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DISSOLUTION OR WITHDRAWAL
RSR USA HOLDINGS, INC.

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAR 15 AM 9:58

1. The name of this corporation is RSR USA HOLDINGS, INC.

2. RSR USA HOLDINGS, INC. elected to dissolve pursuant to the

Unanimous Written Consent of its Shareholders 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 15th day of MARCH, 2017.



Renato S. Rider, President

(Corporate Seal)

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**UNANIMOUS WRITTEN CONSENT
OF THE
SHAREHOLDERS AND BOARD OF DIRECTORS
OF
RSR USA HOLDINGS, INC.**

The undersigned, being the Shareholders and all of the members of the Board of Directors of RSR USA HOLDINGS, 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 Shareholders 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 Shareholders of this Corporation deem it advisable and in their best interests 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 to the Shareholders of the Corporation, in cancellation of their shares, any remaining assets of the Corporation.

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 Shareholders as soon as practicable.

5. The officers of the Corporation are authorized and directed to file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

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6. 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, he, 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.

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 Shareholders and the Board of Directors be, and they hereby are, ratified, confirmed and approved.

Effective Date: April 30, 2016


Renato S. Rider, Shareholder and Director


A. Katherine Vindred, Shareholder and Director

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