

# 538647

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**DISSOLUTION OR WITHDRAWAL  
NEWAQ, INC.**

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**ARTICLES OF DISSOLUTION  
OF  
NEWAQ, INC.**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation is NEWAQ, INC., Florida document number 538647 (hereinafter referred to as the "Corporation").

**ARTICLE II - DATE DISSOLUTION AUTHORIZED**

The dissolution of the Corporation was authorized on February 3, 2021.

**ARTICLE III - APPROVAL OF DISSOLUTION**

The proposal to dissolve was duly approved by the shareholders of the Corporation in the manner required by Chapter 607, Florida Statutes, and by the Articles of Incorporation.

**ARTICLE IV - EFFECTIVE DATE OF DISSOLUTION**

The Corporation shall be dissolved effective upon the filing of these Articles of Dissolution.

Dated this 19<sup>th</sup> day of February, 2021.

NEWAQ, INC., a Florida corporation

By: \_\_\_\_\_

James Barreto, President

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### CERTIFIED RESOLUTIONS

I, the undersigned, as President of NEWAQ, INC., a Florida corporation (the "Corporation"), hereby certify that the Board of Directors of the Corporation duly adopted and approved the following resolutions by Unanimous Written Consent dated the 3rd day of February, 2021, pursuant to Section 607.0821 of the Florida Statutes, and that the shareholders of the Corporation duly adopted and approved the following resolutions by Unanimous Written Consent dated the 3rd day of February, 2021, pursuant to Section 607.0704 of the Florida Statutes:

**RESOLVED**, that the Corporation be voluntarily liquidated and dissolved and that its officers are authorized and directed to take all actions necessary to implement such liquidation and dissolution under the laws of the State of Florida; and

**FURTHER RESOLVED**, that the complete liquidation and dissolution of the Corporation be effected as soon as possible under the Plan of Complete Liquidation and Dissolution attached hereto as Exhibit A.

IN WITNESS WHEREOF, I hereby certify that the foregoing are true and complete copies of resolutions adopted and approved by the Board of Directors and Shareholders of the Corporation.

Dated this 19<sup>th</sup> day of February, 2021.

NEWAQ, INC., a Florida corporation

By: \_\_\_\_\_

James Barreto, President

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**EXHIBIT A**

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION  
OF NEWAQ, INC.  
UNDER SECTION 331 OF THE INTERNAL REVENUE CODE**

1. As soon as possible following the adoption of this Plan of Complete Liquidation and Dissolution (the "**Plan**"), NEWAQ, INC. (hereinafter the "**Corporation**"), a Florida corporation, will cease the active conduct of its business, will wind up its affairs, will pay or provide for payment of all known obligations of the Corporation, and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims.
2. The Directors of the Corporation may from time to time authorize one or more distributions in cash or in kind, in a series of distributions in complete liquidation.
3. The foregoing distributions in complete liquidation shall be in exchange solely for, and in redemption and cancellation of, and in payment for, all of the outstanding capital stock of the Corporation.
4. This Plan shall be effective upon the approval and adoption of the Plan by all of the shareholders.
5. The officers and Directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida, including the filing of Articles of Dissolution.
6. The officers and Directors of the Corporation are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including, without limitation, the execution and delivery of deeds, bills of sale, assignments, other instruments and documents, and the filing of returns and other documents with the appropriate officials of the State of Florida and the United States, including the final federal and state corporate income tax returns and Forms 1096 and 1099.