

P15000006438

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H15000120679 3)))



H150001206793ABC+

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

**DISSOLUTION OR WITHDRAWAL  
ARXO AMERICAS CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2015 MAY 19 AM 9:05

FILED

RECEIVED

15 MAY 19 AM 7:20

RECEIVED  
DIVISION OF CORPORATIONS  
MAY 19 2015 7:14 AM

Electronic Filing Menu

Corporate Filing Menu

Help

MAY 20 2014

C. CARROTHERS

## ARTICLES OF DISSOLUTION

### Article I

The name of this Florida corporation is ARXO Americas Corporation

### Article II

The Corporation's dissolution was authorized on the date that this document was signed.

### Article III

The Corporation's dissolution was authorized by its shareholders, and the number of votes cast for dissolution was sufficient for approval. The Corporation shall pay or make reasonable provision to pay all claims and obligations known to the Corporation. After known claims and obligations are paid, any remaining funds shall be distributed to the shareholders of the dissolved Corporation.

### Article IV

These Articles of Dissolution and the dissolution of the Corporation will be effective on May 18, 2015.

The undersigned executed this document on the date shown below.

ARXO Americas Corporation

By: 

Name: Joao Gualberto Pereira Neto

Title: Director

Date: 05/18/2015

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

FILED  
2015 MAY 19 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WRITTEN CONSENT BY THE  
SOLE SHAREHOLDER AND THE DIRECTORS  
OF  
**ARXO AMERICAS CORPORATION**

**IN LIEU OF SPECIAL MEETING**

The undersigned, being the sole Shareholder and the Directors of ARXO AMERICAS CORPORATION, a corporation organized and existing under the laws of the State of Florida ("Company"), do hereby agree, consent to, adopt and order the following corporate action effective as of the \_\_\_\_ date of April, 2015.

RESOLVED, that the sole shareholder and that Directors of the Company hereby consent to the dissolution and liquidation of the Company in accordance with the required International Revenue Service Code; and

RESOLVED, that the Articles of Dissolution in substantially the form previously presented to the undersigned are hereby approved and accepted, and any officer of the Company is authorized and directed to cause to be filed with the Florida Department of State said Articles of Dissolution; and

RESOLVED, that the Company shall liquidate and distribute any and all of its assets of any kind whatsoever to its sole Shareholder in accordance with his, her or its respective rights and interests as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable; and

RESOLVED, that any officer of the Company be, and hereby is, authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions; and

RESOLVED, that any officer of the Company is hereby authorized to engage the services of such accountants, appraisers, attorneys and other professionals to provide advice and counsel to the Company in connection with any and all matters addressed in the previous resolutions as such officers shall deem necessary or advisable under the circumstances; and it is

FURTHER RESOLVED, that any and all actions heretofore or hereinafter taken by the officers of the Company in connection with any and all of the matters discussed in the foregoing resolutions are hereby confirmed and ratified as properly authorized acts of the Company.

Dated this \_\_\_\_ day of April 2015.

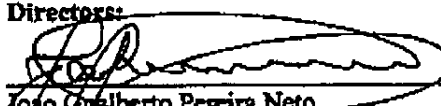
Shareholders:

ARXO INDUSTRIAL DO VRASIL LTDA.,  
a Brazil company

By: 

Joao Gualberto Pereira Neto, its Director

Directors:

  
Joao Gualberto Pereira Neto

  
Gilson Joao Pereira

**PLAN OF COMPLETE LIQUIDATION  
AND DISSOLUTION  
OF  
ARXO AMERICAS CORPORATION**

1. Plan of Liquidation. This Plan of Liquidation and Dissolution (the "Plan") is intended to accomplish the complete liquidation and dissolution of ARXO AMERICAS CORPORATION., a Florida corporation (the "Company") through the distribution of all the Company's assets to its Shareholders in complete liquidation of the Company in accordance with required Section of the Internal Revenue Code, as amended (the "Code"). Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. Approval. This Plan will be considered adopted by the Company when approved by the Directors, and upon the approval and adoption thereof by the Shareholders of the Company.

3. Liquidation Period. The "Liquidation Period" shall mean the period in which the Company shall liquidate and distribute any and all of its assets of any kind whatsoever to its Shareholders in accordance with his, her or its respective rights and interest. The period in which such assets shall be distributed, and the dissolution, shall be completed as soon as practicable.

4. Abandonment. Upon the approval of the Plan by the Shareholders of the Company, the Directors of the Company may not, without further action by the Shareholders, abandon this Plan.

5. Winding Up of Business. During the Liquidation Period, the Company shall continue its business to the extent necessary to collect accounts receivables, pay liability, and otherwise conduct business consistent with the objective of the Company to distribute all of its assets to its Shareholders and wind up its affairs.

6. Final Distribution of Assets. Not later than the end of the Liquidation Period, all assets of the Company not previously distributed shall be distributed to the Shareholders of the Company. In no event shall any amount be retained by the Company beyond the end of the Liquidation Period to meet the claims of the Shareholders with respect to his, her or its shares.

7. Cancellation of Outstanding shares. Each of the foregoing distributions in complete liquidation shall be solely in exchange for, in complete redemption and cancellation of, and in payment for, all of the outstanding shares of the Company. The Shareholders shall surrender their certificate for such shares as determine by the Directors for recording the receipt of distributions prior to the final distribution.

8. Filing. Within thirty (30) days from the date of the adoption of this Plan, the director, shareholder or officer of the Company shall have the accountant file with the Treasury Department the appropriate form required, together with a certified copy of the Resolution adopting this Plan, if needed.

Upon the final distribution of all of the assets of the Company, any officer of the Company shall instruct the Company's accountants to close the books of the Company and to prepare



and timely file a federal income tax return and a state income tax return on behalf of the Company, and such other forms as are appropriate.

9. State Filing Requirements. After all of the assets of the Company have been distributed in complete redemption of the Shareholders, any officer or Director of the Company shall cause to be filed with the Florida Department of State, Division of Corporations, the necessary documents pursuant to the appropriate provision of Section 607.1403, Florida Statutes, as the statute presently exists or as may be amended, to effect a complete statutory dissolution of the Company, and to do such other actions as are required including filing all necessary documents.

10. Authorization of Necessary Acts. Any officer and/or Director of the Corporation shall have the power to adopt all resolutions and execute all documents, and each is authorized, empowered and directed to file all papers and take whatever action as he or she may deem necessary or desirable for the purposes of effecting the complete liquidation and dissolution of the Company, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the provisions of Code Section 331, and the Treasury Regulation issued hereunder. Any officer and Director shall be held harmless by the Company for any action under this Plan taken in good faith, and for any expense or liability so incurred.

11. Intent. It is intended that this Plan shall be a plan of complete liquidation within the terms of the Code. This Plan shall be deemed to authorized such action as, in the opinion of counsel, may be necessary to comply with the provisions of the Code.

IN WITNESS WHEREOF, the undersigned Shareholders and Directors have executed on this \_\_\_\_ day of April 2015, the foregoing written consent for the purpose of giving consent thereto.

Witnesses:

\_\_\_\_\_  
\_\_\_\_\_

Shareholders:

ARXO INDUSTRIAL DO BRASIL LTDA.,  
a Brazil company

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

Joao Gualberto Pereira Neto, its Director

Directors:

\_\_\_\_\_  
Joao Gualberto Pereira Neto

\_\_\_\_\_  
Gilson Joao Pereira