

**ARTICLES OF INCORPORATION
OF A TAX-EXEMPT**

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JUL 09 2004

**ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION**

(Arizona Non-profit Corporation)

1. Name: The Name of the Corporation is AniZona Anime Convention
2. Purpose: The purpose for which the corporation is organized is to encourage social interaction among fans of anime.
3. Character of Affairs: The character of affairs of the corporation will be to organize and run a convention of anime fans.
4. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the corporation shall be the carry on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)7 of the Internal Revenue Code of 2003 (or the corresponding provision of any future United States Internal Revenue Law).
5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated for social, charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization or organizations under Sections 501(c)3 or 501(c)7 of the Internal Revenue Code of 2003 (or the corresponding provisions of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.
6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by these bylaws.

7. Board of Directors: The initial board of directors shall consist of three directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members or until their successors are elected and qualify are:

David M. Hungerford III
P.O. Box 40635
Mesa, AZ 85274-0635

Anthony Grutta
513 E. Colgate Dr.
Tempe, AZ 85283

Jason Bustard
4727 E. Warner Rd. #1016
Phoenix, AZ 85044

8. Known Place of Business: (In Arizona) The street address of the known place of business of the Corporation is c/o the Statutory Agent.
9. Statutory Agent: (In Arizona) The name and address of the statutory agent of the Corporation is:

David M. Hungerford III
1301 E. Bayview Dr.
Tempe, AZ 85283-2156

10. Incorporators:

David M. Hungerford III
P.O. Box 40635
Mesa, AZ 85274-0635

11. **DISCRIMINATION**: The corporation will not practice or permit on the basis of sex, age, race, national origin, religion, or physical handicap or disability.
12. MEMBERS: The corporation will have members.

Executed this 9th day of July, 2004 by all of the incorporators.

Signed: David M. Hungerford III
David M. Hungerford III

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 9th day of July, 2004

Signed: David M. Hungerford III
David M. Hungerford III

Use the following form only if you have, or have been assigned, a pre-existing tradename or trademark. Please select and complete the applicable section, do not complete both sections, use one or the other. Then indicate your title, sign and date the document.

DECLARATION OF HOLDER OF TRADENAME

I/We David M. Hungerford the undersigned
incorporator(s)/Officer(s) of AniZona Anime Convention,

☒ a proposed Arizona corporation/limited liability company ☐ a foreign corporation/limited liability company organized under the laws of _____, under penalty of
Jurisdiction/State

law do hereby attest that:

I/We am the holder(s) of the ☒ Tradename ☐ Trademark

AniZona Anime Convention
on file with the Office of the Arizona Secretary of State.

DECLARATION OF TRADENAME ASSIGNEE

I/We _____ the undersigned

incorporator(s)/Officer(s) of _____,

☐ a proposed Arizona corporation/limited liability company ☐ a foreign corporation/limited liability company organized under the laws of _____, under penalty of
Jurisdiction/State

law do hereby attest that:

I/We am the assignee(s) of the ☐ Tradename ☐ Trademark

_____ and that an assignment authorizing the undersigned to use this name for any and all lawful business purposes has been filed with the Office of the Arizona Secretary of State.

Name(s) David M. Hungerford
Address(es): P.O. Box 40635
Mesa, AZ 85274-0635
Signature(s): David M. Hungerford
Date: 7-9/04
Title(s): Incorporator/Director

PLEASE NOTE: Pursuant to A.R.S. §§10-1632.A. & 10-11633.A, any person who signs any statement with the commission that is known to the person as false in any material respect is guilty of a **class 5 felony**. Please make sure that you are the holder or assignee of the tradename/trademark before signing.

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

AniZona Anime Convention
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is Sept. 30

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY David M. Humphreys DATE 7-5/04
TITLE Director

BY Anthony K. Kite DATE 7-5-04
TITLE Director

BY Jimmy Britton DATE 7-5/04
TITLE Director

BY _____ DATE _____
TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four Incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.