

# DISCOVERY GOLD CORP

## FORM 8-K (Current report filing)

Filed 07/16/12 for the Period Ending 07/12/12

Address	2460 WEST 26TH AVENUE SUITE 380C DENVER, CO, 80211
Telephone	855-450-9700
CIK	0001492448
Symbol	DCGD
SIC Code	4899 - Communications Services, Not Elsewhere Classified
Industry	Gold
Sector	Basic Materials
Fiscal Year	04/30

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **July 12, 2012**

**DISCOVERY GOLD CORPORATION**

(Exact name of Company as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of Incorporation)

**000-54709**  
(Commission File Number)

**27-2616571**  
(IRS Employer  
Identification Number)

**817 NE 32 STREET, #201 FORT LAUDERDALE  
FL 33306**

(Address of principal executive offices)

**(954) 683-3766**  
(Company's Telephone Number)

**NORMAN CAY DEVELOPMENT, INC.**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective July 12, 2012, the Company changed its name from “Norman Cay Development, Inc.” to “Discovery Gold Corporation” in order to better reflect the direction and business of the Company. The Company changed its name pursuant to an agreement and plan of merger and reorganization, approved by the Board of Directors on June 27, 2012, to merge with and into the Company’s wholly owned subsidiary, which was formed solely for the purpose of the name change.

A copy of the Articles of Merger that stipulated the name change is filed as Exhibit 3.1 to this Form 8-K and is incorporated herein by reference in its entirety.

The name change will become effective at the opening of the markets on July 16, 2012, when the Company's shares of common stock will commence trading under the new stock symbol "DCGD". The Company's new CUSIP number is 25470Q100.

**Item 8.01 Other Events.**

On July 13, 2012, the Company issued a press release announcing the name change and ticker symbol change. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Certified Articles of Merger</a>
99.1	<a href="#">Press release dated July 13, 2012, issued by the Company.</a>

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 16, 2012

**DISCOVERY GOLD CORPORATION**

By: /s/ Dean Huge

Dean Huge  
Chief Financial Officer

**Exhibit 3.1**

STATE OF NEVADA



*ROSS MILLER*  
Secretary of State

*SCOTT W. ANDERSON*  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

**Certified Copy**

June 27, 2012

**Job Number:** C20120628-2859  
**Reference Number:**  
**Expedite:**  
**Through Date:**

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20120454721-08	Merge In	6 Pages/1 Copies



Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State


Certified By: A Frieser  
Certificate Number: C20120628-2859  
You may verify this certificate  
online at <http://www.nvsos.gov/>

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138





ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the office of 	Document Number <b>20120454721-08</b>
Ross Miller Secretary of State State of Nevada	Filing Date and Time <b>06/27/2012 12:40 PM</b>
	Entity Number <b>E0199872010-7</b>

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 1**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Articles of Merger**  
 (Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Discovery Gold Corporation

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

Norman Cay Development, Inc.

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

**Filing Fee: \$350.00**

*This form must be accompanied by appropriate fees.*







ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 2**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Norman Cay Development, Inc.

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.





ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 3

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

(b) The plan was approved by the required consent of the owners of \*:

Discovery Gold Corporation  
 Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 3  
 Revised: 8-31-11





ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-3708  
Website: www.nvsos.gov

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 4**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of Incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 4  
Revised: 6-31-11





ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 5

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:

ARTICLE 1.

Company Name

1.1 The name of this corporation is Discovery Gold Corporation.

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: July 12, 2012 Time:

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.







ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvacs.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 6

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Discovery Gold Corporation  
 Name of merging entity  
 X Dean Huge Chief Executive Officer Date 6/27/2012  
 Signature Title

Dean Huge  
 Name of merging entity  
 X \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_  
 Signature

Name of merging entity  
 X \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_  
 Signature

Name of merging entity  
 X \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_  
 Signature

and,  
 Norman Cay Development, Inc.  
 Name of surviving entity  
 X Stephen Flechner Chief Executive Officer Date 6/27/2012  
 Signature Title

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.



## Exhibit 99.1

### **Norman Cay Development Announces Name Change to Discovery Gold Corporation (OTCQB: DCGD)**

Fort Lauderdale, Fla., July 13, 2012 - Norman Cay Development, Inc. (OTCQB: NCDL) (OTCQB: DCGD) ("Norman Cay" or the "Company"), an emerging international gold exploration and development company, is pleased to announce that the Company has changed its name to Discovery Gold Corporation.

Effective at the opening of the markets on Monday, July 16, 2012, the Company's common shares will commence trading under the new stock symbol "DCGD". The Company's new CUSIP number is 25470Q100.

"We are very pleased that FINRA has quickly processed and granted our request to change our name and symbol to more accurately reflect the nature of our international mineral exploration and development business," said Steve Flechner, President of Discovery Gold Corporation. "The Company remains focused on achieving the continued finance, exploration, and potential development of the Edum Banso Gold Project in Ghana, and the possible acquisition of interests in other highly prospective exploration projects around the world."

Further updates regarding the Edum Banso Gold Project and other Company business will be made as additional information becomes available.

#### **About Discovery Gold Corporation**

Discovery Gold Corporation is an emerging U.S. based mineral exploration company offering shareholders the opportunity to participate in the ownership of high-potential international gold exploration and development. The Company's wholly-owned subsidiary, Discovery Gold Ghana Limited, currently holds a 65% interest (with the opportunity to re-acquire 25% for a 90% interest total) in the exclusive rights to explore the Edum Banso Gold Project within the historic and prolific gold producing Ashanti Gold Belt in Ghana.

#### **For further information regarding Discovery Gold Corporation, contact:**

##### **LiveCall Investor Relations**

(855) 490-9700 (Toll-free)

E-mail: [DCGD@livecallir.com](mailto:DCGD@livecallir.com)

#### **Forward-Looking Statements**

Certain statements in this press release that are not historical facts are "forward-looking statements" within the meaning of that term in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements may be identified by the use of words such as "anticipate", "believe", "expect", "may", "will", "would", "should", "plan", "projected", "intend", and similar expressions. Discovery Gold Corporation f/k/a Norman Cay Development, Inc. (the "Company") bases these forward-looking statements on current expectations and projections about future events, based on information currently available. Such forward-looking statements, involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements. The Company has no mineral resource or reserve estimate for the Edum Banso Gold Project at this time and may not have sufficient funding to thoroughly explore, drill or develop its properties. The Company disclaims any obligation to update any of its forward-looking statements, except as may be required by law. On October 1, 2012, the Company has the right to re-acquire 25% of the Edum Banso Gold Project option should certain conditions be met.