

William Francis Galvin  
Secretary of the  
Commonwealth

*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

**April 27, 2010**

TO WHOM IT MAY CONCERN:

I hereby certify that

**AVACON, INC.**

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **April 26, 2010 (Chapter 180)**.

I also certify that no amendments to the Articles of Organization have been filed here to date.

I further certify that so far as appears of record here, said corporation still has legal existence.

I also certify that in the Articles of Organization filed here in the fiscal year **2010**, the Officers and Directors are listed as follows:

**SEE ATTACHED**



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*  
Secretary of the Commonwealth



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512  
Telephone: (617) 727-9640

Special Instructions

N/A

**Articles of Organization**  
(General Laws, Chapter 180)

**Federal Identification Number:** 272428600

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**ARTICLE I**

The name of the corporation is:  
AVACON, INC.

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**ARTICLE II**

The purpose of the corporation is to engage in the following business activities:

- A. TO CONDUCT MEETINGS, CONFERENCES, LECTURES, DISCUSSIONS, FILM SHOWINGS, ART SHOWS, EXHIBITS, CONVENTIONS, PERFORMANCES, AND OTHER PRESENTATIONS RELATED TO EDUCATIONAL AND SCIENTIFIC INQUIRY OF THE METAVERSE, VIRTUAL WORLDS, AUGMENTED REALITY, MEDIATED REALITY, AND 3D IMMERSIVE AND VIRTUAL SPACES.
- B. TO PROMOTE THE ENHANCEMENT, KNOWLEDGE, AND DISSEMINATION OF SCHOLARLY AND COMMUNITY PRODUCED WORKS IN FURTHERANCE OF THE DEVELOPMENT OF THE METAVERSE, VIRTUAL WORLDS, AUGMENTED REALITY, MEDIATED REALITY, AND 3D IMMERSIVE AND VIRTUAL SPACES AND RELATED SUBJECTS IN ARTICLES, PEER REVIEWED JOURNALS, LITERATURE, ARTWORKS, FILMS, MACHINIMA, THEATER, RADIO, TELEVISION, SOUND AND VIDEO RECORDINGS, COMPUTER SOFTWARE, AND ALL OTHER MEDIA EXISTING NOW OR IN THE FUTURE.
- C. TO HOLD, SPONSOR, AND PROMOTE THE DEVELOPMENT OF ORGANIZED FAN ACTIVITIES RELATED TO THE METAVERSE, VIRTUAL WORLDS, AUGMENTED REALITY, MEDIATED REALITY, AND 3D IMMERSIVE AND VIRTUAL SPACES.
- D. TO MAKE GRANTS FOR THE FOREGOING PURPOSES TO ORGANIZATIONS AND ACTIVITIES THAT QUALIFY UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.
- E. TO ACT EXCLUSIVELY FOR CHARITABLE, 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 THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.
- F. TO CARRY ON ANY OTHER LAWFUL ACTIVITIES IN FURTHERANCE OF THE FOREGOING AND CONSISTENT WITH THE REQUIREMENTS AND CONSTRAINTS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.
- G. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE LAWS OF MASSACHUSETTS.

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### **ARTICLE III**

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

THE DESIGNATION OF CLASSES OF MEMBERSHIP, THE MANNER OF ELECTION OR APPOINTMENT, THE DURATION OF MEMBERSHIP, AND THE QUALIFICATION AND RIGHTS, INCLUDING VOTING RIGHTS, OF THE MEMBERS OF EACH CLASS ARE TO BE SET FORTH IN THE BYLAWS.

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### **ARTICLE IV**

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows: *(If there are no provisions state "NONE")*

A. EXCEPT AS OTHERWISE PROVIDED IN THE BYLAWS, MEETINGS OF THE CORPORATION MAY BE HELD ANYWHERE IN THE UNITED STATES.

B. THE CORPORATION SHALL HAVE THE POWERS SPECIFIED IN SECTIONS 3.02 AND 3.03 OF CHAPTER 156D OF THE MASSACHUSETTS GENERAL LAWS.

C. THE OFFICERS AND DIRECTORS OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THIS PROVISION DOES NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR

(I) FOR ANY BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS,

(II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR

(III) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

D. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OR BY A CORPORATION CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170 (C)(2) OF THE INTERNAL REVENUE CODE.

E. NO PART OF THE ASSETS OR NET EARNINGS OF THE CORPORATION SHALL BE DIVIDED AMONG OR INURE TO THE BENEFIT OF ANY OFFICER, DIRECTOR, MEMBER, OR PRIVATE INDIVIDUAL, AND NO PERSON SHALL RECEIVE OR BE ENTITLED TO RECEIVE ANY PECUNIARY PROFIT OF ANY KIND THEREFROM EXCEPT AS REASONABLE COMPENSATION FOR SERVICES RENDERED, REIMBURSEMENT FOR EXPENSES INCURRED ON BEHALF OF THE CORPORATION, OR FOR THE MAKING OF DISTRIBUTIONS TO EXEMPT ORGANIZATIONS IN FURTHERANCE OF THE PURPOSES OF THE CORPORATION AS SET FORTH IN THESE ARTICLES.

F. 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 PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE. THE CORPORATION SHALL NOT, EXCEPT TO AN INSUBSTANTIAL DEGREE, ENGAGE IN ANY ACTIVITIES OR EXERCISE ANY POWERS THAT ARE NOT IN FURTHERANCE OF ITS PURPOSES.

G. UPON DISSOLUTION OF THE CORPORATION, AFTER PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION OR DUE PROVISION THEREFOR, THE DIRECTORS OR OFFICERS HAVING THE POWERS OF DIRECTORS SHALL DISTRIBUTE ALL REMAINING ASSETS OF THE CORPORATION EXCLUSIVELY IN ACCORDANCE WITH THE EDUCATIONAL, SCIENTIFIC, AND LITERARY PURPOSES OF THE CORPORATION, IN SUCH MANNER OR TO SUCH ORGANIZATION OR ORGANIZATIONS AS QUALIFY AT THE TIME UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS SAID DIRECTORS OR OFFICERS SHALL DETERMINE. ANY ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE APPROPRIATE MASSACHUSETTS COURT HAVING JURISDICTION EXCLUSIVELY FOR SUCH PURPOSES STATED ABOVE, OR TO SUCH ORGANIZATION OR ORGANIZATIONS QUALIFYING AS STATED ABOVE, OR FOR SUCH OTHER PURPOSES AS QUALIFY UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS SAID COURT SHALL DETERMINE.

H. ALL REFERENCES IN THESE ARTICLES TO THE INTERNAL REVENUE CODE ARE TO THE INTERNAL REVENUE CODE OF 1954 AS AMENDED AND TO THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

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**Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.**

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**ARTICLE V**

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

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**ARTICLE VI**

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

**Later Effective Date:**

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**ARTICLE VII**

The information contained in Article VII is not a permanent part of the Articles of Organization

**a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:**

**No. and Street:** 8 BILLINGS ROAD

**City or Town:** REHOBOTH

**State:** MA

**Zip:** 02769

**Country:** USA

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**b. The name, residential address and post office address of each director and officer is as follows:**  
(A president, treasurer, clerk, and at least one director are required.)

**Title:** PRESIDENT

**Expiration of Term:** 8/2011

**First Name:** JOYCE

**Middle Name:**

**Last Name:** BETTENCOURT

**Residential Address:** [REDACTED]

**City:** [REDACTED]

**State:** [REDACTED]

**Zip:** [REDACTED]

**Country:** [REDACTED]

**Post Office Address:** [REDACTED]

**City:** [REDACTED]

**State:** [REDACTED]

**Zip:** [REDACTED]

**Country:** [REDACTED]

**Title:** TREASURER

**Expiration of Term:** 8/2011

**First Name:** PETER

**Middle Name:**

**Last Name:** LOKKE

**Residential Address:** [REDACTED]

**City:** [REDACTED]

**State:** [REDACTED]

**Zip:** [REDACTED]

**Country:** [REDACTED]

**Post Office Address:** [REDACTED]

**City:** [REDACTED]

**State:** [REDACTED]

**Zip:** [REDACTED]

**Country:** [REDACTED]

**Title:** CLERK

**Expiration of Term:** 8/2011

**First Name:** CHRISTINA

**Middle Name:** M

**Last Name:** COLLINS

**Residential Address:** [REDACTED]

**City:** [REDACTED]

**State:** [REDACTED]

**Zip:** [REDACTED]

**Country:** [REDACTED]

**Post Office Address:** [REDACTED]

**City:** [REDACTED]

**State:** [REDACTED]

**Zip:** [REDACTED]

**Country:** [REDACTED]

**Title:** DIRECTOR

**Expiration of Term:** 8/2011

**First Name:** DONNA

**Middle Name:**

**Last Name:** MEYER

**Residential Address:** [REDACTED]

**City:** [REDACTED]

**State:** [REDACTED]

**Zip:** [REDACTED]

**Country:** [REDACTED]

**Post Office Address:** [REDACTED]

**City:** [REDACTED]

**State:** [REDACTED]

**Zip:** [REDACTED]

**Country:** [REDACTED]

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c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

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d. The name and business address of the resident agent, if any, of the corporation is:

Name: JOYCE BETTENCOURT

No. and Street: [REDACTED]

City or Town: [REDACTED]

State: [REDACTED]

Zip: [REDACTED]

Country: [REDACTED]

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I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

**IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 26 Day of April, 2010**

*(If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state of other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.)*

JOYCE BETTENCOURT, PRESIDENT

[REDACTED]

PETER LOKKE, TREASURER

[REDACTED]

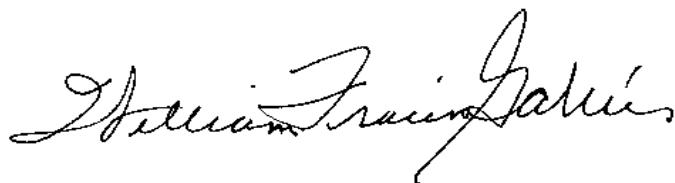
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THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

April 26, 2010 3:22 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

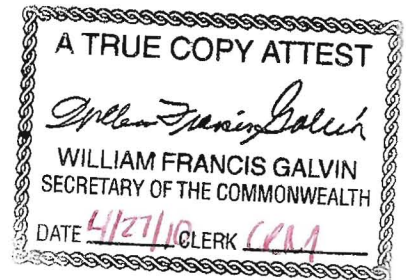
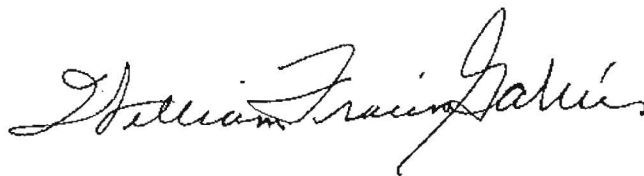


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WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*