

Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION PANAM SPORTS CORP.

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**ARTICLES OF INCORPORATION
OF
PANAM SPORTS CORP.
(a corporation not for profit)**

The undersigned Incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

1. **NAME.**

The name of this corporation is

PANAM SPORTS CORP. (the "Corporation", "Organization")

2. **PURPOSES.**

PanAm Sports Corp. ("Panam Sports") is an organization of member organizations leading the Olympic movement in the Americas. The Organization's primary mission is the staging of the Pan American Games every four years. Panam Sports supports the development of sport and the work of forty-one (41) member nations and the next generation of athletes of these member nations. Panam Sports exists for the member nations and their sports communities, including their respective National Olympic Committee ("NOCs"), International Sport Federations ("IFs"), Pan American Sport Confederations, and the athletes and Organizing Committees for all regional Games, ensuring the success and celebration of the Pan American Games.

The Organization in its activities shall be nonpartisan, nonsectional and nonsectarian, and shall take no part in or lend its support to the election or appointment of any candidate for state, county, city or federal office.

(a) This corporation is organized and shall operate exclusively for purposes that are exempt purposes described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

(b) As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- i) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- (ii) 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

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may require, subject to such limitations as may be prescribed by law; and

- (iii) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and
- (iv) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

(c) Notwithstanding anything herein to the contrary, this corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

(d) No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(e) No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(f) In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or proceeds therefrom, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, to any exempt organization as described in Sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any

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prior or future law), or to the federal, state or local government for exclusively public purposes.

3. **MEMBERS.**

All members of this corporation shall be natural persons, of eighteen (18) years of age or older, of good character and reputation, and members of financial good standing at all appropriate levels.

4. **TERM OF EXISTENCE.**

This corporation shall exist perpetually.

5. **ADDRESS.**

The street address of the initial principal office and mailing address of the Corporation is 1200 Brickell Avenue, Suite 1450, Miami, FL 33131.

6. **MEMBERS.**

This corporation shall have three (3) directors, initially. The number of directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than three (3).

The names and addresses of the members of the Board of Directors who shall serve until their successors are elected are:

Jimena Saldaña
Fuente de Cibeles
2 Lomas de Tecamachalco
Edo de México, Mexico CP 53950

Neven Ilic
Sendero las lagunas 2831.
Valle Escondido. Lo Barnechea
Santiago de Chile 7690691

Michael Chambers
37 Robinson Avenue
Unit H
Ottawa, Ontario
Canada K1N 8N8

Successors shall be elected pursuant to the By-laws of the corporation.

7. **NAME AND ADDRESS OF INCORPORATOR.**

The name and address of the Incorporator of this corporation is Jimena Saldaña, 1200 Brickell Avenue, Suite 1450, Miami, FL 33131.

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8. **NAME AND OFFICE OF REGISTERED AGENT.**

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is NS Company Services, LLC.
1110 Brickell Ave Ste 310, Miami, FI 33131

9. **BY-LAWS.**

The By-laws of this corporation may only be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Florida, this _____ day of 9/3/2024, 2024.

By: Jimena Saldana
Jimena Saldana
Incorporator

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**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.0202 and Section 617.0501, Florida Statutes, the following is submitted, in compliance with the Florida Not For Profit Corporation Act.

PANAM SPORTS CORP., desiring to organize under the laws of the State of Florida, with its principal office at, 1200 Brickell Avenue, Suite 1450, Miami, FL 33131, has named Nelson Slosbergas, Manager, NS Company Services, LLC, 1110 Brickell Ave Ste 310, Miami, FL 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been appointed to accept service of process for the above stated corporation, at the place designated in this certificate, Nelson Slosbergas, Manager, NS Company Services, LLC, hereby states that he is familiar with, and accepts, the obligations of such appointment.

Date: 9/3/2024, 2024.

By: Nelson Slosbergas
NS Company Services, LLC-Registered Agent

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