

ARTICLES OF INCORPORATION
for
GREAT FALLS GAMING RENDEZVOUS , Inc.
a non-profit organization

The undersigned person(s), acting as incorporators of a Montana nonprofit corporation under the Montana hereby adopts the following Articles of Incorporation:

1. Name: The name of this nonprofit corporation is:

GREAT FALLS GAMING RENDEZVOUS, Inc.

2. Duration.

The duration of this corporation is perpetual.

3. Purpose. This Non-Profit Corporation is a Public Benefit Corporation with Members. This nonprofit corporation shall manage and operate Great Falls Gaming Rendezvous consistent with the requirements and limitations placed on non-profit organizations under section 501(c)(3) of the Internal Revenue Code., it is empowered to conduct any lawful business or activity necessary to the furtherance of the Mission Statement contained in the Bylaws.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. This Non-Profit Corporation is applying for IRS 501(c)(3) status and includes the required IRS language below.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Great Falls Gaming Rendezvous Inc. is a volunteer-based organization dedicated to: promoting the societal benefits of gaming of all types including board games such as Chess and Kriegspiel, role-playing games, and the preservation of those games for future generations; the education of the public on the benefits of writing works of science fiction, fantasy, and other writings of the imagination and creative writing exercises in the same vein as J.R.R. Tolkien; C.S. Lewis; E.R. Borroughs; H.P. Lovecraft; Steven King; George R.R. Martin and the plethora of other writers past and present, and; facilitating the hobby of gaming to: a) provide an outlet for creativity for the public and the membership and b) to explore how possible past or future events might have occurred, or may occur through the medium of gaming.

4. Members.

There shall be three classes of members. The qualifications and the rights and responsibilities of each class of membership are as follows:

Active Members: An active member is an individual that pays an annual dues to Great Falls Gaming Rendezvous and, in addition, has faithfully provided voluntary services to Great Falls Gaming Rendezvous, during the preceding year. The nature and duration of voluntary services required to qualify for Active Membership will be determined by the Board of Directors but shall not exceed 24 hours in each Calendar Year. No individual wishing to perform voluntary services shall be excluded from Active Membership merely because there is insufficient work to be done. Active members are eligible to stand for election to the Board of Directors, may vote at membership meetings, and are allowed to attend and speak at membership meetings.

Regular Members: A regular member is an individual that pays annual dues to Great Falls Gaming Rendezvous. Regular members are eligible to vote at membership meetings, and are allowed to attend and speak at membership meetings. Regular members may become Active Members by volunteering to serve the Great Falls Gaming Rendezvous for a period to be determined by the Board of Directors, however, the Board may not require a Regular Member to volunteer for more than 24 hours, but may volunteer more than 12 hours, in order to become an Active Member.

Special Members: A Special Member is an individual who has been nominated for Special Membership by the President of Great Falls Gaming Rendezvous and confirmed by the Board of Directors as a Special Member. Special Members are recognized for their contribution to the hobby, gaming community, literary and artistic contributions to society, and/or other endeavors which the President and the Board of Directors deems appropriate to designate them as Special Members. Special Members do not pay dues, do not participate in meetings unless they also pay the annual dues and become Regular Members as well, and are entitled to attend the annual Great Falls Gaming Rendezvous without payment of entry fee and may participate in the entire event without fee for entry only. Special Members must still pay any additional fees, or costs for specific events or programs. Special Members may attend and speak at the membership meetings, but are not eligible to vote unless they pay their annual dues and are also Regular Members. Special Members are nominated by the President and approved by the board to allow said individual to attend as a presenter or as an attraction to the event as a Guest of Honor.

5. Capital Stock.

No stock shall be issued for Great Falls Gaming Rendezvous.

6. Distribution of Surplus Funds.

There shall be no distribution of surplus funds to members, officers or board members. Any distribution of surplus funds must comply with and be allowed by section 501 (c) (3) of the Internal Revenue Code.

7. Provisions for distribution of assets on dissolution or final liquidation:

In the event this non-profit corporation is dissolved, any and all assets of the corporation shall be transferred to MISCON, a non profit organization. In the event that the MISCON organization is unable or unwilling to accept these assets, the assets may be distributed to another non-profit organization as permitted by 501(c)(3) of the Internal Revenue Code.

8. Dissenting member rights:

Dissenting members shall be entitled to full reimbursement of their membership dues, provided: the dues were paid in and prior to October 1st of the current calendar year, and the dissenting member requests reimbursement prior to October 1st of the current calendar year.

The Board of Directors, in their sole discretion may elect to reimburse membership dues if a request for reimbursement is made by a dissenting member on or after October 1st of the current calendar year.

9. The address of its initial registered office, including street and number, and the name of its initial registered agent at such address.

The name of the Great Falls Gaming Rendezvous initial registered agent is:

Matthew S. Robertson
Robertson Law Offices
PO Box 212
Ulm, MT 59485
(406) 781-6658

Matthew S. Robertson
Robertson Law Offices
51 Old Ulm-Cascade Road
Cascade, MT 59421
(406) 781-6658

The address of Great Falls Gaming Rendezvous initial registered office is:

Great Falls Gaming Rendezvous
c/o Robert Thompson, President
1305 14th Ave S
Great Falls, MT 59405
(406) 868-9260

10. The number of directors constituting the initial board of directors, and the names and addresses of the persons who are to serve as the initial directors.

The Board of Directors shall be comprised of five (5) members.

The names of the five initial directors are:

Connie Thomson
1305 14th Ave S
Great Falls, MT 59405
406-868-9726

Jeffrey E Watson
2010 River Dr N #36
Great Falls, Mt 59401
406-952-4780

Benjamin Donnelly
1619 1st Avenue North
Great Falls, MT 59405

Roy J Hensley
208 14th St. N
Great Falls, MT 59401
(406)799-8130

Adam Pehl
2410 5th Ave North
Great Falls, MT 59405

11. The name and address of each incorporator.

Robert W. Thomson
1305 14th Ave S
Great Falls, MT 59405
406-868-9260

Connie Thomson
1305 14th Ave S
Great Falls, MT 59405
406-868-9726

Jeffrey E Watson
2010 River Dr N #36
Great Falls, Mt 59401
406-952-4780

Benjamin Donnelly
1619 1st Avenue North
Great Falls, MT 59405

Roy J Hensley
208 14th St. N
Great Falls, MT 59401
406-799-8130

Adam Pehl
2410 5th Ave North
Great Falls MT 59405
406-231-2128

Brooks Kelly
1221 10th Ave. S.
Great Falls, MT 59405
406-453-0588

Greg Eitzen
2420 7th Ave. N. #19
Great Falls, MT 59401

12. Additional Provisions.

A) Definition and Limitation of Powers:

Great Falls Gaming Rendezvous is a non-profit organization as defined by section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws, Great Falls Gaming Rendezvous shall not engage in any activity that is not permitted by the United States Federal Income Tax Revision under section 501 (c)(3) of the Internal Revenue Code.

B) Limitation of Director Personal Liability.

The liability of a director of Great Falls Gaming Rendezvous shall be limited to the extent set forth in the bylaws. **PROVIDED**, That such provision shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

C) Bylaws.

The initial bylaws of this corporation shall be adopted by the initial Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or

the articles of incorporation. The board may adopt emergency bylaws in the manner provided by Montana Code Cite Here

13. Amendment.

These Articles of Incorporation can only be amended by two thirds of the members attending the October Annual Meeting held on the last date of the Great Falls Gaming Rendezvous Convention. Proxies or assignees may not vote on any issue concerning the amendment of the Articles of Incorporation.

14. Articles Effective.

These Articles of Incorporation shall be effective upon filing with the Montana Secretary of State's Office in accordance with statutory filing requirements.

15. TAX-PAYER IDENTIFICATION:

The Great Falls Gaming Rendezvous has obtained a TIN or EIN from the United States Department of Revenue.

16. CERTIFICATION

THE UNDERSIGNED, being all of the Incorporators for Great Falls Gaming Rendezvous, evidence their adoption of these Articles of Incorporation for Great Falls Gaming Rendezvous.

EXECUTED by each Incorporator on the Date indicated.

_____, DATED this ___ day of _____, 2012.

Robert Thompson, Organizer
1305 14th Ave S
Great Falls, MT 59405
(406) 868-9260

_____, DATED this ___ day of _____, 2012.

Jeffrey E Watson, Organizer
2010 River Dr N #36
Great Falls, Mt 59401
406-952-4780

_____, DATED this ___ day of _____, 2012.

Connie Thompson, Organizer
1305 14th Ave S

Great Falls, MT 59405
406-868-9726

_____, DATED this ____ day of _____, 2012.
Benjamin Donnelly, Organizer
1619 1st Avenue North
Great Falls, MT 59405

_____, DATED this ____ day of _____, 2012.
Roy J Hensley, Organizer
208 14th St. N
Great Falls, MT 59401
(406)799-8130

_____, DATED this ____ day of _____, 2012.
Adam Pehl, Organizer
2410 5th Ave North
Great Falls MT 59405
406-231-2128

_____, DATED this ____ day of _____, 2012.
Brooks M. Kelly, Organizer
1221 10th Ave. S.
Great Falls, MT 59405
406-453-0588

_____, DATED this ____ day of _____, 2012.
Greg Eitzen, Organizer
2420 7th Ave. N. #19
Great Falls, MT 59401

16. Consent to Appointment as Registered Agent:

I, Matthew S. Robertson, accept appointment as registered agent, and further state that

I am familiar with the duties of a registered agent. I understand that as agent for Great Falls Gaming Rendezvous, it will be my responsibility to accept Service of Process on behalf of Great Falls Gaming Rendezvous to forward license renewals and other mail to Great Falls Gaming Rendezvous, and to immediately notify the Office of the secretary of state in the event of my resignation or of any changes in the Registered Office address.

Matthew S. Robertson
Attorney at Law
PO BOX 212
ULM, MT 59485
Registered Agent