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**ARTICLES OF INCORPORATION**  
**OF**  
CONvergence Events, Inc.

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I, the undersigned, being of full age, for the purpose of forming a nonprofit corporation under Chapter 317A of Minnesota Statutes as amended, do hereby form a body corporate and adopt these Articles of Incorporation.

**ARTICLE I**  
NAME

The name of this corporation shall be CONvergence Events, Inc..

**ARTICLE II**  
PURPOSE

This corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal law as may from time to time be applicable. This corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. The specific purposes of this corporation are to bring people together to celebrate, educate and inspire curiosity and interest in science fiction and fantasy and its larger community, and to engage in such other activities described in Section 501(c)(3) of the Code as determined appropriate by the Board of Directors.

**ARTICLE III**  
POWERS

Section 3.1. Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this corporation shall be carried on, and all funds of this corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for charitable, educational, religious, or scientific purposes directly or indirectly benefiting this corporation, (but no requirement that principal be expended other than at the direction of the Board of Directors is hereby created), and in such manner that no part of the net earnings of this corporation will in any event inure to the benefit of any Member that is not an organization described in Section 501(c)(3) of the Code or any officer or director of this corporation or of any other corporation, organization, foundation, fund or institution, or any other individual (except that reasonable compensation may be paid for services rendered to or for this corporation in furtherance of one or more of its purposes, and except also that individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for charitable, educational, religious or scientific purposes in furtherance of the objects and purposes of this corporation which are otherwise permitted under the Code and regulations issued thereunder).

Section 3.2. This corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Code and regulations issued thereunder. No part of the principal, assets or net income of this corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution or governmental body, any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall this corporation itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Code and regulations issued thereunder.

Section 3.3. No Member that is not an organization described in Section 501(c)(3) of the Code or any officer or director of this corporation or other private individual shall be entitled to share in the distribution of the corporate assets on liquidation, dissolution, or winding up of this corporation. However, nothing contained in these Articles shall be construed to prevent distribution of the properties of this corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the Members, directors, or officers of this corporation may be connected or associated with the distributee as shareholder, member, director, officer or in any other capacity.

#### **ARTICLE IV** **NONDISCRIMINATION**

This corporation shall not unlawfully discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, status with regard to public assistance, sexual orientation, disability or age.

#### **ARTICLE V** **INUREMENT OF INCOME**

This corporation does not and shall not afford pecuniary gain incidentally or otherwise to its Members (other than a Member that is a nonprofit organization described in Section 501(c)(3) of the Code) or any private individual.

#### **ARTICLE VI** **DURATION**

The duration of this corporation shall be perpetual.

#### **ARTICLE VII** **REGISTERED OFFICE**

The registered office of this corporation shall be located at

1437 Marshall Ave #203  
St Paul, MN, 55104

**ARTICLE VIII**  
**CAPITAL STOCK**

This corporation shall have no capital stock but shall have such Members as provided in the Bylaws of this corporation.

**ARTICLE IX**  
**DIRECTORS**

Section 9.1. The management of this corporation shall be vested in a Board of Directors. The number of directors, the qualifications and method of electing/appointing directors and the terms of office of the directors shall be fixed by the Bylaws of this corporation.

Section 9.2. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed or consented to by authenticated electronic communication to the extent permitted under the Minnesota Nonprofit Corporation Act by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. As used in these Articles of Incorporation, the term "authenticated electronic communication" means any form of communication, not directly involving the physical transmission of paper, that

- (a) creates a record that may be retained, retrieved and reviewed by the recipient of the communication,
- (b) may be directly reproduced in paper form by the recipient through an automated process;
- (c) is delivered to the corporation's principal place of business or to an officer or agent of the corporation authorized by the corporation to receive the communication, and
- (d) sets forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender.

**ARTICLE X**  
**DISSOLUTION**

In the event of the liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of this corporation shall be distributed as provided in the Bylaws. Any such property and assets

not so distributed shall be disposed of in such manner as the Board of Directors of this corporation determines to be best calculated to carry out the objects and purposes for which this corporation is formed; provided, however, that none of the property or assets of this corporation shall be distributed for purposes other than exclusively for religious, charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Code or such other provisions of Minnesota or Federal Law as may from time to time be applicable.

**ARTICLE XI**  
**AMENDMENT**

Section 11.1. Amendments to these Articles must be approved by the Board of Directors and by the Members of this corporation.

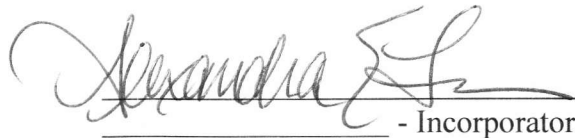
Section 11.2. When authorized by the Members, these Articles may be amended by the Board of Directors by the affirmative vote of a majority of the Directors then in office who are present and entitled to vote at a duly held meeting of the Board of Directors for which notice of the meeting and the proposed amendment have been given. The Members may prospectively revoke the authority of the Board to exercise the power of the Members to amend the Articles.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the incorporator of this corporation is:

Alexandra E. Larson  
1437 Marshall Ave #203  
St Paul, MN, 55104

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation this 25 day of November, 2010.

  
\_\_\_\_\_- Incorporator

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

NOV 30 2009

*Mark Ritchie*  
Secretary of State