

SECURITIES AND EXCHANGE COMMISSION

FORM DEFS14A

Definitive proxy statement for special meeting

Filing Date: **1998-01-05** | Period of Report: **1998-01-15**
SEC Accession No. **0000810156-98-000001**

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FILER

WORLDWIDE GOLF RESOURCES INC

CIK: **810156** | IRS No.: **880335511** | State of Incorpor.: **NV** | Fiscal Year End: **1231**
Type: **DEFS14A** | Act: **34** | File No.: **033-12664-D** | Film No.: **98500970**
SIC: **6770** Blank checks

Mailing Address
*1850 E. FLAMINGO RD.
SUITE 111
LAS VEGAS NV 89119*

Business Address
*1850 E. FLAMINGO RD
STE 111
LAS VEGAS NV 89119
7028665880*

WORLDWIDE GOLF RESOURCES, INC.
1850 E. Flamingo Road, Suite 111
Las Vegas, Nevada 89119
Telephone (702) 866-5880

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
January 15, 1998

TO THE SHAREHOLDERS OF WORLDWIDE GOLF RESOURCES, INC.

A special meeting of the shareholders of Worldwide Golf Resources, Inc. will be held at the Corporate Offices located at 1850 E. Flamingo Road, Suite 111, Las Vegas, Nevada 89119, on January 15, 1998, at 10:00 a.m. Pacific Daylight Time, for the following purposes:

1. To remove Jeffrey B. Johnson as Director of the Corporation.
2. To elect Donald J. Stoecklein to the board of directors to serve until the next annual meeting and until his successor is elected and qualified; and,
3. To Amend and Restate the Company Bylaws to comply with the Nevada Revised Statutes.
4. To Amend the Articles of Incorporation to include Officer and Director liability limitation pursuant to Nevada Revised Statutes.
5. To engage the accounting firm of Arthur Anderson & Co. as the Company's independent auditors.
6. To change the Company's Transfer Agent to Pacific Stock Transfer, Las Vegas, Nevada.
7. To transact any other business that may properly come before the meeting or any adjournment of the meeting.

Shareholders of record at the close of business on November 30, 1997 are entitled to notice of and to vote at the meeting.

All shareholders are invited to attend the meeting in person.

WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING IN PERSON, PLEASE SIGN THE ENCLOSED PROXY CARD AND RETURN IT AS SOON AS POSSIBLE.

By Order of the President,

s/Donald J. Stoecklein

Donald J. Stoecklein, President

Dated: January 2, 1998

Worldwide Golf Resources, Inc.
1850 E. Flamingo Rd., Suite #111
Las Vegas, NV 89119
Telephone (702) 866-5880

PROXY STATEMENT

For the Annual Meeting of Shareholders
to be held January 15, 1998

MATTERS TO BE CONSIDERED

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Worldwide Golf Resources, Inc. (the "Company") of proxies for use at the annual meeting of the shareholders of the Company, or any adjournments thereof. The meeting will be held at the Corporate Offices, 1850 E. Flamingo Rd. Suite #111, Las Vegas, Nevada, on January 15, 1998, at 10:00 a.m. Pacific Daylight Time, to:

1. Remove Jeffrey B. Johnson as Director of the Corporation.
2. Elect Donald J. Stoecklein to the board of directors to serve until the next annual meeting and until his successor is elected and qualified; and,
3. Amend and Restate the Company Bylaws to comply with the Nevada Revised Statutes.
4. Amend the Articles of Incorporation to include Officer and Director liability limitation pursuant to Nevada Revised Statutes.
5. To engage the accounting firm of Arthur Anderson & Co. as the Company's independent auditors.
6. To change the Company's Transfer Agent to Pacific Stock Transfer, Las

Vegas, Nevada

7. To transact any other business that may properly come before the meeting or any adjournment of the meeting.

Management knows of no other business that may properly come before the meeting. The above matter No. 1 requires for its approval the affirmative vote of two-thirds of the shares of the issued and outstanding shares of the Company and matters Nos. 2, 3, 4, 5 and 6 require for their approval the affirmative vote of a majority of the shares represented at a meeting at which a quorum is present.

SOLICITATION OF PROXIES

Enclosed is a proxy card for use in voting shares of Common Stock in the Company by proxy at the annual meeting of shareholders. Unless otherwise indicated on the proxy, shares represented at the meeting by a properly executed proxy, received by the Company in advance of the meeting, will be voted for each of the nominees for Director shown on the proxy card. Where a shareholder specifies on a proxy how the shares represented by the proxy are to be voted, the shares will be voted in accordance with the specifications made. Any proxy given by a shareholder may be revoked by the shareholder at any time prior to its use by filing a written revocation with the Secretary of the Company, by filing a proxy, duly executed, with the Secretary of the Company bearing a later date, or by attending the meeting and voting in person. Attendance at the meeting, in and of itself, will not constitute revocation of a previously submitted proxy.

VOTING SECURITIES

The securities entitled to vote at the meeting consist of 50,000,000 shares of Common Stock of the Company, par value \$.001. Each share of Common Stock is entitled to one vote. Only shareholders of record at the close of business on November 30, 1997, are entitled to notice of and to vote at the meeting and any adjournment thereof. The number of outstanding shares at the close of business on November 30, 1997, was 13,157,248 held by approximately 376 shareholders.

This Proxy Statement is being mailed to shareholders beginning January 5, 1998.

BENEFICIAL STOCK OWNERSHIP

The following table sets forth, as of November 30, 1997, Common Stock ownership of (1) the directors of the Company, (2) the only persons known to management to be the beneficial owners of more than five percent of the Common Stock of the Company, and (3) the Company's directors and officers as a group:

<TABLE>

Title of Class	Name and Address of Beneficial Owner(1)	Amount and Nature of Beneficial Ownership of	Percent Class	Options or Other Beneficial Owners(2) (3)
<S> Common	<C> Mahmood Shahsavari	<C> 324,500	<C> .0247%	<C>
Common	Elaine Affleck	10,000	.0008%	
Common	Seyed Torabian	0	0%	
Common	Jeffrey B. Johnson	0	0%	
Common	Donald J. Stoecklein	100,000	.0076%	
Common	Srini Chary	175,000	.0133%	
Common	Walter Chomichuk	0	0%	
Common	Debra K. Amigone	0	0%	
Common	3422488 Manitoba 251 Sawteaux Crescent Winnipeg, Manitoba, Canada R3J 3C7	6,160,000	.4682%	
Common	Officers & Directors (As a group of 5 persons)	609,500	.0463%	

</TABLE>

(1) Addresses are furnished only for those beneficial owners of 5% or more of the Company's Common Stock.

(2) All beneficial owners have sole voting and investment power over all of the shares they own, except as indicated in column five and these footnotes.

(3) The amounts in column three include the amounts in column five.

Mac Shahsavari, an officer and director of the Company, is the controlling shareholder of 3,422,488 Manitoba Ltd.

REMOVAL OF DIRECTOR

The removal of Jeffrey B. Johnson as director of the Company.

ELECTION OF DIRECTOR

The election of Donald J. Stoecklein as director of the Company, to

serve until the next annual meeting and until his successor is elected and qualified.

If one or more of the nominees should at the time of the meeting be unable or unwilling to serve, the shareholders may vote for other nominees and for any substitute nominee or nominees designated by the Board of Directors. None of the Directors knows of any reason why the nominee named would be unavailable to serve. The following table sets forth information regarding each nominee.

<TABLE>

Name	All Positions and Offices With WWG	Age	Years Served as Director Of the Company
<S> Donald J. Stoecklein	<C> President	<C> 50	<C> None

</TABLE>

BOARD OF DIRECTORS MEETINGS AND COMPENSATION

Board Meetings

The Board of Directors met 19 times during the fiscal year ended December 31, 1997. The Board does not have an audit, a compensation nor a nominating committee.

Director Compensation

For serving on the Board of Directors, each director of the Company is paid an amount of money per meeting established from time to time by resolution of the Board of Directors, or the equivalent in common stock in the Company.

IDENTIFICATION OF EXECUTIVE OFFICERS

The Company's executive officers are elected annually at the first meeting of the Board of Directors following each annual shareholders meeting. The Company's executive officers as of December 15, 1997, were as follows:

<TABLE>

Name	Age	Position
<S> Mac Shamsavar	<C> 40	<C> Chairman of the Board
Donald J. Stoecklein	50	President
Seyed Torabian	40	Executive Vice President
Walter Chomichuk	57	Vice President/ International
Debra K. Amigone	44	Secretary/Treasurer

</TABLE>

Summary Compensation

The compensation which the Company paid to the President for services in all capacities and for the fiscal years indicated, was as follows:

<TABLE>

Name and Principal Position <S>	Year <C>	Salary <C>	Other <C>
Kenneth L. Maul, Chairman and CEO	1996	6,000	
	1995	60,000	
	1994	60,000	
	1993	60,000	
Janet E. Maul, Secretary and Treasurer	1996	1,200	
	1995	20,400	
	1994	20,400	
	1993	20,400	

</TABLE>

Insider Participation in Compensation Decisions

The Company has no separate Compensation Committee; the entire Board of Directors makes decisions regarding executive compensation. Two of the five directors are officers of the Company. Mac Shahsavar is the Chairman of the Board and a director and Seyed Torabian is the Executive Vice President and a Director. Both of them participated in deliberations of the Company's Board of Directors concerning executive officer compensation.

Board of Directors Report on Executive Compensation

The Board of Directors has no existing policy with respect to the specific relationship of corporate performance to executive compensation. The Board has set executive compensation at what the Board considered to be the minimal levels necessary to retain and compensate the officers of the company for their activities on the Company's behalf.

Mac Shahsavar
Elaine Affleck
Srini Chary
Seyed Torabian
Jeffrey B. Johnson

SELECTION OF AUDITORS

The Board of Directors selected Arthur Andersen & Co. Certified Public Accountants, as the independent auditor to examine the Company's

financial statements for the fiscal year ended December 31, 1997.

PROPOSALS OF SHAREHOLDERS FOR THE SPECIAL MEETING OF SHAREHOLDERS

Proposals of shareholders intended to be presented at the special meeting of shareholders' meeting must be received by the Corporate Secretary, Worldwide Golf Resources, Inc., 1850 E. Flamingo Rd. Suite #111, Las Vegas, Nevada, prior to January 12, 1998.

OTHER MATTERS

To Amend and Restate the Company Bylaws to comply with the Nevada Revised Statutes.

To Amend the articles of Incorporation to include Officer and Director liability limitation pursuant to Nevada Revised Statutes.

To change the Company's Transfer Agent to Pacific Stock Transfer, Las Vegas, Nevada.

EXPENSES OF PROXY SOLICITATION

The principal solicitation of proxies will be made by mail. However, certain officers of the Company, none of whom will be compensated therefore, may solicit proxies by letter, telephone or personal solicitation. Expenses of distributing this Proxy Statement to shareholders, which may include reimbursements to banks, brokers and other custodians for their expenses in forwarding this Proxy Statement, will be borne exclusively by the Company.

PLEASE SIGN, DATE AND RETURN THE ACCOMPANYING PROXY AT YOUR EARLIEST CONVENIENCE, WHETHER OR NOT YOU CURRENTLY PLAN TO ATTEND THE MEETING.

/s/ Debra K. Amigone

Debra K. Amigone
Secretary/Treasurer

WORLDWIDE GOLF RESOURCES, INC.

PROXY

Special Meeting of Shareholders
January 15, 1998

The undersigned appoints The Board of Directors of Worldwide Golf Resources, Inc. with full power of substitution, the attorney and proxy of the undersigned, to attend the special meeting of shareholders of Worldwide Golf Resources, Inc., to be held January 15, 1998, beginning at 10:00 a.m., Pacific Daylight Time, at the Corporate offices, 1850

sign this proxy. If signing in representative capacity, please indicate your title.

Signature
Print Name Here: _____

Signature
Print Name Here: _____

PLEASE SIGN AND RETURN THIS PROXY PRIOR TO JANUARY 12, 1998.