

**ARTICLES OF INCORPORATION**  
**OF**  
**THE OMAHA SCIENCE FICTION EDUCATION SOCIETY, INC.**

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Nebraska Business Corporation Act, as amended (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is The Omaha Science Fiction Education Society, Inc.

ARTICLE III

Offices

The location of the principal place of business of this corporation in this state is: 7934 Grover Street, Omaha, NE 68124.

The location of its registered office in this state is: 7934 Grover Street, Omaha, NE 68124.

ARTICLE IV

Registered Agent

The name and address of the corporation's registered agent in this state is:

Matthew S. McKeever  
Copple, Rockey & McKeever, P.C., L.L.O.  
610 North 114 Street, Omaha, NE 68154

## ARTICLE V

### Purposes

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any individual. It is organized under the Nebraska Nonprofit Corporation Act for public and charitable purposes. The public and charitable purposes of the corporation are:

- A. The general purposes and powers are to engage in not-for-profit activities for historical, educational and literary purposes regarding science, science fiction and fantasy, culture and history of science fiction and fantasy and related historical, literary and scientific topics.
- B. To do all and everything necessary to carry into effect the foregoing powers.
- C. To possess and exercise all powers and privileges contained in the Nebraska Nonprofit Corporation Act and any enlargements or amendments thereto.
- D. To operate an organization for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to do any and all things permitted by law without jeopardizing, losing, or failing to qualify for status as an entity exempt from United States income taxes.

## ARTICLE VI

### Directors

The corporation shall have seven (7) Directors and the general management of the affairs of this corporation shall be under the control, supervision, and direction of the Board of Directors. The manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of directors shall be stated in the By-Laws.

The initial Board of Directors shall consist of the following persons:

John Shoberg  
7934 Grover  
Omaha NE 68124

Trudy Myers  
7934 Grover  
Omaha NE 68124

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## ARTICLE VII

### Dissolution

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, educational or scientific purposes and which has established its tax exempt status under Internal Revenue Code Section 501(c)(3).

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the District Court of Douglas County, on petition therefore by the attorney general or by any person concerned in the liquidation, in a proceeding to which the attorney general is a party.

## ARTICLE IX

### Miscellaneous

Notwithstanding any other provision in these Articles of Incorporation, the corporation shall be subject to the following limitations and restrictions:

- A. The corporation shall distribute its income for each taxable year at such time, and in such manner, as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.
- B. The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954.
- C. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954.
- D. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.
- E. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954.

## ARTICLE X

### Amendment

These Articles of Incorporation may be amended by the corporation in accordance with the provisions outlined in the By-Laws of this corporation and in accordance with the laws of the State of Nebraska.

ARTICLE XI

Incorporators

The name and place of residence of each of the incorporators are as follows:

John Shoberg  
7934 Grover  
Omaha, NE 68124

TRUDY MYERS  
7934 GROVER  
OMAHA NE 68124

John R Schlosser  
15111 ATLAS PLZ  
Omaha, NE 68137

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IN TESTIMONY WHEREOF, we have hereunto subscribed our names this  
30 day of MARCH, 2006.

John Shoberg  
John Shoberg

TRUDY MYERS  
Trudy Myers

John R Schlosser  
John R Schlosser

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