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Division of Corporations

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DISSOLUTION OR WITHDRAWAL  
RSR USA, INC.

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**ARTICLES OF DISSOLUTION  
OF  
RSR USA, INC.**

1. The name of this corporation is RSR USA, INC.
2. RSR USA, INC. elected to dissolve pursuant to the Unanimous Written Consent of its Sole Shareholder and Board of Directors, which Written Consent was effective as of April 30, 2016. A copy of such Written Consent is attached hereto.

IN WITNESS WHEREOF, the ~~undersigned~~ has executed these Articles of  
Dissolution on this 5<sup>th</sup> day of MARCH, 2017.

  
\_\_\_\_\_  
Renato S. Rider, President

(Corporate Seal)

**FILED**  
2017 MAR 15 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**UNANIMOUS WRITTEN CONSENT  
OF THE  
SOLE SHAREHOLDER AND BOARD OF DIRECTORS  
OF  
RSR USA, INC.**

The undersigned, being the sole Shareholder and all of the members of the Board of Directors of RSR USA, INC., 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 Board of Directors of this Corporation deems it advisable and in the best interest of the Corporation and its Shareholder that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Board of Directors finds 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 Shareholder of this Corporation deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Board of Directors of this 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 providing for the payment of all of its liabilities.
2. The officers of the Corporation shall establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable.
3. As soon as practicable, the Officers of the Corporation shall arrange for the distribution of any remaining assets of the Corporation to the Shareholder in accordance with instructions received from its Shareholder.
4. If a reserve is established to meet claims against the Corporation, the officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the Shareholder as soon as practicable.
5. The officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, 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 Resolution.

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Conveyance of Real Property

WHEREAS, the Corporation is the owner of the real property located at 3501 S. Ocean Drive #V1, Hollywood, Florida 33013, whose legal description is: Villas of Positano Condo, Unit V-1 (hereinafter the "Property"); and

WHEREAS, RSR USA Holdings, Inc., the sole Shareholder of the Corporation, is also adopting a Plan of Complete Liquidation and Dissolution; and

WHEREAS, to facilitate the complete liquidation of the Corporation and the complete liquidation of its sole Shareholder and the distribution of the respective assets of both corporations, the Corporation and its sole Shareholder desire to transfer the Property directly to Renato S. Rider and A. Katharina Vindrola, the shareholders of RSR USA Holdings, Inc., as part of the liquidation of the Corporation and its sole Shareholder,

NOW, THEREFORE, BE IT RESOLVED, that the distribution and conveyance of the Property by the Corporation to Renato S. Rider and A. Katharina Vindrola, as Joint Tenants with Rights of Survivorship, be, and it hereby is, authorized and approved.

FURTHER RESOLVED, that Renato S. Rider, President of the Corporation, be, and he hereby is, authorized and directed to execute and deliver whatever deeds, documents and instruments and to take whatever additional actions he deems necessary or appropriate to effectuate the conveyance of the Property to Renato S. Rider and A. Katharina Vindrola and to carry out the intent and accomplish the purposes of the foregoing Resolution.

Other Actions

RESOLVED, that any other actions taken by the Board of Directors and Officers of this Corporation since the execution of the last Written Consent of the Shareholder and the Board of Directors be, and they hereby are, ratified, confirmed and approved.

Effective Date: April 30, 2016

RSR USA HOLDINGS, INC., a Florida corporation,  
Sole Shareholder

By Renato S. Rider, President

Renato S. Rider, Director

A. Katharina Vindrola, Director

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