

N0500000257

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

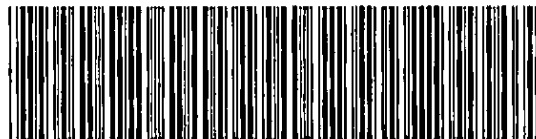
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

EFFECTIVE DATE
12/31

Office Use Only



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DEC 06 2017

S. YOUNG

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TALLAHASSEE, FLORIDA

17 DEC -5 PM 4:38

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FLORIDA WIRELESS ASSOCIATION INC

DOCUMENT NUMBER: N05000000257

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARK NOWAK

(Name of Contact Person)

NOWAK LAW GROUP PA

(Firm/Company)

601 N CONGRESS AVE STE 434

(Address)

DELRAY BEACH, FL 33445

(City/State and Zip Code)

For further information concerning this matter, please call:

MARK NOWAK

(Name of Contact Person)

at (561)

(Area Code)

921-0140

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee. Certificate of Status & Certified Copy (Additional copy is enclosed) |
|---|--|---|---|

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:
FLORIDA WIRELESS ASSOCIATION INC

SECOND: The document number of the corporation (if known): N05000000257

THIRD: Adoption of Dissolution
(COMPLETE SECTION I OR II)

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☐ The date of meeting of members at which the resolution to dissolve was adopted _____
_____. The number of votes cast by the members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members entitled to vote on the dissolution:

The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was 10/25/2017

The number of directors in office was 3 and the vote for resolution was THREE (3) for and NONE against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: 12/31/2017 (FOR TAX PURPOSES ONLY)
(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature: _____
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

MICHAEL J. BELSKI

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Filing Fee: \$35

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: FLORIDA WIRELESS ASSOCIATION, INC.

*Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the **Articles of Dissolution**.*

Description of information that must be included in a claim:

The following information must be included in a claim: (i) the basis for the claim; (ii) the name and address of the claimant and claimant's attorney; (iii) the amount of the claim which is now due, or, if not due, the date when it will become due; (iv) whether the claim is contingent or liquidated, and, if contingent or unliquidated, the nature of the uncertainty; and, (v) whether the claim is secured, and, if secured, the nature of the security.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

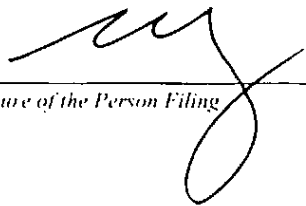
13343 KINGSBURY DR.

WELLINGTON, FL 33414

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

MICHAEL J. BELSKI

Printed Name of the Person Filing


Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

**CERTIFICATE OF SECRETARY
OF
FLORIDA WIRELESS ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

I, ALLAN BAKALAR, Secretary of FLORIDA WIRELESS ASSOCIATION INC., a Florida not-for-profit corporation (the "Corporation") do hereby certify that the *WRITTEN CONSENT IN LIEU OF ANNUAL OR SPECIAL MEETING OF BOARD OF DIRECTORS OF FLORIDA WIRELESS ASSOCIATION INC.*, attached hereto as Exhibit A is a true and accurate copy of the resolutions adopted by the Board of Directors of the Corporation in a duly executed action by written consent without a meeting effective October 25, 2017, and that said resolutions have not been rescinded, amended or modified and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have executed this certificate this 25th day of October, 2017.

FLORIDA WIRELESS ASSOCIATION INC.

By: _____

Allan Bakalar, Secretary

FILED
17 DEC -5 PM 4:38
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT IN LIEU OF ANNUAL OR SPECIAL MEETING
OF
BOARD OF DIRECTORS
OF
FLORIDA WIRELESS ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, being all of the members of the board of directors of FLORIDA WIRELESS ASSOCIATION INC., a Florida not-for-profit corporation (the "Corporation") do hereby agree and consent, pursuant to Section 617.0821 of the Florida Not For Profit Corporation Act (the "FNFPCA"), to the following action without a meeting and in lieu of an annual or special meeting of board of directors of the Corporation (the "Board"), and do hereby waive notice of any such meeting or action taken hereunder, and take such action without a vote or the need for a vote.

WHEREAS, the Corporation does not have any members; and,


WHEREAS, Board believes it is in the best interest of the Corporation to dissolve,

NOW, THEREFORE, be it:

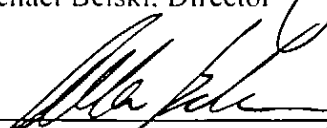
RESOLVED, that the Corporation be dissolved and liquidated, and the Articles of Dissolution (the "Articles of Dissolution"), the Plan of Complete Liquidation and Distribution (the "Plan of Distribution"), and the Notice of Corporate Dissolution, attached hereto as Exhibit A, Exhibit B and Exhibit C, respectively, are hereby adopted;

AND FURTHER RESOLVED, that the President shall immediately file the Articles of Dissolution, the Plan of Distribution and the Notice Of Corporate Dissolution with the Florida Secretary of State, and the Corporation may not conduct its affairs except as provided in the Plan of Distribution, the Articles of Incorporation of the Corporation, the Bylaws of the Corporation, and the PNFPCA.

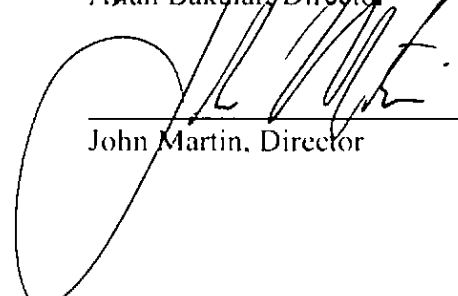
The undersigned members of the Board of Directors of the Corporation, constituting all of the members of the Board of Directors of the Corporation, have executed this *WRITTEN CONSENT IN LIEU OF ANNUAL OR SPECIAL MEETING OF BOARD OF DIRECTORS OF FLORIDA WIRELESS ASSOCIATION, INC.*, as of October 25, 2017.



Michael Belski, Director



Allan Bakalar, Director



John Martin, Director

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COURT
JAN 11 2018
TALLAHASSEE, FLORIDA
7 DEC -51 PM 4:39

**PLAN OF COMPLETE LIQUIDATION AND DISTRIBUTION
OF
FLORIDA WIRELESS ASSOCIATION, INC.**

The following Plan of Complete Liquidation and Distribution (the "Plan of Distribution"), and the actions described in this Plan of Distribution are intended to effect the liquidation and complete distribution of FLORIDA WIRELESS ASSOCIATION INC. a not-for-profit Corporation (the "Corporation"), in accordance with Section 617.1402 and other applicable provisions of the Florida Not For Profit Corporation Act (the "FNFPCA") and Sections 331 and 336 of the Internal Revenue Code of 1986, as amended (the "Code"). Although a not-for-profit corporation under the FNFPCA, the Corporation was not a 501(c) organization under the Code or Florida law.

1. Adoption of Plan. The Corporation has no members. In accordance with Section 617.1402(2) of the FNFPCA, the board of directors of the Corporation (the "Board of Directors") has adopted resolutions by written consent deeming it advisable and in the best interest of the Corporation to dissolve and liquidate the Corporation, to adopt this Plan of Distribution, and to approve the liquidation and distribution of the Corporation (including the sale of all or substantially all of the Corporation's assets) as of the date of such written consent.

2. Cessation of Business Activities. After the Effective Date (as defined below) and in accordance with Section 617.1405 of the FNFPCA, the Corporation shall continue its corporate existence but may not conduct its affairs except to the extent appropriate to wind up and liquidate its affairs, including, but not limited to: (i) collecting its assets; (ii) disposing of its properties that will not be distributed in kind; (iii) discharging or making provision for discharging its liabilities; (iv) distribution its remaining property in accordance with this Plan of Distribution; and (v) doing every other act necessary to wind up and liquidate its affairs.

3. Articles of Dissolution. The officers of the Corporation may, at such time as the Board of Directors, in its absolute discretion, deems necessary, appropriate or desirable, file any returns or obtain any certificates required from the Internal Revenue Service, the Florida Department Revenue, or any other governmental authority and, upon filing such returns or obtaining such certificates and paying such taxes as may be owing, the Corporation shall file with the Secretary of State of the State of Florida Article of Dissolution (the "Articles of Dissolution") in accordance with the FNFPCA. For purposes of the FNFPCA, the date that the Articles of Dissolution are filed with the Secretary of State of the State of Florida shall be the effective date for purposes of the FNFPCA, however, for purposes of the Internal Revenue Service or the Florida Department of Revenue, the effective date shall be as of December 31, 2017 (the "Effective Date").

4. Liquidation and Distribution Process. From and after the Effective Date and subject to the provisions hereof, the Corporation shall complete the following corporate actions: (i) all liabilities and obligations of the Corporation be paid and discharged, or adequate provisions be made therefor; (ii) assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or

conveyed in accordance with such requirements: (iii) assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving Corporation, as provided in this Plan of Distribution; (iv) other assets, if any, be distributed in accordance with the provisions of the Articles of Incorporation or Bylaws of the Corporation to extent that the Articles of Incorporation or Bylaws provide for distribution to others; and, (v) any remaining assets be distributed to one or more qualified tax-exempt organizations each of which must be a nonprofit organization that qualifies for tax-exempt status according to the Internal Revenue Code and regulations.

5. Liquidating Trust. If deemed necessary, appropriate or desirable by the Board of Directors, in its absolute discretion, in furtherance of this Plan of Distribution or from time to time, the Corporation may transfer to one or more liquidating trustees (the "Trustees") under a liquidating trust (the "Trust"), any assets of the Corporation, including cash, intended for distribution to creditors or otherwise and not disposed of at the time of dissolution of the Corporation. The Board of Directors is hereby authorized to appoint one or more individuals, corporations, partnerships or other persons or entities, or any combination thereof, including, without limitation, any one or more officers, directors, employees, agents or representatives of the Corporation, to act as the initial Trustee or Trustees and to receive any assets of the Corporation. Any Trustees appointed as provided in the preceding sentence shall succeed to all right, title and interest of the Corporation of any kind and character with respect to such transferred assets and, to the extent of the assets so transferred and solely in their capacity as Trustees, shall assume all of the claims and obligations of the Corporation, including, without limitation, any unsatisfied claims and unknown or contingent liabilities. The Corporation, in its absolute discretion, may enter into a liquidating trust agreement with the Trustees, on such terms and conditions as the Board of Directors, in its absolute discretion, may deem necessary, appropriate or desirable.

6. Final Distribution. Whether or not a Trust shall have been previously established pursuant to Section 5 hereof, if it should not be feasible for the Corporation to make the final distribution of all assets and all properties of the Corporation (excluding amounts set aside for unknown claims) prior to the first anniversary of the Effective Date, then, on or before such date, the Corporation shall be required to establish a Trust and transfer any remaining assets and properties to the Trustees as set forth in Section 5.

7. Expenses of Dissolution. In connection with and for the purposes of implementing and assuring completion of this Plan of Distribution, the Corporation may, in the absolute discretion of the Board of Directors, pay any brokerage, agency, professional, legal and other fees and expenses of persons rendering services to the Corporation in connection with the collection, sale, exchange or other disposition of the Corporation's property and assets and the implementation of the Plan of Distribution. Adoption of this Plan of Distribution shall constitute approval of such payments by the Corporation.

8. Employees and Independent Contractors. In connection with effecting the dissolution of the Corporation and for the purpose of implementing and assuring completion of

this Plan of Distribution, the Corporation may, in the absolute discretion of the Board of Directors, hire or retain such employees, consultants, independent contractors, agents and advisors as the Board of Directors deems necessary or desirable to supervise or facilitate the liquidation and distribution. The Corporation may, in the absolute discretion of the Board of Directors, but subject to applicable legal and regulatory requirements, pay the Corporation's officers, directors, employees, consultants, independent contractors, agents, advisors and representatives, or any of them, compensation or additional compensation above their regular compensation, in money or other property, as severance, bonus, or in any other form, in recognition of the extraordinary efforts they, or any of them, will be required to undertake, or actually undertake, in connection with the implementation of this Plan of Distribution. Adoption of the Plan of Distribution shall constitute approval of any such compensation by the Corporation.

9. Indemnification. The Corporation shall continue to indemnify its officers, directors, employees, agents and Trustees in accordance with its Articles of Incorporation, Bylaws, and contractual arrangements as therein or elsewhere provided, the Corporation's existing directors' and officers' liability insurance policy and applicable law, and such indemnification shall apply to acts or omissions of such persons in connection with the implementation of this Plan of Distribution and the winding up of the affairs of the Corporation. The Board or the Trustees is or are, as the case may be, authorized to obtain and maintain insurance as may be necessary to cover the Corporation's indemnification obligations.

10. Amendment, Modification or Abandonment of Plan. Notwithstanding approval by the Board of Directors of this Plan of Distribution and the transactions contemplated hereby, if for any reason the Board of Directors determines that such action would be in the best interest of the Corporation, the Board of Directors may, in its sole discretion, revoke the Plan of Distribution and all action contemplated thereunder, to the extent permitted by the FNFPCA.

11. Tax Matters. It is intended that this Plan of Distribution shall be a plan of complete liquidation of the Corporation in accordance with the terms of Sections 331 and 336 of the Code. This Plan of Distribution shall be deemed to authorize the taking of such action as, in the opinion of counsel for the Corporation, may be necessary to conform with the provisions of said Sections 331 and 336 and the regulations promulgated thereunder. The Corporation's officers shall be authorized to cause the Corporation to make such elections for tax purposes as are deemed appropriate and in the best interest of the Corporation. Within thirty (30) days after the Effective Date, the Corporation shall file with the Internal Revenue Service an appropriate statement of corporate dissolution on IRS Form 966, as required by Section 6043 of the Code, and such additional forms and reports with the Internal Revenue Service as may be necessary or appropriate in connection with this Plan of Distribution and the carrying out thereof. The Corporation shall notify all jurisdictions of any withdrawals related to qualification to do business. The Corporation shall make arrangements authorizing one or more representatives or agents to maintain such Corporation records as may be appropriate for purposes of any tax audit of the Corporation occurring during the process of dissolution or after liquidation.

12. Power of Board of Directors and Officers. The Board of Directors is hereby authorized, without further action by the Corporation's stockholders, to do and perform, or cause the officers of the Corporation, subject to approval of the Board of Directors, to do and perform,