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Receipt Number: 1785195

File Number **NS013192**



ARTICLES_OF DISSOLUTION

For

CISEC, INC.

Filed at the request of:

**JERALD S FIFIELD, PH D
CISEC, INC
PO BOX 188
PARKER CO 801340188**

*State of South Dakota
Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Monday, April 21, 2008**



Secretary of State

Fee Received: \$ 5

State of South Dakota



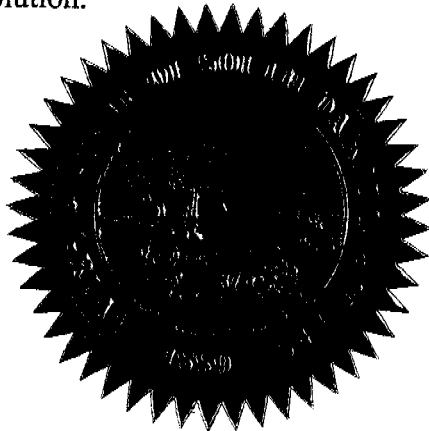
OFFICE OF THE SECRETARY OF STATE

Certificate of Dissolution

ORGANIZATIONAL ID #: NS013192

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Dissolution of **CISEC, INC.** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Dissolution and attach hereto a duplicate of the Articles of Dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this April 21, 2008.

Chris Nelson
Secretary of State

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
P. O. BOX 10001
DENVER, CO 80201
Tel (303) 733-4841
Fax (303) 733-4550

ARTICLES OF DISSOLUTION NON-PROFIT

RECEIVED
APR 21 2008
S.D. SEC. OF STATE

Filed this 21st day of April 2008
April Nelson
SECRETARY OF STATE

Pursuant to the provisions of SDCL 47-26-9, the undersigned corporation adopts the Articles of Dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is CISEC, Inc. NS013192

2. WHERE THERE ARE MEMBERS ENTITLED TO VOTE:

(a) The resolution to dissolve was adopted at a meeting of the members of said corporation held on _____, 20____. A quorum of members was present at such meeting.

(b) The number of members present at such meeting or represented by proxy was _____.
The number of members which voted for such dissolution was _____. The number of members voting against such dissolution was _____.

(c) The resolution received at least two thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

OR

(d) A statement that such resolution was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

3. THERE ARE NO MEMBERS, OR NO MEMBERS ENTITLED TO VOTE THEREON.

(a) The resolution to dissolve was adopted at a meeting of the board of directors held on March 14, 2008.

(b) Such dissolution resolution received the vote of a majority of the directors in office.

4. All debts, obligations, and liabilities of the corporation have been paid and discharged or adequate provisions have been made therefor.

5. Attach a copy of the plan of distribution if any, as adopted by the corporation OR state that no plan was so adopted: It was not necessary to adopted any plan since the corporation has been transferred to Colorado.

6. All remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of SDCL 47-26.

7. There are no suits pending against the corporation in any court, or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

To be signed in the presence of a notary public by either the chairman of the board of directors, or by the president or any other officer.

Dated April 15, 2008

Jerald S. Fifield
(Signature)
PRESIDENT
(Title)

STATE OF Colorado

COUNTY OF Douglas

I, Sherrie A. Fifield, a notary public, do hereby certify that on this 15th day of April 2008, personally appeared before me JERALD S. FIFIELD

who, being by me first duly sworn, declared that he/she is the PRESIDENT of

CISEC, INC., that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

11-12-08
My Commission Expires

Sherrie A. Fifield
(Notary Public)

Notarial Seal



FILING FEE: \$5.00

My Commission Expires 11/12/2008

1. Please list exact corporate name in number one.
2. Please complete either section two or three, whichever one is applicable.
3. Attach a copy of the plan of distribution, or complete statement required in number five.
4. Show signature and title of the officer signing for the corporation.
5. Complete notary verification.

An original and one exact or conformed copy must be submitted.

settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

- a. Any breach of such person's duty of loyalty to the corporation;
- b. Any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or
- c. Any transaction from which such person derived any improper personal benefit.

Section 5.2. Determination of Entitlement of Directors and Officers to Indemnification.

The decision concerning whether a director or officer seeking indemnification has satisfied the provisions of Section 5.1 shall be made by (i) the board of directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion.

Section 5.3. Indemnification of Employees and Agents. The board of directors may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless employees and agents of the corporation, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

**ARTICLE SIX
MISCELLANEOUS**

Section 6.1. Amendment of Bylaws. The Bylaws may be amended by a majority vote of the board of directors present in person or by proxy at the annual meeting, at a special meeting called for that purpose, or by written consent.

Section 6.2. Fiscal Year of the Corporation. Unless the board of directors shall select another date through a duly adopt resolution, the fiscal year of the corporation shall begin on the first day of July of each year and end on the 30th day of June.

Section 6.3. Dissolution of the Corporation. If dissolution of CISEC, Inc. becomes necessary, the Board of Directors shall decide upon, and assign all remaining assets to, a similar nonprofit organization that is devoted to educational activities, preferably those associated with sediment and erosion control.