

NW TECH CAPITAL, INC.

FORM 8-K (Current report filing)

Filed 11/09/21 for the Period Ending 08/30/21

Address	375 N STEPHANIE ST STE 1411 HENDERSON, NV, 89014
Telephone	647-426-1640
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Symbol	NWTT
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Industry	Wireless Telecommunications Services
Sector	Telecommunication Services
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: August 30, 2021
(Date of earliest event reported: August 30, 2021)

NW Tech Capital, Inc.
(Exact name of registrant as specified in its charter)

Nevada
(State of incorporation)

000-26913
(Commission File No.)

86-0862532
(IRS Employer
Identification No.)

370 Amapola Ave., Suite 200-A
Torrance, CA 90501
(Address of principal executive offices, including zip code)

(310) 819-1540
(Registrant's telephone number, including area code)

Cybertel Capital Corporation
4663 NE St. John Road, Ste. B
Vancouver, WA 98661
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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This Current Report on Form 8-K of NW Tech Capital, Inc. ("NW Tech" or the "Company"), and the documents incorporated herein by reference, may contain forward-looking statements which are based on Management's current expectations, estimates and projections subject to change. Words such as "anticipates," "expects," "intends," "plans," "targets," "projects," "believes," "seeks," "estimates" and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond the Company's control and are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. You should not place undue reliance on these forward-looking statements. Unless legally required, the Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 5.01 Changes in Control of Registrant.

On August 31, 2021, Alparidge Capital LLC, ("Alparidge") a California limited liability company, controlled by Frank I Igwealor was appointed as custodian for the registrant by Order Granting Appointment of Custodian pursuant to NRS78.347 (Case No. A-21-837989-P) issued by the District Court of the State of Nevada in and for Clark County (the "Court Order"). Pursuant to its authority as Custodian, Alparidge appointed Mr. Frank I Igwealor as the sole member of the Board and President, Secretary and Treasurer of the Company by resolutions of the registrant's Board of Directors on August 31, 2021. On August 31, 2021, in recognition of the \$35,000 cash invested to partly pay regulatory fees to reinstate the registrant in the State of Nevada and to have the registrant become current in its filings under the SEC's recently imposed requirements for public companies operating under SEC Rule 15c2-11, the Board issued one hundred (100) share of Special 2021 Series A Preferred Stock, at par value of \$0.001, in exchange for \$35,000. The Special 2021 Series A Preferred Stock has 60% voting rights over all classes of stock. Each one (1) of the Special 2021 Series A Preferred Stock is convertible into 200,000,000 shares of the Company's common stock. The registrant has engaged the services of consultants, lawyers and accountants to prepare the necessary filings with the SEC to have the registrant meet the reporting requirements of the SEC, including the filing of annual financial reports.

The shares of Series A Preferred Stock and the shares of Common Stock underlying the Preferred Stock were not registered under the Securities Act of 1933, as amended (the "Act"), in reliance on an exemption from registration under Section 4(2) of the Act, and Rule 506 promulgated thereunder, based on the limited number of purchasers, their sophistication in financial matters and their access to information concerning the Company.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 31, 2021, in accordance with the court order, Alparidge appointed Mr. Frank I Igwealor as the sole member of the Board and President, Secretary and Treasurer of the Company.

A shareholders' rights activist, Frank Igwealor is CPA-JD-MBA-Attorney with vast experience and expertise in areas of (1) Capital Management, Business-Management, Turnarounds/Rationalization, Risk-Management, Finance, Accounting, Cost/Organizational/Operational-efficiencies, Tax-Planning, and Financial/Tax-Audits; (2) Business-law, Real Estate, Corporate Restructuring, and Mergers & Acquisitions; (3) Investment Management, Fund Management, Fund Administration, and Regulatory Compliance; (4) Start-up, Entrepreneurship, Small-business Management, and Micro-enterprise Lending; and (5) Social-impact Investments, Tax-credit Origination and Compliance, and Corporate governance. Frank is a California licensed attorney who also holds various professional licenses and designations including as (a) California Certified Public Accountant (CPA); (b) Certified Management Accountant (CMA); and (c) Certified Financial Manager (CFM). CA Licensed Real Estate Broker (#01492269) and Loan Officer (NMLS #350878). Over the years, Frank has held various positions of responsibilities and excelled at leading change, stabilizing chaotic situations, transforming non-performing businesses/assets, and propelling the organizations into sustainable growth in assets and profitability.

Item 9.01 Financial Statements and Exhibits.

(d) Financial Statements of Businesses Acquired.

99.1 Order Granting Appointment of Custodian Pursuant to NRS78.347 (Case No. A-21-837989-P) issued by the District Court of the State of Nevada in and for Clark County.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 8, 2021

NW TECH CAPITAL, INC.

By: /s/ Frank I Igwealor
Frank I Igwealor
CEO, CFO, President and Director

ELECTRONICALLY SERVED
8/31/2021 1:23 PM

Electronically Filed
08/31/2021 1:23 PM
Alvin J. Smith
CLERK OF THE COURT

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ORDR
BAUMAN LAW FIRM
FREDERICK C. BAUMAN
(Nevada Bar No. 8370)
fred@lawbauman.com
6440 Sky Pointe Dr., Ste 140-149
Las Vegas, NV 89131
(702) 533-8372
NO FAX NUMBER

Attorney for Petitioner

DISTRICT COURT
CLARK COUNTY, NEVADA

In the matter of:) Case No.: A-21-837989-P
)
) DEPT. NO.: XXIX
)
NW Tech Capital, Inc., a Nevada corporation) **ORDER GRANTING APPLICATION**
) **FOR THE APPOINTMENT OF**
) **ALPHARIDGE CAPITAL LLC AS**
) **CUSTODIAN OF NW TECH CAPITAL,**
) **INC. PURSUANT TO NRS 78.347(1)(b)**
)

IN THIS MATTER, notice was duly given to all concerned parties. The matter was set for hearing before the above-entitled Court on the 19th day of August, 2021. The Court finds that, based on the pleadings, the requirements of NRS 78.347 have been met, in that the petitioner, ALPHARIDGE Capital LLC, was a stockholder of NW Tech Capital, Inc., and has submitted a declaration or affidavit compliant with NRS 78.347(2).

THE COURT, having considered the Application for the Appointment of Alphasridge Capital LLC ("Petitioner") as Custodian of NW Tech Capital, Inc. (the "Company"), pursuant to NRS 78.347(1)(b), and no opposition having been filed with the Court, and for good cause appearing;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

- 1. Pursuant to NRS 78.347, Petitioner shall be and is hereby appointed custodian of the Company.

- 1 -
CUSTODIANSHIP ORDER

- 1 2. Petitioner is authorized to take any and all actions on behalf of the Company pursuant to NRS
2 78.347 that are reasonable, prudent or for the benefit of the Company;
- 3 3. Petitioner is permitted to appoint new officers and directors;
- 4 4. Pursuant to NRS 78.347(3)(a), Petitioner shall comply with NRS 78.180 to reinstate the
5 Company;
- 6 5. Petitioner shall provide reasonable notice of at least 10 days to all shareholders of record of a
7 shareholders' meeting that will be held within a reasonable time after this Order is entered;
- 8 6. Petitioner, as custodian of the Company, shall submit a report to this Court of the actions taken
9 at said shareholders' meeting.
- 10 7. Petitioner shall, pursuant to NRS 78.347(4), file an amendment to the Articles of Incorporation
11 of the Company with the Secretary of State containing the following disclosures and statements:
- 12 (a) Disclosures of any previous criminal, administrative, civil or National Association of
13 Securities Dealers, Inc. (n/k/a FINRA), or Securities and Exchange Commission (SEC) investigations,
14 violations or convictions concerning Petitioner, or his affiliates or subsidiaries;
- 15 (b) A statement that reasonable, but ultimately unsuccessful, attempts were made to contact
16 the officers and directors of the Company to request that the Company comply with corporate
17 formalities and continue its business;
- 18 (c) A statement that Petitioner is in fact continuing the business and attempting to further
19 the interests of the shareholders;
- 20 (d) A statement that Petitioner will reinstate or maintain the corporate charter; and
- 21 (e) Any other information as may be required by regulations promulgated by the Secretary
22 of State.
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1 8. Petitioner shall submit quarterly reports regarding the status and progress of the Company, on
2 or before the following dates:

- 3 (a) November 18, 2021;
4 (b) February 17, 2022;
5 (c) May 19, 2022; and
6 (d) August 18, 2022.
7

8 9. If the Petitioner submits the quarterly reports prior to the above specified dates, and the Court
9 approves the reports, the Court may prepare a minute order waiving the attorney's appearance.

10 IT IS SO ORDERED.

11 DATED this ____ day of _____, 2021

Dated this 31st day of August, 2021



DISTRICT COURT JUDGE

84B FBB 0E26 FFFE
David M Jones
District Court Judge

12 Respectfully Submitted by:

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16 BAUMAN LAW FIRM

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19
20 Frederick C. Bauman, Bar No. 8370
21 fred@lawbauman.com
22 6440 Sky Pointe Dr., Ste 140-149
23 Las Vegas, NV 89131
(702) 533-8372
NO FAX NUMBER

24 Attorney for Petitioner
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1 **CSERV**

2
3 DISTRICT COURT
CLARK COUNTY, NEVADA

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6 In the Matter of the Petition of | CASE NO: A-21-837989-P
7 Alphanidge Capital LLC | DEPT. NO. Department 29

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9 **AUTOMATED CERTIFICATE OF SERVICE**

10 This automated certificate of service was generated by the Eighth Judicial District
11 Court. The foregoing Order was served via the court's electronic eFile system to all
recipients registered for e-Service on the above entitled case as listed below:

12 Service Date: 8/31/2021

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14 Frederick C Bauman

fred@lawbauman.com

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