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(Requestor's Name)

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(City/State/Zip/Phone #)

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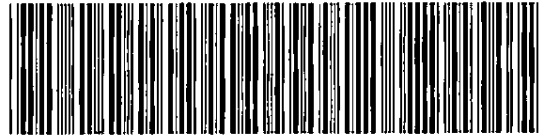
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/27/24--01002--011 \$43.75

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Section 617.1403, Florida Statutes, provides for the dissolution of a corporation that has commenced to conduct its affairs.

The document must be typed or printed and must be legible.

Pursuant to section 617.0123, Florida Statutes, a delayed effective date may be specified but may not be later than the 90th day after the date on which the document is filed.

NOTE: A **Notice of Corporate Dissolution** form is attached. This notice pursuant to section 617.1407, Florida Statutes is optional and is not required when filing a dissolution. No additional fee is required if it is included.

FEES:

Articles of Dissolution	\$ 35.00 (Includes a letter of acknowledgment)
Certified Copy (optional)	\$ 8.75
Certificate of Status (optional)	\$ 8.75

Send one check in the total amount made payable to the Florida Department of State.

Please include a letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

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

For further information, you may contact the Amendment Section at (850) 245-6050.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Digital Convergence Alliance, Inc. - Articles of Dissolution

DOCUMENT NUMBER: N12000005380

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

Please return all correspondence concerning this matter to the following:

David Mullins

(Name of Contact Person)

Digital Convergence Alliance, Inc.

(Firm/Company)

1300 North Boulevard

(Address)

Tampa, Florida 33607

(City/State and Zip Code)

For further information concerning this matter, please call:

David Mullins

at (850)

645-6000

(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 ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy
(Additional copy is enclosed) (Additional copy is enclosed)

Mailing Address:

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Division of Corporations
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Tallahassee, FL 32314

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The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
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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:
Digital Convergence Alliance, Inc.

SECOND: The document number of the corporation (if known): N12000005380

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
November 14, 2024. 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 _____.

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

FOURTH Effective date of dissolution, if applicable: December 27, 2024
(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: David Mullins
(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)

David Mullins

(Typed or printed name of person signing)

Chairman, Board of Directors

(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: Digital Convergence Alliance, 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: (1) Claimant's Contact Information (Name, Address, Telephone Num

(2) Amount of Claim; (3) Basis of Claim; (4) When Claim Arose; (5) Whether Claim is Secured or Unsecured;

(6) Copies of Documentation Supporting Claim

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

Digital Convergence, Alliance, Inc.

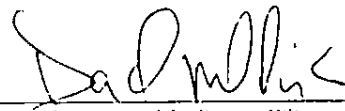
c/o Kevin A. Ross, The Law Practice of Kevin A. Ross, LLC, 2255 Cumberland Parkway, SE, Building 700, Suite B, Atlanta

w/ a copy of David Mullins, Chairman of the Board, Digital Convergence Alliance, Inc., 1300 North Boulevard, Tampa, FL 3

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.

David Mullins

Printed Name of the Person Filing



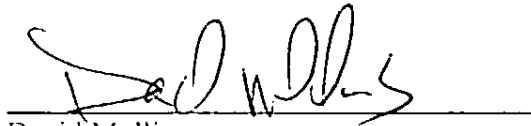
Signature of the Person Filing

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

**CERTIFICATE AND AUTHENTICATION REQUIRED BY FLA. STAT. § 617.1406
RELATED TO THE DISSOLUTION OF DIGITAL CONVERGENCE ALLIANCE, INC.**

The undersigned serves as the Chairman of the Board of Directors of Digital Convergence Alliance, Inc., a Florida not for profit corporation (the "Corporation") that filed Articles of Dissolution on December 27, 2024. The Corporation is a membership corporation, and its members were entitled to vote on a plan of distribution. I do hereby attest and certify that a majority of the Corporation's members did vote at a special call membership meeting held on November 14, 2024 to adopt the Plan of Distribution, a true and correct copy of which is attached to this Certificate as Exhibit "A". The members further approved the filing of the Plan of Distribution with the Florida Department of State, Division of Corporations. The undersigned further attests and certifies that this Certificate complies with the requirements set forth in Fla. Stat. 617.1406 (1) and (4).

This 27th day of December, 2024.

A handwritten signature in black ink, appearing to read "David Mullins", is written over a horizontal line.

David Mullins
Chairman, Board of Directors
Digital Convergence Alliance, Inc.

EXHIBIT "A"

PLAN OF DISTRIBUTION OF DIGITAL CONVERGENCE ALLIANCE, INC.

This Plan of Distribution (this "**Plan**"), dated as of [DATE] (the "**Plan Date**"), is intended to accomplish the dissolution and winding up of Digital Convergence Alliance, Inc., a Florida not for profit corporation (the "**Corporation**"), in accordance with the Florida Business Corporation Act (the "**FBCA**").

1. **Recommendation of Plan.** The directors of the Corporation (the "**Directors**") took action at a meeting duly called and held on October 25, 2024 and voted to recommended to the Members of the Corporation (the "**Members**") that the Corporation be dissolved. The Directors further included in the proposal to Members the following Plan for winding up and dissolving the Corporation and providing for the liquidation of the Corporation.

2. **Approval and Adoption of Plan.** The Members of the Corporation met on November 14, 2024 (the "**Adoption Date**"), and at least a majority of all the votes entitled to be cast approved the dissolution of the Corporation and adopted this Plan as recommended by the Directors.

3. **General Authorization.** The Directors are authorized, as of the Adoption Date, without further action by Members, to do and perform or cause the officers of the Corporation (the "**Officers**"), subject to approval of the Directors, to do and perform any and all acts, and to make, execute, deliver, or adopt any and all agreements, resolutions, conveyances, certificates, and other documents of every kind that are deemed necessary, appropriate, or desirable, in the absolute discretion of the Directors, to implement the winding up of the business and affairs of the Corporation according to this Plan, including, but not limited to:

- a. Collecting all assets.
- b. Selling any, all, or substantially all of the assets of the Corporation.
- c. Paying all expenses incurred in connection with the implementation of this Plan including, but not limited to, any consulting, professional, and other fees and expenses of persons or entities providing services to the Corporation.
- d. Satisfying, settling, or rejecting all liabilities, debts, or obligations of the Corporation, whether by payment or by making adequate provisions for payments.
- e. Prosecuting and defending actions or proceedings by or against the Corporation.
- f. Distributing assets, if any, of the Corporation in accordance with Articles of Incorporation and the FBCA.
- g. Filing all final tax returns or other forms, and closing any tax accounts or other obligations required by any state or federal law or regulation to effect the winding up of the Corporation's business and affairs and the dissolution of the Corporation, including, but not limited to, filing the Corporation's final Internal Revenue Service ("**IRS**") Form 990 with the IRS and the articles of dissolution with the Florida Department of State, Division of Corporations ("**DOC**").

3. **Indemnification.** The Corporation shall continue to indemnify its Officers, Directors, and employees in accordance with the FBCA, its articles of incorporation, bylaws, any contractual arrangements, and its existing directors' and officers' liability insurance policy, for acts and

omissions in connection with the Corporation's dissolution, implementation of this Plan and the winding up of the business and affairs of the Corporation.

4. Filing of Tax Forms. The Corporation shall file final returns, pay final obligations, and close all tax accounts as listed below. The Corporation shall file:

- a. A final federal information return IRS Form 990 with the IRS not later than the 15th day of the fifth full month following the date of dissolution, which is the Adoption Date for IRS purposes.
- b. IRS Forms W-2 and W-3 for any payroll related withholding taxes.
- c. Other tax filings, as may be applicable, with the IRS, the State of Florida, or any other state in which the Corporation transacts business such as sales tax, payroll tax, workers' compensation, unemployment, or franchise tax.

5. Articles of Dissolution and Effective Date. On or after the Adoption Date, the Corporation shall prepare and file articles of dissolution with the DOC in accordance with the FBCA. The Corporation shall be dissolved on the date the articles of dissolution are accepted by the DOC unless the articles of dissolution specify a later effective date in accordance with the FBCA (the "Effective Date").

6. Cessation of Business Activities. The Corporation shall cease carrying on its business after the Effective Date except as necessary to wind up its business and affairs, including retaining such employees and consultants as necessary or desirable to carry out these activities.

7. Known Claims Notice and Settlement. The Corporation will fully comply with the procedures of Section 1406 of the FBCA for known claims, including but not limited to:

- a. Delivering written notice of the dissolution at any time after the Effective Date to all known claimants, which includes a copy of Sections 607.1408 of the FBCA and states:
 - i. That the Corporation is the subject of a dissolution and the Effective Date.
 - ii. The information that must be included in the claim.
 - iii. That a claim must be in writing.
 - iv. A mailing address where a claim may be sent.
 - v. The deadline by which the Corporation must receive the claim (which may not be fewer than 120 days after the date the written notice is received by the claimant).
 - vi. That the claim will be barred if not received by the deadline.
 - vii. That the Corporation may make distributions thereafter to other claimants and to the Corporation's Members or persons interested without further notice.
- b. Settling known claims pursuant to the following procedures:
 - i. The Corporation shall pay all admitted known claims. If the Corporation rejects a claim in whole or in part, the Corporation shall mail the claimant a rejection notice within 90 days of receiving the claim, and at least 150 days before expiration of the three-year period after the Effective Date, which notice shall state that the claim will be barred unless the claimant commences an action (in the circuit court in the applicable county) against the Corporation to enforce the claim within 120 days after the claimant receives the rejection notice.

ii. The Corporation shall pay or make provision to pay, in full, all other known obligations of the Corporation.

8. Unknown Claims Notice. The Corporation will fully comply with one of the optional notice procedures of Section 1407 of the FBCA for other claims, either by filing a notice of corporate dissolution (the "**Notice of Corporate Dissolution**") with the DOC within ten days after filing the articles of dissolution, or by publishing a Notice of Corporate Dissolution in a newspaper of general circulation in Hillsborough County, which Notice of Corporate Dissolution shall be published at least once a week for two consecutive weeks]. In accordance with Section 1407 of the FBCA, the Notice of Corporate Dissolution must specify the information that must be included in the claim and state that:

- a. The Corporation is the subject of a dissolution and the Effective Date.
- b. A claim must be in writing and provide a mailing address where a claim may be sent.
- c. The claim will be barred unless the claimant commences a proceeding to enforce the claim within four years after either:
 - i. The filing of the notice (if the notice is not published in a newspaper); or
 - ii. The date of the second consecutive weekly publication of the notice (if the notice is published in a newspaper).

9. No Security for Contingent Claims. The Corporation has elected not to incur the costs and obligations necessary to file an application with a circuit court for a determination of any security that the Corporation would otherwise provide for the payment of claims that are either:

- a. Contingent.
- b. Unknown to the Corporation.
- c. Based on an event occurring after the Effective Date but that, based on the facts known to the Corporation, are reasonably estimated to arise after the Effective Date.

10. Plan of Distribution.

a. On and after the Effective Date, the Corporation shall liquidate the Corporation's assets in accordance with the terms of this Plan and the FBCA. This action by and on behalf of the Corporation does not require further approval by the Members and may include efforts such as:

- i. Undertaking all reasonable efforts to collect on assets of the Corporation, including taking such actions necessary to collect any amounts due to the Corporation by a third party, a Director, a Member, or an employee.
- ii. Selling any, all, or substantially all of the Corporation's assets.
- iii. Disposing of any property of the Corporation not to be distributed in kind to the Members.

b. On and after the Effective Date, the Corporation shall make adequate provision, by payment or otherwise, for the Corporation's known claims as provided by Section 7 of this Plan.

c. The Corporation shall, following notice and the expiration of all applicable FBCA claimant deadlines, including, if any claims are disputed in whole or part, the expiration of the deadline for filing suit by any claimant, distribute the remainder of any assets, if any, either in cash or in kind, in accordance with the Corporation's Articles of Incorporation and the FBCA.

d. Subject to the foregoing, the Corporation has discretion in determining the manner and timing in which the distributions are to be completed. Distributions pursuant to this Plan or any other requirements of the FBCA may occur at a single time or be undertaken in a series of transactions over time. Unless otherwise provided herein, the distributions may be in cash or in assets or in combination of such. The Corporation has absolute discretion to make such distributions in such amounts and at such time or times as it determines.