

10/25/2018

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FLORIDA PROFIT/NON PROFIT CORPORATION**FIBA Americas, Inc.**

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**ARTICLES OF INCORPORATION
OF
FIBA AMERICAS, INC.**

A Florida Not for Profit Corporation

ARTICLE I. NAME.

The name of the corporation (the "Corporation") shall be:

FIBA AMERICAS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The address, including street and number, of the Corporation's principal place of business and mailing address is 2222 Ponce de Leon, Miami, Florida 33134.

ARTICLE III. PURPOSES.

The Corporation is organized and shall be operated exclusively for charitable and educational purposes and to foster national and international sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code ("Code"). The specific purposes and objectives of the corporation shall include but not be limited to the following:

(1) To foster international competition and development in the sport of basketball in the Americas continent, namely the geographical area which includes North America, Central America, South America and the Caribbean region;

(2) To make contributions to any organization described in Section 501(c)(3) of the Code and make distributions for exempt purposes within the meaning of Section 501(c)(3) of the Code; and

(3) To pursue and engage in any lawful activities in furtherance of or incidental to the foregoing purposes, including raising funds.

ARTICLE IV. CHARITABLE RESTRICTIONS AND LIMITATIONS.

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, 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.

(2) Except to the extent permitted by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in

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(including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under Section 501(c)(3) of the Code, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, and (c) by a corporation organized under the Florida Not For Profit Corporation Act as now existing or hereafter amended.

ARTICLE V. CORPORATE POWERS.

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, donation, contribution, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

(5) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have all the powers permitted to a corporation that is both a nonprofit corporation under the Florida Not For Profit Corporation Act and an exempt organization described in Section 501(c)(3) of the Code.

ARTICLE VI. SOLE MEMBER.

The sole member of the Corporation shall be Fédération Internationale de Basketball – FIBA.

ARTICLE VII. MANNER OF ELECTION OF DIRECTORS AND OFFICERS.

The manner in which the directors and officers are elected or appointed shall be set forth in the Corporation's bylaws.

ARTICLE VIII. BOARD OF DIRECTORS.

(1) The affairs of the Corporation shall be conducted by a Board of Directors consisting of not fewer than (3) and no more than thirteen (13) directors.

(2) The names and addresses of the directors until the first election of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ingo Weiss	2222 Ponce de Leon, Miami, Florida 33134
Marcus Studer	2222 Ponce de Leon, Miami, Florida 33134
Jim Tooley	2222 Ponce de Leon, Miami, Florida 33134
Carlos Alves	2222 Ponce de Leon, Miami, Florida 33134

ARTICLE IX. REGISTERED AGENT.

The name and street address of the initial registered agent in Florida is NRAI Services, Inc., 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE X. INCORPORATOR.

The name and address of the incorporator is Anne Giaconini, Bryan Cave Leighton Paisner LLP, 1700 Lincoln Street, Suite 4100, Denver, Colorado 80203. All powers, duties and responsibilities of the incorporator, acting in her capacity as the incorporator, shall cease at the time of the delivery of these Articles of Incorporation to the Florida Department of State.

ARTICLE XI. TERM OF EXISTENCE.

The Corporation shall exist perpetually.

ARTICLE XII. DISTRIBUTION UPON DISSOLUTION.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation to FIBA or to one or more organizations then qualified under Section 501(c)(3) of the Code selected by the Board of Directors of the Corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal

office of the Corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under Section 501(c)(3) of the Code.

ARTICLE XIII. PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS.

If the Internal Revenue Service determines that the Corporation is a private foundation as defined in Section 509(a) of the Code the following provisions shall become operative:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess of business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XIV. AMENDMENT OF THESE ARTICLES OF INCORPORATION.

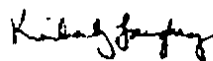
These Articles of Incorporation may be amended only by action of the sole member of the Corporation.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Executed this 25th day of October, 2018 by the registered agent.

NRAI Services, Inc.



Kimberly Laughrey - Asst. Sec.

I, the incorporator, submit this document and affirm that the facts stated herein are true.

A handwritten signature in black ink, appearing to read "Anne M. Giacomini", written over a horizontal line.

Anne Giacomini

Bryan Cave Leighton Paisner LLP
1700 Lincoln Street, Suite 4100
Denver, Colorado 80203