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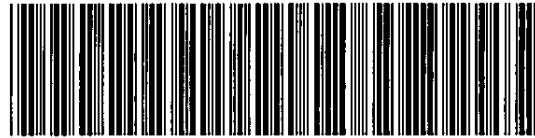
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Law P. 6

T. Burch FEB 22 2008

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Sports Humanitarian Group, Inc.  
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Scott Hansen

(Name of Person)

Stoel Rives LLP

(Firm/Company)

201 South Main Street, Suite 1100

Salt Lake City

(Address)

UT

84111

(City/State and Zip Code)

For further information concerning this matter, please call:

Scott Hansen

(Name of Person)

at 801-578-6967

(Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☒ \$87.50 Filing Fee,  
Certificate of Status &  
2 Certified Copy

RECEIVED  
08 FEB 15 AM 8:00  
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO  
CONDUCT ITS AFFAIRS IN FLORIDA**

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN  
THE STATE OF FLORIDA:

1. **Sports Humanitarian Group, Inc.**

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. **New York**

(State or country under the law of which it is incorporated)

3. **13-4045245**

(FEI number, if applicable)

4. **11/19/1999**

(Date of Incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. **Sports Humanitarian Group, Inc.**

**Chelsea Piers Pier 59 Room 5925, New York, NY 10011**

(Principal office address)

**Chelsea Piers, Pier 59, Room 5925, New York, NY 10011**

(Current mailing address)

Right To Play is an Atlanta-based international humanitarian organization that uses sport and play as a tool for development of children and youth in the most disadvantaged areas of the world. Right To Play is committed to improving the lives of these children and to strengthening their communities by transmitting the best practices of sport and play to help opportunities to promote development, health and peace. Right To Play programs foster healthy physical, social and emotional development of children and build safer and stronger communities. Everyday we witness the positive impact sport has on refugee children, former child combatants, children with a disability, and young people at risk or orphaned by HIV/AIDS or war. Right To Play's guiding principles are inclusion, which recognizes the importance of children who may be marginalized for reasons of gender, religion, ethnicity, disability, or social background; and sustainability, which ensures our programs have a lasting impact. Right To Play programs are currently implemented in 22 countries: Azerbaijan, Benin, Chad, Ethiopia, Ghana, Guinea, Indonesia, Israel, Lebanon, Liberia, Mali, Mozambique, Pakistan, Palestinian Territories, Rwanda, Sierra Leone, Sri Lanka, Sudan, Tanzania, Thailand, Uganda, United Arab Emirates, and Zambia. In the U.S., we are in process of creating an educational kit for schools, youth sports leagues and clubs.

8. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company (CSC)

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida

32301

(Zip Code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

*Cynthia L. Harris*

(Registered agent's signature)

**Cynthia L. Harris  
Asst. Vice President**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attached.

Address:

Vice President:

Address:


Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Johann O. Koss, President, Secretary  
(Typed or printed name and capacity of person signing application)

Johann Olav Koss, Chairman of the Board  
President & CEO Right to Play International  
65 Queen St. W. 1900  
Toronto ON M5H 2M5 Canada  
Tel. (416) 498-1922

Silken Launmann, Board Member  
5191 Santa Clara Ave.  
Victoria, BC V8Y 1W5 CANADA  
Tel. (250) 658-5859

Charmaine Crooks, Board Member  
2602-120 West 2nd St.,  
North Vancouver, BC V7M 1C3, Canada  
Tel. (604) 619-5758

James Leech, Board Member  
Finance and Audit Committee of the International Board of Directors  
5650 Yonge Street  
Toronto, Ontario, Canada M2M 4H5  
Tel. (416) 730-5128

Steve Pagliuca, Board Member  
111 Huntington Ave, 32<sup>nd</sup> floor  
Boston, MA 02199  
Tel. (617) 516-2200

Geoffrey Beattie, Board Member  
65 Queen Street West, Suite 2400  
Toronto, Ontario, M5H 2M8, Canada  
Tel. (416) 364-8700

Meridee A. Moore, Board Member  
3580 Jackson Street  
San Francisco, CA 94118  
Tel. (415) 391-8900

W. Dexter Paine, III, Board Member  
278 Albion Avenue  
Woodside, CA 94062  
Tel. (650) 851-5354

#### **Principal Salaried Executives**

Mary Dixon  
National Director, USA  
Address: 315 Seventh Avenue, 21 A, New York, NY 10001  
Tel. (212) 414-4388

Ellen McCance  
Manager of Corporate Partnerships and Strategic Planning, Right To Play USA  
65 West 70<sup>th</sup> St. 2B  
New York, NY 10023  
Tel. (646) 678-3357

Jackie Kane  
Deputy Director, Right To Play USA  
32 Roxbury Road  
Port Washington, NY 11050  
Tel. (516) 767-7785

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## EXHIBIT 3

#### **Purpose of Corporation**

Sports Humanitarian Group, Inc., doing business as Right To Play, is an athlete-driven international humanitarian organization that uses sport and play as a tool for development of children and youth in the most disadvantaged areas of the world. Right To Play is committed to improving the lives of these children and to strengthening their communities by translating the best practices of sport and play into opportunities to promote development, health and peace. Right To Play programs foster healthy physical, social and emotional development of children and build safer and stronger communities. Everyday we witness the positive impact sport has on refugee children, former child combatants, children with a disability, and young people at risk or orphaned by HIV/AIDS or war. Right To Play's guiding principles are: inclusion, which recognizes the importance of children who may be marginalized for reasons of gender, religion, ability, ethnicity, disability, or social background; and sustainability, which ensures our programs have a lasting impact. Right To Play programs are currently implemented in 23 countries: Azerbaijan, Benin, Chad, Ethiopia, Ghana, Guinea, Indonesia, Israel, Lebanon, Liberia, Mali, Mozambique, Pakistan, Palestinian Territories, Rwanda, Sierra Leone, Sri Lanka, Sudan, Tanzania, Thailand, Uganda, United Arab Emirates, and Zambia. In the U.S., we are in the process of creating an educational kit for schools, youth sports leagues and adults.

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**State of New York  
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of SPORTS HUMANITARIAN GROUP, INC. was filed on 11/19/1999, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 30th day of November two  
thousand and six.*



*Special Deputy Secretary of State*

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**