

**ARIZONA CORPORATION COMMISSION**  
**INCORPORATING DIVISION**  
 2222 WEST ENCANTO BLVD., SUITE 210-D  
 PHOENIX, ARIZONA 85009

**I. CERTIFICATE OF DISCLOSURE**  
 A.R.S. 10-128

CHECK BOX "A" OR "B" WHICHEVER IS APPROPRIATE

THE UNDERSIGNED CERTIFY THAT:

**A.** No person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Have 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. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
3. Have 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, where 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 laws of trade laws of that jurisdiction.

**B.** The following persons serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation, have been or are subject to one or more of the statements listed in items 1 through 3 above:

I. NAME(S) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

II. THE FOLLOWING INFORMATION ON EACH PERSON LISTED MUST ACCOMPANY THIS REPORT.

1. Full name and prior names used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediately 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, the date and location, the court and public agency involved, and the file or cause number of the case.

DATED \_\_\_\_\_ EXACT CORPORATE NAME CENTRA, ARIZONA SPECULATIVE FICTION SOCIETY, INC.

Under penalties of law, I declare that I have examined this certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete.

BY X Bruce H. Hone  
 TITLE Incorporator  
Margaret R. Hildebrand  
 Incorporator  
Bruce D. Bond  
 Incorporator  
Margaret Dane  
 Incorporator  
Paul Schauble  
 Incorporator  
Kathleen S. Dean  
 Incorporator  
Ruth Schenberger  
 Incorporator  
Edmund A. Anthony  
 Incorporator

BY X Carolyn Sue Hutchison  
 TITLE Incorporator  
Oliver R. Bond  
 Incorporator  
Martin F. Massoglia, II  
 Incorporator  
Kevin Priggen  
 Incorporator  
Adriana Schaller  
 Incorporator  
Nahala Jean Steiner  
 Incorporator  
Curtis L. Smith  
 Incorporator  
Mare A. Tessler  
 Incorporator

ARTICLES OF INCORPORATION

OF

CENTRAL ARIZONA SPECULATIVE FICTION SOCIETY, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit corporation under the non-profit laws of the State of Arizona, do hereby certify:

1. The name of the corporation shall be:  
Central Arizona Speculative Fiction Society, Inc. *OK*

2. The known place of business of the corporation shall be: 4522 East Bowker, Phoenix, Arizona 85040.

3. This corporation is organized exclusively for literary, educational, scientific, and charitable purposes, including but not limited to,

- A. Furthering speculative fiction fandom;
- B. Providing an organized base for discussion of and disseminating information about speculative fiction;
- C. Providing for social and professional contact with and organizing and promoting gatherings of persons with similar interests;
- D. Providing an outlet for writings, drawings, publications, and any other creative work related to speculative fiction in any media; and
- E. engaging in any other related activity not prohibited by the applicable laws of the United States and the State of Arizona.

This corporation shall have the power to make distributions to organizations that qualify as exempt organizations under Section 501 of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue laws.

4. The names and addresses of the persons who are the incorporators of the corporation are as follows:

Bruce Arthurs  
4522 E. Bowker  
Phoenix, AZ 85040

Marty M. Soglia  
3109 Bellevue Ave. #311  
Los Angeles, CA 90026

Gary Arthurs  
315 N. Hayden Rd Apt D-15  
Scottsdale, AZ 85257

Gilbert Rau  
2532 W. Barridge Ln.  
Phoenix, AZ 85017

Douglas Badgerow  
5307 W. Hearn  
Glendale, AZ 85305

Adrina Schaller  
5307 W. Hearn  
Glendale, AZ 85305

Bruce M. Dane  
5307 W. Hearn Rd.  
Glendale, AZ 85305

Paul Schauble  
2318 W. Hayward  
Phoenix, AZ 85021

Margaret Dane  
5307 W. Hearn Rd.  
Glendale, AZ 85305

Ruth Schoenberger  
3161 W. Cheryl Apt 14  
Phoenix, AZ 85021

Kathleen Dean  
7539 W. Heatherbrae Dr.  
Phoenix, AZ 85033

Mahala Steiner  
3112 N. 25th Pl.  
Phoenix, AZ 85016

M.R. Hildebrand  
4522 E. Bowker  
Phoenix, AZ 85040

Curtis Stubbs  
3112 N. 25th Pl.  
Phoenix, AZ 85016

Sue Hutchison  
5433 E. Calle Ventura  
Phoenix, AZ 85018

Marc Tessler  
3520 W. Dunlap #105  
Phoenix, AZ 85021

The following, whose addresses are given above, are the initial Directors of the Corporation:

Mivina Schaller	M.R. Hillebrand
Doug Badgerow	Sue Hutchison
Bruce M. Dana	Mahala Steiner
Margaret Dana	

5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 payment and distribution in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code

of 1971, or the corresponding provisions of any future United States Internal Revenue law.

6. Upon dissolution of the corporation, the Board of Directors shall ascertain or make a provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for literary, educational, scientific, or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law, as the Board of Directors shall determine. Any such assets not so 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

7. The name and address of the initial statutory agent of the corporation is:

M.R. Hildebrand  
1522 E. Bowker  
Phoenix, AZ 85040

3. The number of persons who serve on the Board of Directors shall be fixed by the Bylaws except that the Board of

Directors shall always consist of not fewer than five (5) persons nor more than fifteen (15) persons.

9. The business and affairs of the corporation shall be managed by the Board of Directors.

10. A quorum at a meeting of the Board of Directors shall consist of at least two-thirds (2/3) of the Directors.

11. Any act of the Board of Directors shall be by affirmative vote of the Directors at a meeting at which a quorum is present. The number of affirmative votes required shall be fixed by the Bylaws, except that such requirement shall not be fewer than a majority of those Directors present and voting.

12. The corporation shall indemnify any person who incurs expenses by reason of the fact that he or she is or was an officer, director, employee, or agent of the corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

13. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be defined by the Bylaws.

Dated this 25th day of June, 1970.

The undersigned hereby attest that they are the incorporators of the Central Arizona Speculative Fiction Society, that they have read the foregoing document and that it is true and accurate to the best of their knowledge, and that it is presented for the purposes described therein.

Sown to this 25th day of June, 1979.

Walter P. Bass  
Incorporator

Paul Schenker  
Incorporator

Martin F. Massogly  
Incorporator

Michala Jean Steiner  
Incorporator

Carol Rodgers  
Incorporator

Sarah A. Arthur  
Incorporator

Adwina Behaller  
Incorporator

Paul Schramble  
Incorporator

Bruce H. Lane  
Incorporator

Margaret Lane  
Incorporator

Margaret R. Hildebrand  
Incorporator

Carole J. Smith  
Incorporator

Bruce A. Arthur  
Incorporator

Marc A. Tessler  
Incorporator

Kathleen S. Dean  
Incorporator

Carolyn Sue Hutchinson  
Incorporator

A. C. COLEMAN, JR. DIV  
RECEIVED  
AUG 16 1979  
DOCUMENTS & SUBJECT  
TO REVIEW BEFORE FILING.

*7/11/80*

*8/31/79  
Assigned and  
returned mail letter  
to conf. room  
Sue*

124776

RECEIVED  
9:25 A.M.  
To: Bruce M. Dane  
Address: 6307 W. Hearn Rd.  
Glendale, Az. 85306  
By: Sue Lish  
G. C. Anderson, Jr. SECRETARY

*R99959*