

P97000013912

Avery, Whigham & Winesett, P.A.

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February 3, 1998

Florida Department of State
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

100002423291--9
-02/06/98--01021--001
****105.00 ****35.00

Re: Wake Up America of Lake Fairways, Inc.

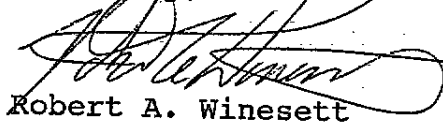
Dear Corporate Filings Personnel:

Please find enclosed articles of dissolution and the certification of the secretary for a profit corporation by the referenced corporate name filed under document number P97000013912; an assignment of the corporate name; the original and a copy of the articles of incorporation of a corporation not for profit with the same name; and my check in the amount of \$105.00.

The profit corporation is being dissolved and a nonprofit corporation with the same name is being formed. I do not need certified copies.

Should there be any questions regarding either the old or the new corporation or any of the documents, please call me.

Sincerely,



Robert A. Winesett

Encl: as

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98FEB-6 AM 9:19

Diss.
02-09-98
CC

**WAKE UP AMERICA OF LAKE FAIRWAYS, INC.
ARTICLES OF DISSOLUTION**

1. The name of the corporation is WAKE UP AMERICA OF LAKE FAIRWAYS, INC. The articles of incorporation were filed on February 12, 1997, and assigned document number P97000013912.

2. The name and address of the officers of the corporation is as follows:

None were ever elected.

3. The names and addresses of the initial directors named in the articles of incorporation are listed below. No election of directors was ever held.

Robert F. Dolan, 9887 Tamarron Court, North Fort Myers, FL 33901

Norman Poitras, 19232 Cedar Crest, North Fort Myers, FL 33901

Fred Wilkin, 19117 Innis Brook, North Fort Myers, FL 33903

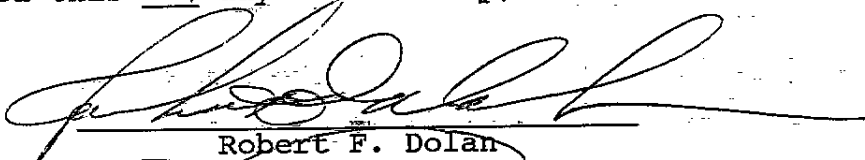
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made for them.

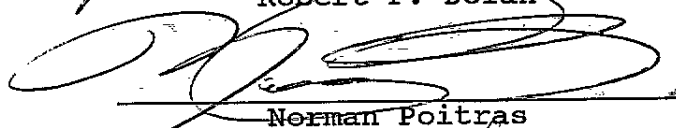
5. All the remaining property and assets of the corporation, if any shall be distributed to a Florida corporation not for profit to be formed.

6. There are no actions pending against the corporation in any court.

7. No subscriptions were ever offered for corporate stock and not shares were ever issued to any person or entity. There are no shareholders of the corporation to give their written consent to dissolve.

Dated this 2nd day of February, 1998.


Robert F. Dolan


Norman Poitras


Fred Wilkin

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 AM 9:19

**MINUTES OF SPECIAL MEETING
OF DIRECTORS OF
WAKE UP AMERICA OF LAKE FAIRWAYS, INC.**

A meeting of the initial directors named in the Articles of Incorporation for WAKE UP AMERICA OF LAKE FAIRWAYS, INC., a Florida corporation, was held at the offices of Avery, Whigham & Winesett, P.A., at 2248 First Street, Fort Myers, Florida, on February 2, 1998, at 3:00, pursuant to Waiver of Notice.

Robert F. Dolan, Norman Poitras, and Fred Wilkin, being all of the directors of the corporation, were present and, in open meeting, each waived notice and consented to the actions taken herein.

Norman Poitras, presided at the meeting as chairman for the meeting and called it to order. The minutes were recorded by Fred Wilkin as the secretary for the meeting.


The Chairman stated that the purpose of the meeting is to consider dissolving the corporation and then forming a new corporation under the Florida Not For Profit Corporation Act. The corporation was mistakenly formed under the Florida Business Corporation Act and is a "for profit" corporation. The intent was to have a "non-profit" corporation and to obtain an exemption from Federal taxation under Section 501(c)(3) of the Internal Revenue Code. No shares of stock were ever issued, no officers were elected, and the corporation has no assets. Upon motion duly made, seconded and unanimously passed.

IT WAS RESOLVED that the directors shall file Articles of Dissolution with the Florida Department of State.

RESOLVED that the corporate name shall be assigned to Norman J. Poitras, Thomas M. Wiley, Jr., and Fred W. Wilkin.

There being no further business, the meeting was adjourned.

Dated this 2nd day of February, 1998.

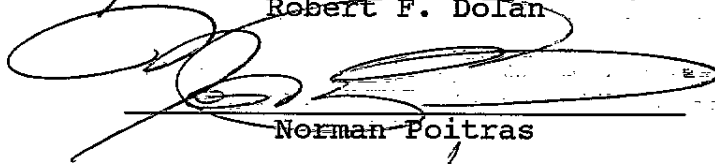

Secretary of Meeting

WAIVER OF NOTICE

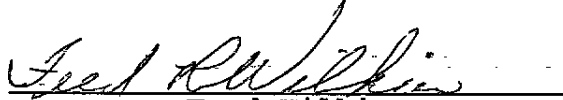
The undersigned, being all of the directors of WAKE UP AMERICA OF LAKE FAIRWAYS, INC. , a Florida corporation, hereby waive notice of the special meeting of the directors and hereby consent that the meeting be held at the offices of Winesett, Avery, DuPree & Whigham, P.A., at 2248 First Street, Fort Myers, Florida, on February 1, 1998, at 3:00, for the purpose of considering a plan of liquidation and dissolution of the corporation and such other business as may properly come before the meeting.



Robert F. Dolan



Norman Poitras



Fred Wilkin

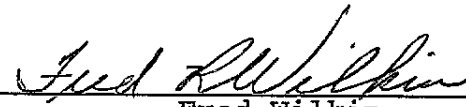
**CERTIFICATION OF RESOLUTIONS
OF SHAREHOLDERS AND DIRECTORS OF
WAKE UP AMERICA OF LAKE FAIRWAYS, INC.**

I, Fred Wilkin, as Acting Secretary of WAKE UP AMERICA OF LAKE FAIRWAYS, INC., a Florida corporation, hereby certify that resolutions dissolving WAKE UP AMERICA OF LAKE FAIRWAYS, INC., were duly and regularly passed and adopted at a special meeting of the directors held on February 1, 1998. I further certify that no shares of stock were ever offered for subscription or issued to any person or entity.

RESOLVED that the directors shall file Articles of Dissolution with the Florida Department of State.

RESOLVED that the corporate name shall be assigned to Norman J. Poitras, Thomas M. Wiley, Jr., and Fred W. Wilkin.

Executed by me, the secretary of the corporation, on this 2nd day of February, 1998.



Fred Wilkin
Acting Secretary

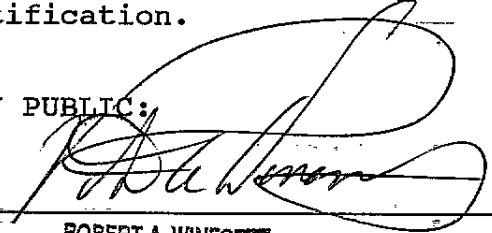
STATE OF FLORIDA

COUNTY OF LEE

3rd The foregoing instrument was acknowledged before me this day of February, 1998, by Fred Wilkin, who has produced a Florida driver license as identification.

NOTARY PUBLIC:

sign
print



ROBERT A. WINESETT
State of Florida at Large (Seal)



ROBERT A. WINESETT
MY COMMISSION # CC438466 EXPIRES
May 1, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 3rd day of February, 1998, by Robert F. Dolan who produced a Florida drivers license as identification.

NOTARY PUBLIC:

Sign Daisy R Kindell
Print DAISY R. KINDELL

My Commission Expires:



DAISY R. KINDELL
MY COMMISSION # CC422088 EXPIRES
December 27, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 3rd day of February, 1998, by Norman Poitras and Fred Wilkin, each of whom produced a Florida drivers license as identification.



ROBERT A. WINESETT
MY COMMISSION # CC438466 EXPIRES
May 1, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

NOTARY PUBLIC

Sign [Signature]
Print ROBERT A. WINESETT

My Commission Expires: May 1, 1999