



The State of Texas

Secretary of State

OCT. 2, 2000

NOELLE E. LEGER
14181 NOEL ROAD, #6301
DALLAS, TX 75240

RE:
AMTGARD, KINGDOM OF THE EMERALD HILLS

CHARTER NUMBER C1599610-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

OF

AMTGARD, KINGDOM OF THE EMERALD HILLS
CHARTER NUMBER 01599610

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED SEP. 29, 2000

EFFECTIVE SEP. 29, 2000



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

OCT 02 2000
Secretary of State of Texas

**ARTICLES OF INCORPORATION
OF
AMTGARD, KINGDOM OF THE EMERALD HILLS
A NON-PROFIT CORPORATION**

Pursuant to the provisions of Article 1396-3.02 of the Texas Non-Profit Corporation Act (Vernon's Texas Civil Statutes) the undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of **TEXAS**, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of this corporation is **AMTGARD, KINGDOM OF THE EMERALD HILLS**.

ARTICLE TWO: The name of the registered agent and the address of the registered office of this corporation are:

**REGISTERED AGENT:
NOELLE E. LEGER**

**REGISTERED OFFICE:
7818 IDLEWOOD LANE
DALLAS, TEXAS 75230-3204**

ARTICLE THREE: The specific purposes for which this corporation is organized are: **AMTGARD, KINGDOM OF THE EMERALD HILLS IS A GROUP OF PEOPLE DEDICATED TO THE STUDY AND RECREATION OF THE MEDIEVAL ERA AND THE FANTASY AND/OR HISTORICAL LITERATURE GENRE.**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

ARTICLE FOUR: The number of initial directors of this corporations is **SEVEN**. Their names and address are as follows:

NOELLE E. LEGER
7818 IDLEWOOD LANE
DALLAS, TX 75230

DAVID A. GURNEY
10805 LAKE GARDENS
DALLAS, TEXAS 75218

MICHAEL S. MURPHY
814 APACHE ROAD
GRAND PRAIRIE, TX 75050

JONATHAN M. BELL
6865 GREENWICH
DALLAS, TEXAS 75230

KATIE E. SIMPSON
2200 WATERVIEW PARKWAY #2326
RICHARDSON, TEXAS 75080

MARY MEINERS
738 NEWBERRY
RICHARDSON, TX 75080

MICHAEL L. PEAVY
6001 SKILLMAN #322
DALLAS, TEXAS 75231

ARTICLE FIVE: The name(s) and address(es) of the incorporator(s) of this corporation is (are):

NOELLE E. LEGER
7818 IDLEWOOD LANE
DALLAS, TX 75230

DAVID A. GURNEY
10805 LAKE GARDENS
DALLAS, TEXAS 75218

MICHAEL S. MURPHY
814 APACHE ROAD
GRAND PRAIRIE, TX 75050

JONATHAN M. BELL
6865 GREENWICH
DALLAS, TEXAS 75230

KATIE E. SIMPSON
2200 WATERVIEW PARKWAY #2326
RICHARDSON, TEXAS 75080

AARON B. SIMPSON
2200 WATERVIEW PARKWAY #2326
RICHARDSON, TEXAS 75080

ROBERT J. GRADY
7510 HOLLY HILL #148
DALLAS, TEXAS 75231

MARY MEINERS
738 NEWBERRY
RICHARDSON, TX 75080

MICHAEL L. PEAVY
6001 SKILLMAN #322
DALLAS, TEXAS 75231

ARTICLE SIX: THE PERIOD OF DURATION OF THIS CORPORATION IS PERPETUAL.

ARTICLE SEVEN: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, and shall continue as a member upon paying the semiannual dues. The method and time of payment of dues shall be determined, by the Bylaws of this corporation. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

ARTICLE EIGHT: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of ARTICLE 6.02(3) OF THE TEXAS NON-PROFIT CORPORATION ACT, AND Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles. Notwithstanding any other provision of these Articles, this 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.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Drafted: January 22, 2000

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

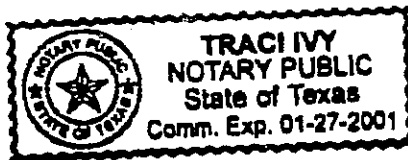
Noelle Eger
Noelle E. Leger, Incorporator

January 24, 2000
Date

SWORN TO AND SUBSCRIBED before me on this the 24 day
of January, 2000.

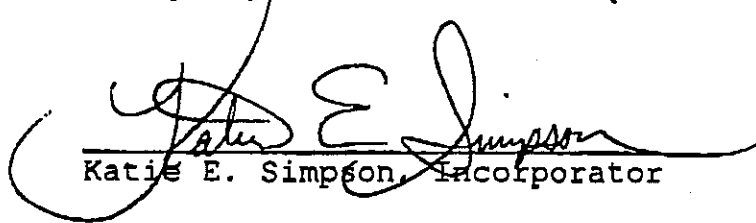
IN WITNESS WHEREOF, I have hereunto set my hand and seal
the day and year before written.

Traci Ivy
NOTARY PUBLIC in and For the State of Texas.



State of Texas)
County of Dallas) ss.

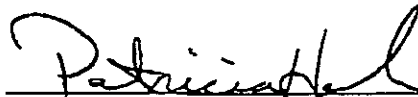
The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.


Katie E. Simpson, Incorporator

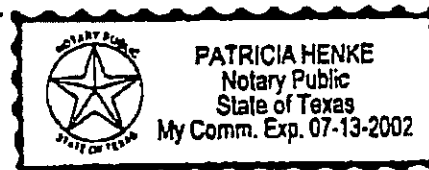
2-15-2000
Date

SWORN TO AND SUBSCRIBED before me on this the 15th day
of February, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
the day and year before written.



NOTARY PUBLIC in and for the State of Texas.



State of Texas)
County of Dallas) ss.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

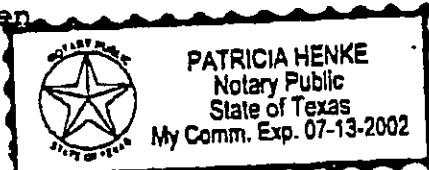
Aaron B. Simpson
Aaron B. Simpson, Incorporator

February 15, 2000
Date

SWORN TO AND SUBSCRIBED before me on this the 15th day
of February, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
the day and year before written.

Patricia Henke



NOTARY PUBLIC in and for the State of Texas.

State of Texas)
County of Dallas) ss.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

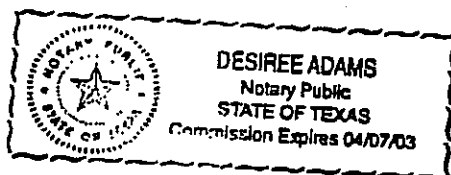
Robert J. Grady
Robert J. Grady, Incorporator

2 - 3 - 2000
Date

SWORN TO AND SUBSCRIBED before me on this the 3rd day
of January, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
the day and year before written.

Desiree Adams
NOTARY PUBLIC in and for the State of Texas.



State of Texas)
County of Dallas) ss.

Dated: January 22, 2000

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

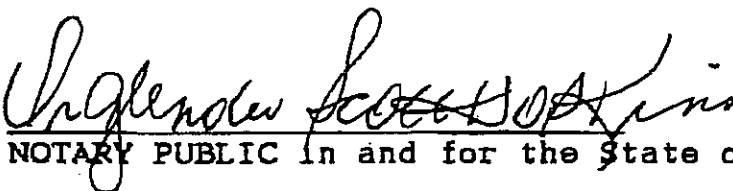

Mary Meiners, Incorporator

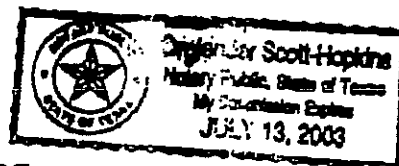
2-1-2000
Date

State of Texas)
County of Dallas) ss.

SWORN TO AND SUBSCRIBED before me on this the 1 day
of February, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal the day and year before written.


NOTARY PUBLIC in and for the State of Texas.



The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.



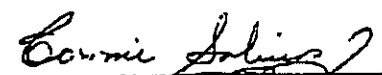
Michael L. Peavy, Incorporator

2-1-00

Date

SWORN TO AND SUBSCRIBED before me on this the 1st day
of February, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
the day and year before written.



NOTARY PUBLIC in and for the State of Texas.



State of Texas)
County of Dallas) ss.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.


Jonathan M. Bell, Incorporator

2/14/2000
Date

SWORN TO AND SUBSCRIBED before me on this the 14th day
of Feb, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
the day and year before written.


NOTARY PUBLIC in and for the State of Texas.



JAN CURETON
NOTARY PUBLIC
STATE OF TEXAS
My Comm. Exp. 03-11-00

State of Texas)
County of Dallas) ss.

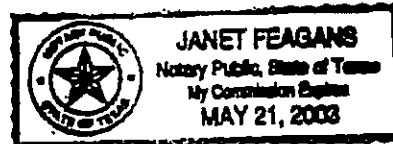
The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

David A. Gurney
David A. Gurney, Incorporator

Feb 18, 2000
Date

SWORN TO AND SUBSCRIBED before me on this the 18th day of February, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Janet Feagans
NOTARY PUBLIC in and for the State of Texas.

State of Texas)
County of Dallas) ss.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

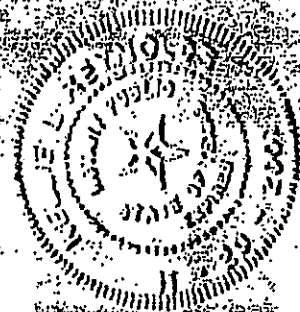
Michael S. Murphy
Michael S. Murphy, Incorporator

Feb-21st 2000
Date

SWORN TO AND SUBSCRIBED before me on this the 21st day
of February, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
the day and year before written.

Kellie L. Reynolds
NOTARY PUBLIC in and for the State of Texas.



State of Texas)
County of Dallas) ss.