

**ARTICLES OF INCORPORATION
OF
California Browncoats, Inc.**

A CALIFORNIA PUBLIC BENEFIT CORPORATION

I

The name of this corporation is California Browncoats, Inc.

II

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The specific purposes for which this corporation is organized are to contribute to the community through fundraisers and service for non-profit charitable organizations while promoting the Firefly and Serenity fandom, cast and crew. This organization's activities include, but are not limited to, conventions, meet-ups and shindigs.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Name: James Riley
Address: [REDACTED]
City: [REDACTED] State: [REDACTED] Zip: [REDACTED]

IV

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. Notwithstanding any other provision of these articles, the 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.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

V

The names and addresses of the persons appointed to act as the initial directors of this corporation are:

Name	Address
James Riley	[REDACTED]
Lynn Briance	[REDACTED]

Arielle Kesweder



Kimberly Pudliner



VI

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

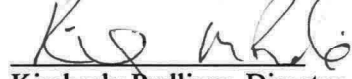
On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Date: 6/6/07



James Riley, Director



Lynn Briance, Director



Arielle Kesweder, Director

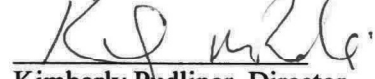

Kimberly Pudliner, Director

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which instrument is our act and deed.


James Riley, Director


Lynn Briance, Director


Arielle Kesweder, Director


Kimberly Pudliner, Director