

CERTIFICATE OF INCORPORATION
OF

MOSCOW SCIENCE FICTION CONVENTIONS, INC.

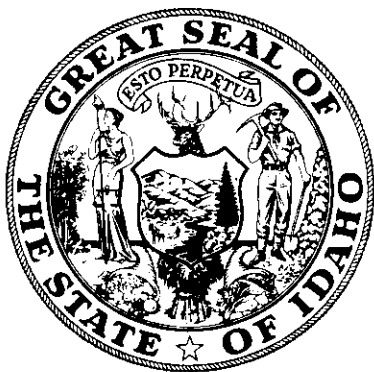
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MOSCOW SCIENCE FICTION CONVENTIONS, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated April 11, 19 83



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION OF
MOSCOW SCIENCE FICTION CONVENTIONS, INC.

We, the undersigned persons acting as the incorporators of a corporation under the provisions of the Idaho non-profit corporation act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
GENERAL PROVISIONS

Name:

The name of this corporation shall be Moscow Science Fiction Conventions, Inc..

Office:

The principal office of the corporation shall be in the City of Moscow, County of Latah, Idaho.

Seal:

The Board of Directors may provide a corporate seal, a form of which shall be adopted and approved by said Board if so provided.

Duration:

The period of duration of the corporation shall be perpetual.

Official Year:

The fiscal year shall commence October first and end on September thirty of each year; the same period shall govern the year for the holding of any office.

Stock:

There shall be no authorized shares of stock in this corporation.

ARTICLE II

PURPOSES

The corporation is organized exclusively for charitable and educational purposes, as described in Section 501 (c) (3) of the Internal Revenue Code of 1954, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any futher United States Internal Revenue Law.

Further, the corporation is organized for the following special purposes:

To promote the appreciation of Science Fiction, with activities which include all or part of the following:

1. to provide education in the field of science fiction;
2. to provide a forum for discussion and appreciation of science fiction by sponsoring local and regional conferences or conventions;
3. to publish material to further the above;
4. to provide a meeting ground for people with common interests in science fiction and related fields; and,
5. to promote various fund raising activities to further the above;

ARTICLE III

MEMBERSHIP

Regular Member:

All membership shall be open to all people. Persons eligible for regular membership in this corporation shall be individuals who pay dues to Moscow Science Fiction Conventions, Inc. Each regular member shall have all the rights and privileges of membership in the corporation on payment of stipulated dues.

Convention Committee Member:

There is hereby established a Convention Committee. All regular members of the corporation are eligible to become members of the Convention Committee. The charter Convention Committee shall be established by appointment by the Board of Directors. Thereafter, the Convention Committee shall elect new members or expell existing members by majority vote of the committee or such other and further rules as the Convention Committee itself shall establish.

The Convention Committee shall be responsible for organizing and operating the annual convention or any other conventions of the corporation under the terms and guidelines set forth under the Articles of Incorporation, By-Laws, Board of Directors and Officers of the corporation.

In planning, organizing and operating the annual convention or any other conventions under the direction of the Board, the Convention Committee may establish officers and sub-committees as approved by the Board of Directors from time to

time.

Convention Member

The category of convention membership is established, which membership shall extend full participation and benefits except the privilege of being a director or officer, or voting on official matters. Convention membership shall be made available to all persons who attend a convention sponsored by the corporation.

Honorary Member:

Honorary members are those so elected by the executive committee of Moscow Science Fiction Conventions, Inc. Honorary members may not vote in Moscow Science Fiction Conventions, Inc. business.

A member of Moscow Science Fiction Conventions, Inc. may be removed by a two-thirds (2/3) vote of the board at a regular or special meeting of the board. Notice of such proposed removal must be given to the member sought to be removed at last one (1) week prior to the meeting at which the question is to be voted on. Should a membership be revoked, the procedure for reinstating that member shall be defined by the executive board of Moscow Science Fiction Conventions, Inc. at the time of the membership revocation.

All membership categories require the payment of stipulated dues for the current period for recognition as a member in good standing and issuance of a membership certificate.

ARTICLE IV

MANAGEMENT

Directors:

The affairs of the corporation shall be managed by a Board of Directors consisting of no more than a total of nine (9) members. Directors shall be elected at times, for such terms, and in the manner as the By-Laws prescribe. Only a regular member in good standing may be elected a director or vote on others for a directorship. The Board of Directors may delegate to officers and to committees such of their powers as they see fit, provided such actions are approved in formal Board session and registered in the Minutes.

Officers:

Officers shall consist of a chairman, vice chairman, a secretary and a treasurer. Officers shall be elected by the Board of Directors for such terms and in such manner as the By-Laws prescribe.

Meetings:

1. Membership. There shall be an annual membership meeting of the corporation. The date, time, and place of this meeting shall be established by the Board, and appropriate and timely notice shall be given each current member. Twenty regular members shall constitute a quorum at any membership meeting. The Directors shall be annually elected at said meeting. Special meetings of the membership may be called by a majority of the Board or by the president.

2. Board. Provisions for regular meetings of the Board

of Directors shall be prescribed in the By-Laws, however not less than one (1) meeting a year are to be held. At least one-half (1/2) of the total members of the Board shall constitute a quorum.

Removal from Office:

All officers and directors shall be subject to removal with or without cause by a vote of two-thirds (2/3) of the Board of Directors.

Vacancy:

When a vacancy occurs in the Board of Directors or of an officer, the same shall be filled for the remainder of the year involved by the Board of Directors at the next regular or called meeting of the Board. When applicable in the case of a Director, at the next regular election a replacement shall be elected for the remaining period of the particular position.

ARTICLE V

FINANCES

Revenue:

Dues shall be authorized in the By-Laws and established by the Board of Directors for the support of the immediate government and operation of the corporation. Charges or fees for the support of activities, functions, and services shall be set by the Board.

Compensation:

No member, director, officer, or other person connected with the corporation shall receive any of net earnings or retain any profit from the operations of the corporation; provided,

that this shall not prevent payment, when authorized by the Board in advance of commitment, to any such person as reasonable compensation for service rendered or as reimbursement for authorized expenses.

Contributions:

The Board of Directors may receive and accept property, whether real, personal or mixed by way of gift, bequest, or devise from any person, firm, trust or corporation to be held, administered and disposed of in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, or devise of any property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of income or principal to any persons or organization other than a charitable, scientific, literary, or educational organization or for other than charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any further United States Internal Revenue Law.

Liability:

The directors of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

Contracts:

The Board of Directors may authorize any officer, officers, agent or agents to enter into a contract or execute and deliver any instrument in the name of and on behalf of the

corporation, but such authority must be confined to specific instances.

Loans:

No loans shall be contracted on behalf of the corporation except as may be essential in the handling of property received as a contribution.

Financial Instruments:

The Board shall set rules and regulations governing the signing of all financial instruments and the procedure for the handling of all assets.

Dissolution:

In the event of dissolution of the corporation all residual assets not otherwise obligated or held in trust shall be given to an organization or organizations to be determined by majority vote of the Board which qualifies as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE VI

NOT FOR PROFIT

This is a non-profit corporation; pecuniary profit is not one of its objectives or purposes; no dividends shall be declared, nor shall any of the net earnings of the corporation inure to the benefit of any member or individual; membership in this corporation is not transferable; the rights and interest of each of the members of the corporation shall be equal and all regular members shall have equal voting rights; convention and honorary members shall not have voting rights; the property and

net earnings and proceeds of this corporation shall be used exclusively for the futherance of the objectives of this corporation.

No member, director, or officer of this corporation shall receive any pecuniary benefit from the corporation, except such reasonable compensations as may be allowed and paid to officers for services actually rendered to the corporation, and except that the members, directors, and officers of this corporaiton may be reimbursed for their actual necessary expenses incurred in furthering the objectives of this corporation including their actual necessary expenses incurred in attending meetings of the membership and Board of Directors of the corporation.

The corporation may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm trustees, or corportion, to be held, administered and disposd of in accordance with and pursuant to the provisions of the By-Laws of the Moscow Science Fiction Conventions, Inc.; except that no property shall be received and accepted if it be conditional or limited in such a manner as to jeopardize any federal income tax exemption pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any further United States Internal Revenue Law.

ARTICLE VII

AMENDMENTS

The Articles of Incorporation or the By-Laws of this corporation may be altered, amended, or newly adopted at any

meeting of the members of the corporation called for the purpose by two-thirds (2/3) of the convention committee members present, in person or by proxy, provided that notice is sent to each member not less than thirty (30) days prior to such meeting, and provided that a quorum is present. Such notice shall state in a general way the nature of the proposed change.

ARTICLE VIII

REGISTERED AGENT AND OFFICE

The address of the initial registered office of the corporation shall be ^{810 SOUTH JEFFERSON as per Mr. JENNICKIFF} P. O. Box 8521, Moscow, Idaho 83843. The name of the initial registered agent of the corporation at such address shall be Beth Finkbiner.

ARTICLE IX

ORIGINAL BOARD

The following persons, all of Moscow, Idaho 83843, shall be the initial members of the Board of Directors of this corporation, to-wit:

<u>Name:</u>	<u>Address</u>
Beth T. Finkbiner	810 South Jefferson
Michael L. Finkbiner	810 South Jefferson
Jon M. Gustafson	621 East "F" Street
Victoria Mitchell-Gustafson	621 East "F" Street

ARTICLE X

CONVENTION COMMITTEE

The Convention Committee shall consist of the regular members who have paid dues as provided by the Board of Directors.

ARTICLE XI

INCORPORATORS


The names and address of the incorporators, all of Moscow, Idaho 83843, are as follows:

<u>Name:</u>	<u>Address</u>
Beth T. Finkbiner	810 South Jefferson
Michael L. Finkbiner	810 South Jefferson
Jon M. Gustafson	621 East "F" Street
Victoria Mitchell-Gustafson	621 East "F" Street

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands this 7th day of April, 1983.


Beth T. Finkbiner


Michael L. Finkbiner


Jon M. Gustafson

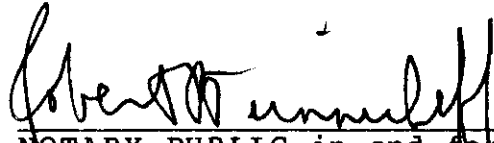

Victoria Mitchell-Gustafson

STATE OF IDAHO)
 : ss.
County of Latah)

On this 7th day of April, 1983, before me, the

undersigned, a Notary Public in and for the State of Idaho, personally appeared BETH T. FINKBINER, MICHAEL L. FINKBINER, JOHN M. GUSTAFSON, and VICTORIA MITCHELL-GUSTAFSON known to me to be the persons whose names are subscribed to the above and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last written above.


NOTARY PUBLIC in and for the
State of Idaho, residing at
Moscow, Idaho.