



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/01/2013	201308882016	DOMESTIC/DISSOLUTION (DIS)	50.00	.00		.00	.00

Receipt

This is not a bill. Please do not remit payment.

MARTIN & WHARTON LLP
ATTN: LISA M. WHARTON
10101 ALLIANCE RD STE 220
CINCINNATI, OH 45242

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

872610

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CITADEL INVESTMENT CORPORATION

and, that said business records show the filing and recording of:

Document(s)

Document No(s):

DOMESTIC/DISSOLUTION

201308882016

Effective Date: 04/15/2013



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 1st day of April, A.D.
2013.

Ohio Secretary of State



Form 561 Prescribed by:

JON HUSTED
Ohio Secretary of StateCentral Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216Expedite Filing (Two-business day processing
time requires an additional \$100.00).
P.O. Box 1390
Columbus, OH 43216**Certificate of Dissolution**
(For-Profit, Domestic Corporation)
Filing Fee: \$50

Complete the following information.

The corporation named below has adopted a resolution of dissolution.

Name of Corporation Charter Number

Location of Principal Office in Ohio

City
County
State

The internet address of each domain name held or maintained by or on behalf of the corporation:

☒ The corporation did not hold or maintain any domain names.

Name and address of the Statutory Agent.

William L. Martin, Jr.

Name

10101 Alliance Road, Suite 220

Address

Cincinnati

City

Ohio

State

45242

Zip Code

Please complete this section if the corporation is appointing a new agent.

ACCEPTANCE OF APPOINTMENT

The Undersigned,

William L. Martin, Jr.

, named herein as the

Statutory Agent Name


Statutory agent for,

Citadel Investment Corporation

Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature


Individual Agent's Signature / Signature on behalf of Corporate Agent☐ If the agent is an individual using a P.O. Box, check this box to confirm the agent is an Ohio resident.

The date of dissolution if other than the filing date

4/15/13

MM/DD/YYYY

Note: The date of dissolution must be on the date of filing, or a later date that is not more than 90 days after the date of filing, pursuant to Ohio Revised Code section 1701.86(F)(7).

Pursuant to Ohio Revised Code section 1701.87(E), a copy of the notice required by Ohio Revised Code section 1701.87(B) must be attached to this filing. (Please attach the notice or complete page 5 of this form.)

Check only one box below and provide information as required:

- ☐ (1.) The resolution of dissolution was adopted by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.86(C), if an initial stated capital was not set forth in the articles then before the corporation begins business, or if an initial stated capital is set forth in the articles then before subscriptions to shares shall have been received in the amount of that initial stated capital, the incorporators or a majority of them may adopt, by a writing signed by them, a resolution of dissolution. (138-DISI)

The names and addresses of all the incorporators must be set forth below:

<input type="text"/>	<input type="text"/>
Name	Address
<input type="text"/>	<input type="text"/>
Name	Address
<input type="text"/>	<input type="text"/>
Name	Address

The resolution of dissolution was adopted by the **Directors**. Pursuant to Ohio Revised Code section 1701.86 (D), directors may adopt a resolution of dissolution in the following cases, please check the box to state the proper statement of the basis for the adoption. (137-DISD)

- ☒ (2.) The resolution of dissolution was adopted:
- ☐ When the corporation has been adjudged bankrupt or has made a general assignment for the benefit of the creditors;
 - ☐ By leave of the court, when a receiver has been appointed in a general creditor's suit or in any suit in which the affairs of the corporation are to be wound up;
 - ☒ When substantially all of the assets have been sold at judicial sale or otherwise;
 - ☐ When the articles have been canceled for failure to file annual franchise or excise tax returns or for failure to pay franchise or excise taxes and the corporation has not been reinstated or does not desire to be reinstated; or
 - ☐ When the period of existence of the corporation specified in its articles has expired.

- ☐ (3.) The articles are hereby dissolved by the **Shareholders** pursuant to Ohio Revised Code section 1701.86(E).
(150-DISS)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

When the resolution is adopted by the incorporators, the certificate shall be signed by not less than a majority of the incorporators.

In all other cases, the certificate shall be signed by any authorized officer, unless the officer fails to execute and file such a certificate within 30 days after the date upon which such certificate is to be filed. In the latter event, the certificate may be signed by any three (3) shareholders or, if there are less than three (3) shareholders, all of the shareholders, form a statement that the persons signing the certificate are shareholders and are filing the certificate because of the failure of the officers to do so.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.



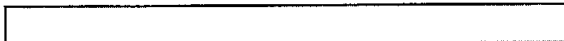
Signature



By (if applicable)

E. Michael Zicka, President

Print Name



Signature



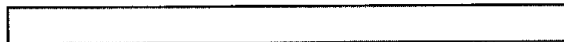
By (if applicable)



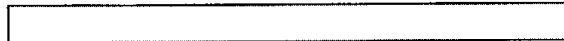
Print Name



Signature



By (if applicable)



Print Name

**Notice of Dissolution to Creditors and Claimants against Corporation
(pursuant to ORC 1701.87)**

Notice of Dissolution of

Name of Corporation

All claims shall be presented in writing and shall the claimant and contain sufficient information to reasonably inform the corporation of the substance of the claim.

The mailing address to which the person must send the claims is:

Address

The deadline by which the corporation must receive the claim

(May not be less than 60 days after
the date the notice is given.)

The claim will be barred if the corporation does not receive the claim by the deadline.

The corporation may make distributions to other creditors or claimants, including distributions to shareholders of the corporation, without further notice to the claimant.

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities (ORC section 1701.86(l)).

Citadel Investment Corporation

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate of Dissolution and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	Date Notified	Agency	Date Notified
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215	3/25/13	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319	3/25/13
		Overnight: P.O. Box 182413 Columbus, OH 43218-2413	Regular: P.O. Box 182413 Columbus, OH 43218-2413
		Agency	Date Notified
		Ohio Department of Taxation Dissolution Section 4485 Northland Ridge Blvd. Columbus, Ohio 43229	3/25/13

Note: This affidavit must be signed by one or more persons executing the certificate of dissolution or by an officer of the corporation.

Signature

Title President

E. Michael Zicka

Name

7861 E. Kemper Road

Mailing Address

Cincinnati

City

Ohio

State

45249

Zip Code

Acknowledged before me and subscribed in my presence on

3/25/13

Seal



LISA M. WHARTON
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date, Section 147.03 O.R.C.

Commission Expires

Date

Complete the information in this section.

AFFIDAVIT OF PERSONAL PROPERTY
(ORC Section 1701.86(H)(1))

State of Ohio

County of Hamilton

SS:

E. Michael Zicka

Name of Officer

, being first duly sworn, deposes and says that she/he is

President

Title of Officer

of

Citadel Investment Corporation

Name of Corporation

and this affidavit is made in compliance with section

1701.86

of the Ohio Revised Code.

That said corporation has: (Check one (1) of the following)

☒ A. Has no personal property in any county in the State of Ohio

☐ B. Has personal property in the following county(ies)

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

Signature:

[Signature]

Title: President

Acknowledged before me and subscribed in my presence on

Date

3/25/13



LISA M. WHARTON
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date, Section 147.03 O.R.C.

[Signature]
Notary Public

Expiration date of Notary Public's Commission Date