

File No. 35905



CERTIFICATE OF DISSOLUTION

To All to Whom These Presents May Come, Greeting:

Know Ye, *That Whereas,*

WESTERN STATES COLLEGE OF CHIROPRACTORS
AND DRUGLESS PHYSICIANS

a corporation, organized and existing under and pursuant to the laws of the State of Oregon, with its principal office in the city of Portland in the County of Multnomah

State of Oregon, did on the 27th day of January, 1949, furnish in due form and file in the office of the Corporation Commissioner of the State of Oregon, a Certificate and Statement, duly verified by the secretary of said corporation, and a duly authenticated copy of the resolutions adopted by a majority vote of the stockholders and of the directors of said corporation at meetings called for the purpose of authorizing the dissolution of such corporation and the settling of its business and disposing of its property, etc., has paid the filing fee and has complied with the requirements of the law providing for the dissolution of private corporations,

Now, Therefore, I, Maurice Hudson, Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY, that lawful evidence of the passage of the resolutions for dissolution of the

WESTERN STATES COLLEGE OF CHIROPRACTORS
AND DRUGLESS PHYSICIANS

a corporation with its principal office at Portland in the County of Multnomah State of Oregon, have been furnished as required by law, which said certificate and statement, and record of proceedings, aforesaid, are now on file in my office.

And I Further Certify, That said Corporation has paid the fee of Five Dollars (\$5) for filing the Certificate and Statement of Dissolution as required by law.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the Corporation Department of the State of Oregon, at Salem, this 27th day of January, 1949.

Maurice Hudson
Corporation Commissioner

SEAL

MINUTES OF SPECIAL MEETING OF DIRECTORS

The Directors of Western States College of Chiropractors and Drugless Physicians, an Oregon corporation, met in special meeting at 805 Weatherly Building, Portland, Multnomah County, Oregon, at the hour of 2:00 (p) P M., on the 5th day of November, 1946, pursuant to call and waiver of notice of the time, place and purpose of said meeting. The meeting was called to order by Ross H. Elliott, President, and he presided over the meeting. Kathryn Budden, Secretary-Treasurer, acted in the capacity of Secretary.

There were present the following: Ross H. Elliott and Kathryn Budden, who constitute all of the members of the Board of Directors and officers of this corporation.

The Secretary read the request of the stockholders to dissolve the corporation and the resolution for dissolution adopted by the stockholders, and which contained all the names of all the stockholders of the corporation, and that said request and resolution would be acted upon at the hour of 1:30 P M. on the 3rd day of November, 1946, all of which appears upon said document and which is a part of the records of this corporation. Thereupon Kathryn Budden presented the following resolution:

WHEREAS, the stockholders of Western States College of Chiropractors and Drugless Physicians, an Oregon corporation, has this day voted to dissolve said corporation, all of which more fully appears in the minutes of said meeting, and

WHEREAS, it is also the desire of the Directors of said corporation to abandon the corporate enterprise and surrender its charter, franchise and corporate name and dissolve said corporation, and

WHEREAS, said corporation is ready to cease doing business and wind up its affairs, BE IT RESOLVED that this corporation be dissolved and that the directors incur in and adopt the resolutions of the stockholders this day adopted, BE IT FURTHER RESOLVED, that the Directors proceed to transfer to Health Research Foundation, an Oregon corporation, all of the assets of this corporation, and which is done pursuant to a trust heretofore created and for which said Health Research Foundation was formed as a non-profit, educational, scientific, eleemosynary and charitable

MINUTES OF SPECIAL MEETING OF STOCKHOLDERS TO DISSOLVE CORPORATION

The stockholders of Western States College of Chiropractors and Drugless Physicians, an Oregon corporation, met in special meeting at 205 Weatherly Building, Portland, Multnomah County, Oregon, at the hour of 1:30 P. M., on the 31st day of December, 1948, pursuant to call and waiver of notice, as well as consent, signed by all the stockholders of the corporation.

The meeting was called to order by Ross H. Elliott, President, and Kathryn Budden, Secretary-Treasurer, acted as Secretary at said meeting. The rollcall of stockholders showed the following result: Absent and not represented - none. Present in person - 30 shares. Total shares outstanding - 30 shares. That said shareholders were: Ross H. Elliott, 13 shares; Kathryn Budden, 17 shares. The Secretary submitted the waiver of notice and consent and agreement to hold said meeting at this time, and for the purposes of dissolution and the carrying out of a trust heretofore created, and asked for a dissolution of this corporation and the transfer of its assets to Health Research Foundation, an Oregon corporation, and that such dissolution be had forthwith, if so voted at said meeting. Thereupon, the following resolutions having been stated as provided in said notice was presented by Kathryn Budden:

WHEREAS, the Western States College of Chiropractors and Drugless Physicians, an Oregon corporation, was originally organized and created and the stockholders so understood and agreed for the purpose of holding the assets thereof, IN TRUST, for a corporation subsequently to be formed as an educational, benevolent, eleemosynary and charitable corporation, non-profit in nature, for the purpose of conducting a school for the teaching and instructing of chiropractic naturopathy and various necessary and incidental sciences; to conduct research, to conduct public health programs, and to render services without charge, to all needy persons, and

WHEREAS, the Health Research Foundation, an Oregon corporation, was thereafter organized for said purposes, and

CERTIFICATE OF RESOLUTION BY STOCKHOLDERS DISSOLVING CORPORATION

I, Kathryn Budden, Secretary-Treasurer of Western States College of Chiropractors and Drugless Physicians, an Oregon Corporation, under and pursuant to the laws of Oregon, do hereby certify that at a special meeting of the stockholders of said corporation duly and legally called and held at 805 Weatherly Building, Portland, Oregon, at the hour of 1:30 P. M. on the 30th day of December, 1948, called for the purpose of authorizing the dissolution of said corporation, at which said meeting all the stockholders were present in person. That the annexed copy of the original minutes of said meeting of said stockholders contains a resolution authorizing the dissolution of said corporation; and by annexation of said copy it is made a part of this certificate to all intents and purposes as if set forth in full herein. That said resolution was adopted by all the stockholders of said corporation by unanimous vote.

WITNESS my hand and the seal of said corporation this 25 day of January, 1949.

Kathryn Budden
Secretary-Treasurer

STATE OF OREGON)
) ss.
County of Multnomah)

I, Kathryn Budden, being first duly sworn, depose and say: That I am the Secretary-Treasurer of Western States College of Chiropractors and Drugless Physicians, an Oregon corporation. That the foregoing statements are true and that the resolution therein mentioned as being a copy of the minutes of the stockholders meeting and affixed thereto is a full, true and correct copy of the original resolution adopted at a meeting of said stockholders of said corporation, held at the time and place therein specified. That said meeting was called for the purpose of considering the dissolution of said corporation, and all of the stockholders of said corporation were present in person at said meeting, and by unanimous vote adopted said resolution.

Kathryn Budden

Subscribed and sworn to before me the 25th day of January, 1949.

Scamman
Notary Public for Oregon
My commission expires Nov. 13, 1951

corporation. That the Secretary-Treasurer of this corporation prepare the necessary certified copies of documents with the seal of the corporation affixed, and transmit the same to the Corporation Commissioner of Oregon, together with the fee necessary to effect the dissolution provided by the laws of Oregon.

Whereupon, Kathryn Budden moved the adoption of said resolution, which was seconded by Ross H. Elliott and adopted by unanimous vote of the Directors. There being no further business, the meeting adjourned.

Ross H. Elliott

President and Director

Kathryn Budden

Secretary-Treasurer and Director