

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

STAR QUEST ENTERPRISES, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: March 2, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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SEC. OF STATE

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SECRETARY OF STATE

## **ARTICLES OF INCORPORATION OF**

### **STAR QUEST ENTERPRISES, INC.**

The undersigned natural persons of the age of 18 years or more, acting as incorporators under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

#### **ARTICLE I**

The name of the corporation is STAR QUEST ENTERPRISES, INC. and its duration shall be perpetual.

#### **ARTICLE II**

The purpose or purposes for which the corporation is organized are:

To engage in the printing, publication, and marketing of original written works associated with STAR QUEST ENTERPRISES' STAR QUEST role playing game system, further, to engage in all activities necessary or incidental to such business, and to engage in any lawful activity for which corporations may be organized under Idaho State regulations of such.

#### **ARTICLE III**

The aggregate number of shares which the corporation shall have authority to issue are:

1. One hundred (100) shares of common stock at a par value of \$10 per share.
2. No shareholder shall have the preferential or pre-emptive right to subscribe for or purchase any stock of any class, any rights, warrants or options with respect thereto, or any obligation convertible unto or exchangeable for any such stock or other security whether out of unissued stock or other securities acquired by the corporation after the issuance thereof, regardless of the consideration therefor.
3. Each shareholder shall have one vote for each share held of record on all matters submitted for shareholder approval. No shareholder shall be entitled to cumulate his votes for election of directors.

## **ARTICLE IV**

The address of the initial registered office of the corporation is W. 5105 Hwy 53 Rathdrum, Idaho 83858, and the name of the initial registered agent at such address is Wynne T. Carluk.

## **ARTICLE V**

The members of the governing board shall be known as directors and the number there of shall be fixed by the bylaws of this corporation. The initial board of directors shall consist of two directors whose names and addresses are:

**WYNNE T. CARLUK**

**W. 5105 Hwy 53  
Rathdrum, Idaho 83858**

**PATRICIA S. WINTERS**

**W. 5105 B. Hwy 53  
Rathdrum, Idaho, 83858**

## **ARTICLE VI**

The corporation shall indemnify, exonerate, reimburse or defend any present or former director, officer, employee, affiliate, agent or contractor of this corporation for expenses, claims, liabilities, indebtedness, penalties, damage or injury incurred by or caused by them in such capacity except for their own negligence, knowingly unauthorized acts or defalcations not ratified, confirmed or adopted or the benefit thereof received by this corporation.

## **ARTICLE VII**

The names and addresses of the incorporators are:

**WYNNE T. CARLUK**

**W. 5105 Hwy 53  
Rathdrum, Idaho 83858**

**PATRICIA S. WINTERS**

**W. 5105 B. Hwy 53  
Rathdrum, Idaho, 83858**

These Articles of Incorporation have been adopted and executed on the Date of  
February 25, 1994.

Wynne T. Carluk  
Wynne T. Carluk  
Patricia S. Winters  
Patricia S. Winters

We, the undersigned incorporators, declare under penalties of perjury that we have  
examined the foregoing and to the best of our knowledge and belief, it is true, correct, and  
complete.

Wynne T. Carluk  
Wynne T. Carluk  
Patricia S. Winters  
Patricia S. Winters

Dated: February 25, 1994.