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NETWORK INSTALLATION CORP
Form PRE 14C
August 31, 2004

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

SCHEDULE 14C INFORMATION
INFORMATION STATEMENT PURSUANT TO SECTION 14(C) OF THE SECURITIES EXCHANGE ACT
OF 1934

Check the appropriate box:

- Preliminary Information Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
 Definitive Information Statement

NETWORK INSTALLATION CORP.

(Name of Registrant as Specified In Its Charter)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14c-5g and 0-11.
1) Title of each class of securities to which transaction applies:
2) Aggregate number of securities to which transaction applies:
3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
4) Proposed maximum aggregate value of transaction:
5) Total fee paid:

 Fee paid previously with preliminary materials.
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:
1) Amount Previously Paid:
2) Form, Schedule or Registration Statement No.:
3) Filing Party:
4) Date Filed:

NETWORK INSTALLATION CORP.
15235 Alton Parkway, Suite 200
Irvine, CA 92618
(949) 753-7551

To Our Stockholders:

The purpose of this letter is to inform you that we intend to take the following action by written consent of our stockholders:

(i) To amend our Articles of Incorporation to authorize the Board of Directors in its discretion, to effect by a resolution(s), a forward split(s) of

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the outstanding shares of common stock of the Corporation, with the ratio to be selected and implemented by the Board of Directors in its sole discretion without changing the number of authorized shares of the Corporation.

We have established August 20, 2004 as the Record Date. As of the Record Date, our authorized common stock capitalization consisted of 100,000,000 shares of common stock, \$.001 par value per share, of which 11,580,745 shares were issued and outstanding. On the Record Date, holders of a majority of our outstanding common stock executed a written consent in favor of the action described above. This consent satisfies the stockholder approval requirement for the proposed action.

Pursuant to Rule 14c-2 under the Securities Exchange Act of 1934, as amended, the proposals will not be adopted until a date at least 20 days after the date on which this Information Statement has been mailed to stockholders. We anticipate that this Information Statement will be mailed to stockholders on or about September 10, 2004.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

Because the written consent of a majority of stockholders satisfies the applicable stockholder voting requirement of Nevada Law and our Articles of Incorporation and By-Laws, we are not asking for a proxy and you are not requested to send one.

The accompanying Information Statement is for information purposes only and explains the terms of the amendment to our Articles of Incorporation. Please read the accompanying Information Statement carefully.

By Order of the Board of Directors,

/s/ Douglas Leighton

Douglas Leighton
Corporate Secretary

September 10, 2004

NETWORK INSTALLATION CORP.
15235 Alton Parkway, Suite 200
Irvine, CA 92618
(949) 753-7551

INFORMATION STATEMENT

GENERAL

We are providing this Information Statement to you to inform you that we have adopted a resolution by written consent by the holders of a majority of the outstanding shares of our common stock. The resolution gives us the authority to take the following actions:

(i) To amend our Articles of Incorporation to authorize the Board of Directors in its discretion, to effect by a resolution(s), a forward split(s) of the outstanding shares of common stock of the Corporation, with the ratio to be selected and implemented by the Board of Directors in its sole discretion without changing the number of authorized shares of the Corporation.

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We have established August 20, 2004 as the Record Date. We are mailing this Information Statement on or about September 10, 2004 to our stockholders of record at the close of business on August 20, 2004. This Information Statement is being sent to you for information purposes only.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

Because the written consent of a majority of stockholders satisfies the applicable stockholder voting requirement of Nevada Law and our Articles of Incorporation and By-Laws, we are not asking for a proxy and you are not requested to send one.

STOCKHOLDERS ENTITLED TO VOTE

Holders of our common stock at the close of business on August 31, 2004 were entitled to vote. On August 20, 2004 we had approximately 11,580,745 shares of common stock issued and outstanding. Each stockholder is entitled to one vote for each share of common stock held by such stockholder.

RESULTS OF VOTE

On the Record Date, holders of a majority of our outstanding common stock executed a written consent in favor of the action described above. The amendment was approved by a vote of 8,430,000 shares, or 73% of all shares entitled to vote. This consent satisfies the stockholder approval requirement for the proposed action.

REASON FOR THE POTENTIAL FORWARD SPLIT

We believe that a potential forward split will be in the best interests of our stockholders and will allow our stock to trade in a price range that will appeal to more investors. Additionally, we believe that a range of potential exchange ratios, rather than a single exchange ratio, provides the Board with the flexibility to achieve the desired results of the forward stock split.

COST OF INFORMATION STATEMENT

We have asked or will ask brokers and other custodians, nominees and fiduciaries to forward this Information Statement to the beneficial owners of our common stock held of record by such persons and will reimburse such persons for expenses incurred in forwarding such material.

INTEREST OF PERSONS ON MATTERS TO BE ACTED ON

No officer or director or principal stockholder has a substantial or material interest in the favorable action on these proposals.

DISSENTER'S RIGHTS OF APPRAISAL

Not Applicable.

PROPOSAL TO AMEND OUR CERTIFICATE OF INCORPORATION TO AUTHORIZE THE BOARD OF DIRECTORS TO EFFECT A FORWARD SPLIT OF OUR COMMON STOCK

The amendment to our Certificate of Incorporation, as amended, will authorize our Board of Directors in its discretion, to effect by a resolution(s), a forward split(s) of the outstanding shares of common stock with the ratio to be selected and implemented by our Board of Directors in its sole discretion without changing the number of our authorized shares and without having to

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submit such proposal to the shareholders. Accordingly, the Board of Directors has approved such an amendment to our Articles of Incorporation, a copy of which is attached to this Information Statement as Exhibit A.

To affect the forward stock split, we would file an amendment to the Articles of Incorporation with the Nevada Secretary of State. The text of the amendment to the Articles of Incorporation is subject to modification to include such changes as may be required by the office of the Secretary of State of the State of Nevada and as the Board of Directors deems necessary and advisable to affect the forward stock split, including the applicable ratio for the forward stock split. If the Board elects to implement the forward stock split, the number of issued and outstanding shares of our Common Stock would be increased in accordance with the selected exchange ratio for the forward stock split. The par value and number of authorized shares of the Common Stock would remain unchanged. The forward stock split would become effective upon filing the amendment to the Articles of Incorporation with the Nevada Secretary of State. No further action on the part of stockholders would be required to either effect or abandon the forward stock split. The Board reserves the right to elect not to proceed and abandon the forward stock split if it determines, in its sole discretion, that this proposal is no longer in the best interests of our stockholders.

Exhibit A

Certificate of Amendment of the Certificate of Incorporation

Of

NETWORK INSTALLATION CORPORATION

A NEVADA CORPORATION

The undersigned hereby certifies as follows:

ONE: That they are the President and Secretary, respectively, of Network Installation Corporation, a Nevada Corporation (the "Corporation").

TWO: That, at a meeting of the Board of Directors held on August 20, 2004, which was ratified by a subsequent stockholders' written consent dated August 20, 2004, the Corporation resolved to amend Article First of its Articles of Incorporation, as follows:

IT IS RESOLVED, that the Articles of Incorporation are hereby amended to read as follows:

x: That the Board of Directors be authorized, without further approval of the shareholders, to take all steps necessary to effect, or in its discretion not to effect a forward split of the Common Stock of the Corporation on the basis of a ratio within the range of x shares for every one pre-split share of Common Stock, with the ratio to be selected and implemented by the Corporation's Board of Directors in its sole discretion (the "Forward Split"), with the Board of Director's authority to include, without limitation the authority to cause the officers of the Corporation to prepare and file a certificate or an amendment to the Articles of Incorporation with the Nevada Secretary of State describing or effecting the Forward Split.

x: This Amendment was approved by the required vote of stockholders in accordance with the Corporation's law of the state of Nevada. The total number

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of outstanding shares of each class entitled to vote for the amendment is 11,580,745. The number of shares of each class voting for the amendment equaled or exceeded the vote required, that being over fifty (50%) percent. The amendment was approved by a vote of 8,430,000 shares, or 73% of all shares entitled to vote.

Dated: _____

We the undersigned, hereby declare, under penalty of perjury, in accordance with the laws of the state of Nevada, that we are the President and Secretary of the above-referenced Corporation, that we executed the above-referenced, that we executed the above-referenced Certificate of Amendment to the Articles of Incorporation, that we have personal knowledge of the information contained therein, and that the information contained therein is true and correct.

/s/ Michael Cummings

Michael Cummings, President

/s/ Douglas H. Leighton

Douglas H. Leighton, Secretary