dissolved and that said liquidation and dissolution be effected pursuant to the provisions of Section 331 of the Internal Revenue Code of 1954 as amended from time to time;

RESOLVED, FURTHER, That subject to approval of the shareholders of the S corporation and effective with the date of such approval, a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions;

RESOLVED, FURTHER, That the proper officers of the S corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties of the S corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the S corporation;

RESOLVED, FURTHER, That the proper officers of the S corporation be, and they hereby are, authorized and directed to file an Article of Dissolution pursuant to Section 607.1403 of Florida Statutes with the Secretary of State of the State of Florida;

RESOLVED, FURTHER, That the affairs of this S corporation be wound up out of Court and that Karyne Jacobsen is hereby authorized to conduct the winding up of the affairs of this S corporation with authority to collect all accounts and notes receivable, pay all proper accounts, debts, and notes payable and accrued expense accounts, arrange for payment of all expenses of liquidation, and to execute and deliver all instruments of conveyance of real and personal property to be sold, and upon completion thereof, all remaining property/assets shall be distributed (subject to all liabilities) to the shareholders in exchange for all of their outstanding stock.

RESOLVED, FURTHER, That the actions provided for in the foregoing resolutions providing for the complete liquidation and distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, but in no event later than the termination of a 12 month period commencing with the date of shareholder approval of this plan of complete liquidation;

RESOLVED, FURTHER, That the proper officers of the S corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they deem necessary or proper in order to carry out the liquidation and dissolution of the S corporation and to fully effectuate the purposes of the foregoing resolutions.

There being no further business to come before the meeting, it was adjourned.

Dated: December 31, 2001

Karyne Jacobsen

Attest:

Sandy Stiers 2/12/02

