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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**GUYANA SPORTS DEVELOPMENT FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF**

**GUYANA SPORTS DEVELOPMENT FOUNDATION, INC.  
A FLORIDA CORPORATION NON PROFIT**

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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be **GUYANA SPORTS DEVELOPMENT FOUNDATION, INC.** (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations under section 501(C) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

**ARTICLE II: PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation shall be 5048 SW 130th Terrace, Miramar, FL 33027

**ARTICLE III: PURPOSE**

The Corporation is organized and shall be operated exclusively for religious, charitable, education, sports, athletics, and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or to corresponding provisions of future federal tax legislations, and in furtherance thereof:

- A. Encourage and foster the education and training of Guyanese youths in all aspects of competitive sporting disciplines.
- B. Enlist the participation and support of Professional Athletes, Coaches, Sports Administrators and Donor Organizations to assist sports organizations and clubs in Guyana to develop and improve their training and administrative programs.

C. Increase the national and international profile of Guyanese Athletes, their Clubs & Sporting Organizations through the dissemination of information to the appropriate media, public relations firms, sporting organizations and other sports related institutions.

D. Stimulate and promote competitive events at the national and international levels thereby further enhancing the growth and development of sports in Guyana

E. Provide a safe and credible mechanism for channeling the resources of Guyanese and friends in the Diaspora towards the development of local sports facilities and programs in Guyana.

F. Provide opportunities to Guyanese athletic youths for college scholarships and career achievement.

#### **ARTICLE IV: LIMITATION OF POWERS**

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented, unless limited as follows:

##### **Section 1. DEDICATION OF ASSETS**

All the property and assets of this corporation is irrevocably dedicated to charitable purposes meeting the requirements for exemption provided by Section 501(c) (3) of the Internal Revenue Code. No part of the net income or assets of this corporation shall ever incur to the benefit of any director, officer or to the benefit of any private person, 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.

##### **Section 2. DEDICATION TO REFRAIN FROM POLITICAL ACTIVITY**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 3. DEDICATION TO TAX EXEMPT PURPOSES**

Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation is required to distribute its income for each taxable year at the times and in the manner as not to subject the corporation to tax under section of the Internal Revenue Code. In addition, the Corporation shall not, during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

**ARTICLE V: LIMITATIONS UPON DISSOLUTION**

**Section 1. DURATION**

This corporation shall exist perpetually unless dissolved in accordance with its the provisions of Chapter 617 of the Florida Statutes.

**Section 2. LIMITATIONS UPON DISSOLUTION**

This corporation shall be dissolved and its affairs concluded by a two-thirds vote of the Board of Directors.

Upon the dissolution, winding up or abandonment of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for use in furtherance of the Corporation as set forth in Article III of these Articles of Incorporation, to a nonprofit organization whose interest is sports, being operated for charitable purposes and qualified as tax exempt organization under Section 501(c) (3) of the Internal Revenue Code, or shall be distributed to the Federal Government, or to a State or Local Government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE VI: BYLAWS**

The initial bylaws of this corporation shall be adopted by Board of Directors at the initial meeting thereof. Thereafter, the Bylaws of this corporation may be altered, amended or repealed by act of the Board of-Directors in accordance with the bylaws in effect at the time of such proposed alteration, amendment or repeal provided that notice of any such proposed alteration or amendment is given in writing, to each member of the Board of-Directors at least three (3) business days prior to the meeting at which such alteration or amendment shall voted upon, and such meeting is otherwise held in compliance with the bylaws of this corporation.

**ARTICLE VII:AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of this corporation may be altered or amended by the Board of Directors in accordance with Bylaws in effect at the time of such proposed alteration of amendment provided that notice of any such proposed alteration or amendment is given, to each member of the Board of Directors, at least three (3) business days prior to the meeting at which such alteration or amendment shall be voted upon, and such meeting is otherwise held in compliance with the Bylaws of this corporation.

**ARTICLE VIII:MANAGEMENT**

**Section 1. DIRECTORS**

The affairs of this corporation shall be managed by the Board of Directors. The initial number of directors of this corporation shall be five (5). The number of directors may be increased or decreased from time to time according to the Bylaws of this corporation, but shall never be fewer than three (3). Directors shall be elected or removed in accordance with the procedure described in the Bylaws of this corporation.

**-Section 2. OFFICERS**

The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary and one or more Assistant Secretaries, and a Treasurer and one or more Assistant Treasurers. These officers shall be appointed by the Board of Directors, and shall hold office in the manner provided in the Bylaws of this corporation.

**Section 3. INITIAL DIRECTORS AND OFFICERS**

The names and address of the persons who shall serve as the initial directors and officers of this corporation are as follows in accordance with the Bylaws:

Collin Baker: Director and President  
5048 SW 130<sup>th</sup> Terrace  
Miramar, FL 33027

Bill Adams: Director and Vice-President  
1411 NW 138<sup>th</sup> Way  
Pembroke Pines, FL 33028

Richard Ross: Director and Treasurer  
1645 SW 116<sup>th</sup> Avenue  
Pembroke Pines, FL 33025

Victor Wright: Director and Secretary  
82 Gables Blvd  
Weston, FL 33326

Brian Edun: Director and Assistant Treasurer/Secretary  
1741 SW 85<sup>th</sup> Avenue  
Miramar, FL 33025

John La Rose: Director  
6915 Taft Street  
Hollywood, FL 33024

**ARTICLE IX: Membership**

Membership in the Corporation shall be open to any person, family, corporation or other entity upon receipt by the Corporation of a written application and payment of an annual fee (if not waived) to be established by the Board of Directors. Members shall have no voting rights. Admission to membership in the Corporation shall be by a majority vote of the Board of Directors. The authorized number, the different classes of membership dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of the Corporation.

**ARTICLE X: Indemnification**

Every person who now is or hereafter shall be a Director or officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

**ARTICLE XI: INCORPORATOR**

The name and address of the incorporator of this corporation is:

COLIN BAKER  
5048 SW 130<sup>TH</sup> TERRACE  
MIRAMAR, FL 33027

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 19<sup>th</sup> day of February 2007.

Signature(s) of Incorporator(s)

Colin Baker

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\_\_\_\_\_

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the Corporation:

**GUYANA SPORTS DEVELOPMENT FOUNDATION, INC.**

2. The Name and Address of the registered agent and office is:

**COLIN BAKER**  
**5048 SW 130<sup>TH</sup> TERRACE**  
**MIRAMAR, FL 33027**

Signature: Colin Baker

Title: PRESIDENT

Date: 02/19/2007

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performances of my duties, and I accept the duties and obligations of section 607.325 Florida Statutes.

Signature: Colin Baker

Date: 02/19/07

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