

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845
corpinfo@state.sd.us

ARTICLES OF DISSOLUTION
DOMESTIC BUSINESS CORPORATION
SDCL 47-1A-1403

FILING FEE: \$10

Make check payable to **SECRETARY OF STATE**

B0229-4607 11/27/2023 10:15AM Rec'd by SD SOS

1. The Name and Business ID of the corporation is:

Kelley's LTD

DB009110

Name (Note: This must be the exact corporate name as registered.)

Business ID

2. The date dissolution was authorized

11-13-23

3. Provide a statement that the proposal to dissolve was duly approved by the shareholders in the manner required by the South Dakota Business Corporation Act and by the corporation's Articles of Incorporation.

See attached documentation.

The application must be signed by an authorized person.

No person may execute this report knowing it is false in any material respect. Any violation may be subject to a civil and/or criminal penalty (SDCL 47-1A-129; 22-39-36).

Dated

11-13-23

Email

bridgetkpeck@gmail.com
(Optional)

Signature of an authorized person

Bridget K. Peck

Printed Name

Bridget Peck

Title

Vice President / Shareholder

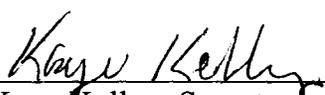
B0229-4608 11/27/2023 10:15AM Rec'd by SD SOS

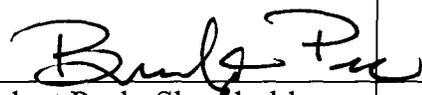
SHAREHOLDERS' RESOLUTIONS OF APPROVAL OF SALES AND DISSOLUTION

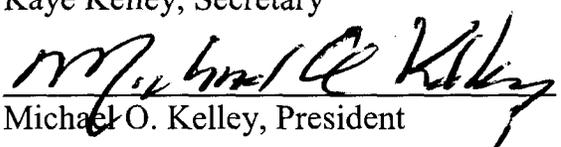
A regular meeting of the Shareholders and Directors of Kelley's Ltd. was held at the corporation's principle offices on January 5, 2023, pursuant to notice or waiver of notice, and a quorum being present the following resolutions were adopted:

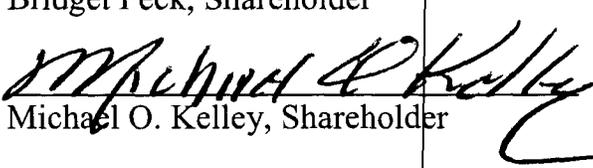
- McDonald's store 3745 will be sold to David Williams – DM Williams LLC with a closing date of February 1, 2023.
- McDonald's store 4707 will be sold to Mike Doherty – Dakota Drive LLC with a closing date of February 1, 2023.
- McDonald's Corporation will be informed of the sales of the properties.
- Kelley's Ltd. will be dissolved before the end of 2023 and all of the required paperwork will be properly filed in reference thereto.

I, Kaye Kelley, certify that I am the duly appointed Secretary of Kelley's Ltd. and that the above resolutions were adopted by the shareholders and that such resolutions are now in full force and effect.


Kaye Kelley, Secretary


Bridget Peck, Shareholder


Michael O. Kelley, President


Michael O. Kelley, Shareholder


Bridget Peck, Vice President

Corporate Meeting Minutes

December 10th – discuss selling of stores

January 5th – accept offer for Store 3745 with Closing date of February 1st

January 5th – accept offer for store 4707 with closing date of February 1st

January 10th – Inform McDonalds Corporation of accepted offer for Store 3745 with Closing date of February 1st

January 10th – Inform McDonalds Corporation of accepted offer for store 4707 with closing date of February 1st

January 20th – Received Preliminary paperwork from McDonalds Corporation for review on sale of store 3745 and 4707.

January 23rd - DocuSigned paperwork for sale of stores 3745 and 4707.

January 31- Last day of Business

3745 sold to David Williams – DM Williams LLC

4707 sold to Mike Doherty – Dakota Drive LLC



South Dakota Secretary of State

Monae L. Johnson
Secretary of State

Thomas J. Deadrick
Deputy Secretary of State

KELLEYS, LTD.
PO BOX 1595
DICKINSON, ND 58602

November 27, 2023

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Business ID : DB009110
Status: Dissolved
Filing Type: Business Corporation - Domestic
Amendment Type: Dissolution
Filed Date: 11/27/2023 10:15 AM

Monae L. Johnson
Secretary of State
State of South Dakota

Field Name	Changed From	Changed To
Filing Status	Good Standing	Dissolved

State of South Dakota

Office of the Secretary of State

Certificate of Dissolution

Domestic Business Corporation

I, **Monae L. Johnson**, Secretary of State of the State of South Dakota, hereby certify that the Application for Dissolution for

KELLEYS, LTD.

BUSINESS ID# DB009110

with an effective date of: November 27, 2023, duly signed and verified, pursuant to the provisions of the South Dakota Corporation Acts, has been received in this office and is 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 Application for Dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, November 27, 2023.

Monae L. Johnson

Monae L. Johnson
Secretary of State

11/27/2023 3:23 PM