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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: FWA CORPORATION
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MARK L. NOWAK
Name (Printed or typed)

601 N. CONGRESS AVE., STE. 434
Address

DELRAY BEACH, FL 33445
City, State & Zip

561-921-0140
Daytime Telephone number

mbelski@verticalbridge.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FWA CORPORATION
A FLORIDA NOT FOR PROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), certify and acknowledge the following:

**ARTICLE I
NAME**

The name of the Corporation Not for Profit shall be FWA CORPORATION (the "Corporation").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be:

Principal Place of Business: 10521 Versailles Blvd., Wellington, FL 33449

Mailing Address: PO Box 810321, Boca Raton, FL 33481

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes: a trade association for companies involved in the wireless telecommunications industry and the transaction of any or all lawful business for which corporations may be incorporated under the Act.

**ARTICLE IV
ELECTION OF DIRECTORS**

Unless the bylaws of the Corporation provide the methods and qualifications for the election of the Board of Directors of the Corporation, the Board of Directors of the Corporation shall be elected annually by the Board of Directors then in office.

**ARTICLE V
BOARD OF DIRECTORS AND OFFICERS**

In no event, shall the number of members of the board of directors of the Corporation (the "Board of Directors") be less than three (3). The names and addresses of the six (6) initial members of the Board of Directors are:

Name**Address**

Jamie Harris	5719 31 st Court East Bradenton, FL 34203
Traci Clancy	9444 Boca River Circle Boca Raton, FL 33434
Eric Bondurant	1913 Floresta View Drive Tampa, FL 33618
Hal Hodges	2664 Stonebrook Ct. NE Roswell, GA 30075
Martha Penton	1747 Oak Park Lane Helena, AL 35080
Tyson Munson	510 Pinewood Dr. Oldsmar FL 34677

The names and addresses of the initial officers of the Corporation are:

Name**Address**

Michael Belski, President	10521 Versailles Blvd Wellington FL 33449
Allan Bakalar, Treasurer	6000 Tanglewood Drive NE Saint Petersburg, FL 33703
John Martin, Secretary	1360 39th Ave NE Saint Petersburg, FL 33703

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TALLAHASSEE, FLORIDA

**ARTICLE VI
INITIAL REGISTERED AGENT**

The name and Florida street address of the registered agent of the Corporation is:

Name**Address**

Michael Belski	10521 Versailles Blvd Wellington FL 33449
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**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator of the Corporation is:

Name**Address**

Michael Belski	10521 Versailles Blvd Wellington FL 33449
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**ARTICLE VIII
EFFECTIVE DATE**

The effective date of these Articles of Incorporation shall be the date of filing.

**ARTICLE IX
DURATION**

The Corporation shall have a perpetual duration.

**ARTICLE X
MEMBERS**

The Corporation may have members as provided in the bylaws of the Corporation.

**ARTICLE XI
INDEMNIFICATION AND LIABILITY OF OFFICERS AND DIRECTORS**

Consistent with Sections 617.0831, 607.0834, 607.0831 and 607.00850 of the Act:

1. Except as provided in Section 617.0834 of the Act and Section 607.0831 of the Florida Business Corporation Act, an officer or director of the Corporation is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of officers, directors, or both, then the liability of an officer or director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as amended.

2. The Corporation shall indemnify to the fullest extent permitted by the Act or the Florida Business Corporation Act, and to the extent that applicable law from time to time shall permit indemnification that is broader than provided in these Articles, to the maximum extent authorized by law, any individual made a party to a proceeding (as defined in the Act), because he or she is or was a director or officer against liability (as defined in the Act) incurred in the proceeding, if he or she acted in a manner he or she believed in good faith to be in or not opposed to the best interests of the Corporation and, in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

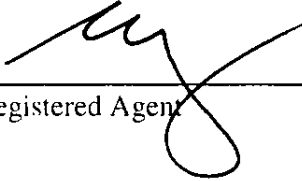
3. Neither the repeal or modification of this Article VII nor the adoption of any provision of these Articles of Incorporation inconsistent with these Articles shall eliminate or adversely affect any right or protection of an officer or director of the Corporation existing immediately prior to such repeal, modification or adoption.

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**ARTICLE XII
FEDERAL INCOME TAX TREATMENT**

The Corporation intends to qualify as a nonprofit business league under Section 501(c)(6) of the Internal Revenue Code ("Code"). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, trustees, officers or other private interests, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof and the Bylaws of the Corporation. Upon dissolution, the assets of the Corporation will be distributed as required under Section 501(c) of the Code.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

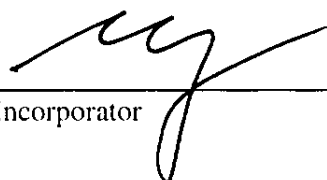


Michael Belski, Registered Agent

10/25/17

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Michael Belski, Incorporator

10/25/17

Date