

Division of Corporations

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M32047**Florida Department of State**
Division of Corporations
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**DISSOLUTION OR WITHDRAWAL
UP-RITE CONSTRUCTION CORP.**

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S. YOUNG

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TO: Shelia H. Young
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11/8/2017



November 8, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

UP-RITE CONSTRUCTION CORP.
1355 W. 53RD STREET
SUITE 320
HIALEAH, FL 33142-3851

SUBJECT: UP-RITE CONSTRUCTION CORP.
REF: M32049

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Shelia H Young
Regulatory Specialist II

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF
UP-RITE CONSTRUCTION CORP.**


1. The name of the corporation is **UP-RITE CONSTRUCTION CORP.**
(the "Corporation").

2. The Corporation elected to dissolve pursuant to the Unanimous Written Consent of the Shareholders and Directors, which Written Consent was effective as of July 18, 2017. A copy of such Written Consent is attached hereto.

3. The dissolution was approved by the Shareholders and the Directors of the Corporation. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 18th day of July, 2017.

UP-RITE CONSTRUCTION CORP.

By: 
Eduardo Salazar, President

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TALLAHASSEE, FLORIDA

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**UNANIMOUS WRITTEN CONSENT
OF ALL THE SHAREHOLDERS AND DIRECTORS
OF
UP-RITE CONSTRUCTION CORP.**

The undersigned, being all the shareholders ("Shareholders") and directors ("Directors") of **UP-RITE CONSTRUCTION CORP.**, a Florida corporation (hereinafter the "**Corporation**"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Directors of the Corporation deem it advisable and in the best interests of the Corporation and its Shareholders that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Directors find that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholders of the Corporation deem it advisable and in their best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Directors of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or
2. As soon as practicable, the officers of the Corporation shall wind up the affairs of the Corporation; pay or provide for the payment of any of its remaining liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable; and distribute to the Shareholders of the Corporation in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.
3. If a reserve is established to meet claims against the Corporation, the

Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of the Corporation's remaining assets.

FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing resolutions.

Counterpart Execution

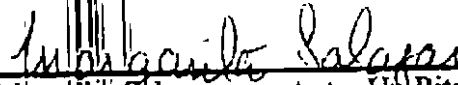
RESOLVED, that the Shareholders and the Directors of the Corporation be, and each of them hereby is, authorized to execute this Written Consent in one or more counterparts and that, upon such execution by the Shareholders and the Directors of the Corporation, this Written Consent be, and as of the effective date hereof, it hereby is, approved and adopted as the act and deed of the Shareholders and the Directors of the Corporation.

Effective Date: July 19, 2017.

SHAREHOLDERS AND DIRECTORS:



Eduardo Salazar, President, Up-Rite Construction Corp.



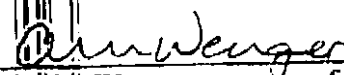
Margarita Salazar, secretary, Up-Rite Construction Corp.



Shareholder: Eduardo Salazar Trust
Signed by: Eduardo Salazar, as Trustee of the Eduardo Salazar Trust



Mariana Fernandez, trustee of the Eduardo Salazar Trust and Vice President, Up-Rite Construction Corp.



Ana Maria Wenger, trustee of the Eduardo Salazar Trust and Vice President, Up-Rite Construction Corp.