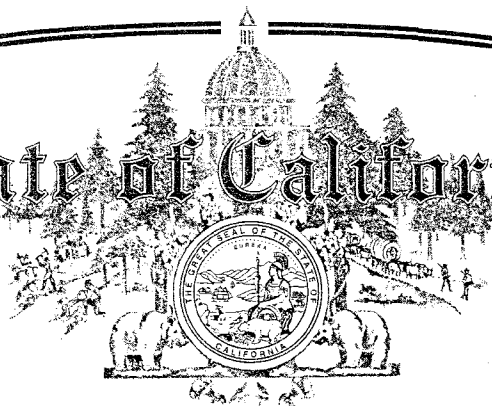


State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 15 2002

Bill Jones

Secretary of State



1683187

mnw
FILED

In the office of the Secretary of State
of the State of California

MAR 19 1991

ARTICLES OF INCORPORATION

OF

Wench Fong Liu
MARCH FONG LIU, Secretary of State

SAN FRANCISCO SCIENCE FICTION CONVENTIONS, INCORPORATED

A California Public Benefit Corporation

Article I

The name of this corporation is San Francisco Science Fiction Conventions, Incorporated.

Article II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized are the promotion and development of science fiction and fantasy in all its forms, including, but not limited to, literature, film, drama, and art.

Article III

The name and address in the State of California of this corporation's initial agent for service of process is Daniel Murphy, 1283 38th Avenue, San Francisco, California, 94122.

Article IV

This corporation is organized and operated exclusively for charitable, educational, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article V

No substantial part of the activities of this corporation shall consist in carrying on propaganda, nor otherwise attempting to influence legislation, and the corporation shall not participate

or intervene in any political campaign, including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Article VI

The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

Michael Wallis	1647 Willow Pass Rd. #161, Concord, CA 94520
Susan Stone	4733 T St., Sacramento, CA 95819
Daniel Murphy	1283 38th Ave., San Francisco, CA 94122
Terry Biffel	2445 Norbert Way, Sacramento, CA 95833
Mary Mason	2709 Bettencourt Ln. #36, Rancho Cordova, CA 95670
Wilma Meier	230 B Park Lake Circle, Walnut Creek, CA 94598
Ben Miller	1892 Huxley Court, San Jose, CA 95125
Georgia Miller	1892 Huxley Court, San Jose, CA 95125
Judith Morman	4967 Curveood Way, Sacramento, CA 95841
Gail Sanders	5408 Parkville Ct., Sacramento, CA 95842
Linda Von Braskat-Crowe	30 Vista Del Mar Ct., Oakland, CA 94611

Article VII

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Executed this Fifteenth day of July, One Thousand Nine Hundred Eighty Nine.

Michael Wallis
Michael Wallis, Director (Seat 1)

Susan Stone
Susan Stone,
Director (Seat 2)

Daniel Murphy
Daniel Murphy,
Director (Seat 3)

Terry Biffel
Terry Biffel, Director (Seat 4)

Wilma Meier
Wilma Meier, Director (Seat 5)

Mary Mason
Mary Mason, Director (Seat 6)

Ben W. Miller
Ben Miller, Director (Seat 7)

Judith Morman
Judith Morman, Director (seat 8)

Georgia M. Miller
Georgia Miller, Director (Seat 9)

Gail Sanders
Gail Sanders, Director (Seat 10)

L. Von Braskat-Crowe
L. Von Braskat-Crowe, Director (Seat 11)

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Michael Wallis
Michael Wallis, Director (Seat 1)

Susan Stone
Susan Stone,
Director (Seat 2)

Daniel Murphy
Daniel Murphy,
Director (Seat 3)

Terry Biffel
Terry Biffel, Director (Seat 4)

Wilma Meier
Wilma Meier, Director (Seat 5)

Mary Mason
Mary Mason, Director (Seat 6)

Ben W. Miller
Ben Miller, Director (Seat 7)

Judith Morman
Judith Morman, Director (seat 8)

Georgia M. Miller
Georgia Miller, Director (Seat 9)

Gail Sanders
Gail Sanders, Director (Seat 10)

L. Von Braskat-Crowe
L. Von Braskat-Crowe, Director (Seat 11)



STATE OF CALIFORNIA

FRANCHISE TAX BOARD

P.O. BOX 942357
SACRAMENTO, CA 94257-4040
Telephone: 369-4171

In reply refer to:
344: EUC:dt/g

March 19, 1991

San Francisco Science Fiction Conventions, Incorporated
1283 38th Avenue
San Francisco, CA 94122-1334



Purpose : Charitable
Form of Organization : Corporation
Accounting Period Ending : December 31
Organization Number :

On the basis of information submitted and provided your present operations continue unchanged or conform to those proposed in your application, you are exempt from state franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4½ months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4½ months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

Anderson Scott Euc

Anderson Scott
Supervisor
Exempts and Special Tax Unit

cc: Daniel A. Murphy
Secty of State
Reg. of Charitable Trusts

This exemption is issued on the condition that a federal exemption will be applied for and a copy of the final determination letter is furnished to this office within nine (9) months from the date of this letter.