

NO5000012026

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(Address)

(Address)

(City/State/Zip/Phone #)

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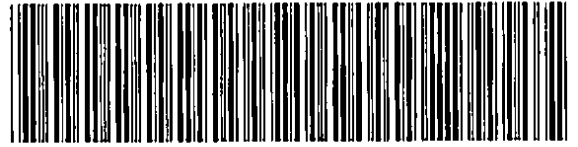
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2023 APR -3 AM 11:00

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NCMDA Articles of Dissolution

DOCUMENT NUMBER: N05000012026

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

Please return all correspondence concerning this matter to the following:

John Paliwoda

(Name of Contact Person)

CMDA

(Firm/Company)

P.O. Box 399

(Address)

Lake Elsinore, CA 92531

(City/State and Zip Code)

For further information concerning this matter, please call:

John Paliwoda

at (951)

471-1500

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee ☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☒ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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:
National Council of Motorcycle Dealer Associations, Inc.

SECOND: The document number of the corporation (if known): N05000012026

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

March 27, 2023

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.

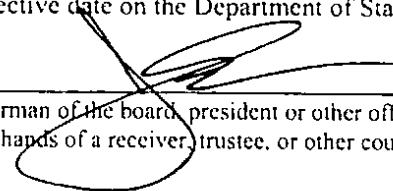
The date of adoption of the resolution by the board of directors was March 27, 2023

The number of directors in office was 2 and the vote for resolution was 2 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: March 31, 2023

(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)

John Paliwoda

(Typed or printed name of person signing)

Executive Director

(Title of person signing)

Filing Fee: \$35

NATIONAL COUNCIL OF MOTORCYCLE DEALER ASSOCIATIONS, INC.

JOINT WRITTEN CONSENT OF THE MEMBERS

Pursuant to applicable law and not being prohibited by any bylaws or other resolution of National Council of Motorcycle Dealer Associations, Inc., a Florida not for profit corporation (the "**Association**"), the undersigned, being all of the Members of the Association, acting without notice or a meeting, hereby waive notice and the holding of such meeting and consent to, adopt, and vote in favor of the following resolutions (this "**Dissolution Consent**") on this the 27th day of March, 2023 (the "**Effective Date**").

RECITALS

WHEREAS, the Association was duly organized as a Not for Profit Corporation on December 1, 2005, by filing Articles of Incorporation with the Florida Department of State; and

WHEREAS, John Paliwoda, an individual, is the Executive Director of the Association.

RESOLUTIONS

NOW THEREFORE, the following resolutions are hereby adopted:

BE IT RESOLVED, that the Members of the Association have voted to dissolve the Corporation, effective March 31, 2023.

BE IT FURTHER RESOLVED, that John Paliwoda, as the Executive Director of the Association, shall cause the filing of Articles of Dissolution, in substantially the same form as attached hereto as **Exhibit A**, with the Florida Department of State.

BE IT FURTHER RESOLVED, that John Paliwoda, as the Executive Director of the Association, is hereby authorized and directed, in the name and on behalf of the Association, to execute all such instruments, documents and certificates, and to take all such further and other action in connection with the above resolutions as he may deem necessary, advisable, or proper to effectuate the intent and accomplish the purposes of these resolutions (hereby ratifying and confirming any and all actions taken heretofore and hereafter by such officers to accomplish the foregoing purposes).

The Association waives any and all statutory and other notice requirements of this meeting and agrees to the adoption of the above resolutions as of the Effective Date.

[signatures on following page]

IN WITNESS WHEREOF, the undersigned, being all of the Members of the Board of Directors of National Council of Motorcycle Dealer Associations, Inc., have executed this Dissolution Consent effective as of the date first set forth above.

CMDA

By: JOHN PALIWODA

A handwritten signature in black ink, appearing to be 'John Paliwoda', written over a horizontal line.

WSMDA

By: JIM BOLTZ

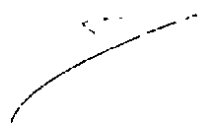
A handwritten signature in black ink, appearing to be 'Jim Boltz', written over a horizontal line.
(Witnessed)

EXHIBIT A