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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

SUBJECT: VIRTUAL REALM, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JAMES CAMPBELL IV
Name (Printed or typed)

4980 Washington Street
Address

LAKE WALES, FL 33853
City, State & Zip

941-638-2724 or 941-644-5558
Daytime Telephone number

FILED
97 MAR 20 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

mc 3/26/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation for Virtual Realm, Inc.

Article I- Declaration

WE, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of the corporation under the Business Corporation Act, adopt the following Articles of Corporation, for the corporation.

1. The name of the corporation shall be Virtual Realm, Inc. It shall do business as Virtual Realm.
2. This corporation shall have perpetual existence. In the event of a dissolution of the corporation, its assets, after payment of all debts and charges of the corporation, and expenses of dissolution, shall be distributed among the shareholders of the corporation.
3. The purpose of Virtual Realm, Inc., is to provide entertainment with the principal focus of virtual reality simulators and the use of the Virtual Realm pod.
4. The number of shares of common stock that Virtual Realm Incorporated is authorized to have outstanding at any one time is 20000 (twenty thousand) shares.
5. In the event the corporation issues additional shares of common stock, the shareholders at the time of issuance shall have the preemptive rights to acquire additional shares in order to maintain their proportional share of ownership.
6. The name and address of the initial registered agent is James Henry Campbell IV of 4980 Washington Street, Lake Wales, FL 33853. This is also the primary place of business for Virtual Realm, Inc.
7. The names and street addresses of the incorporators to these Articles of Incorporation are:
James Henry Campbell IV, 4980 Washington Street, Lake Wales FL, 33853
James Henry Campbell III, 212 Harrison Street, Lake Wales FL, 33853

These two individuals represent the initial officers and board members until the first annual shareholders meeting.

Article II - Shareholders

Shareholders' Meetings

There will be a stockholders meeting once a year to elect board members and to deal with any business which requires the vote of the stockholders as determined by the Board of Directors. The date of the meeting will be on the first Monday in February.

Special Meetings of the Shareholders

A special meeting of the stockholders may commence by giving due notice to the stockholders and requested by the Board of Directors.

List of Shareholders

A list of stockholders will be available to any Board member for purposes related to the business activity of Virtual Realm. Under no circumstances will the stockholders list be made available to the public except by order of the court.

Notice of Shareholders' Meetings

Notice of the shareholders' meetings will be made in two forms. The first is by postal mail to the last known address of the stockholder. The second is electronically through the use of the Internet to the last known e-mail address. Due notice of meetings and the location of meetings will be given to the shareholders.

Closing of transfer books

On the last day of each fiscal quarter, the shareholders' transfers will be closed for the purpose of distribution of dividends.

Quorum & Adjournment

It is required that 65% of the outstanding shares be represented in order to have Quorum for a shareholders meeting. An adjournment may be made by a recognized motion to close the meeting and a second by the shareholders.

Voting

It is required that a majority vote be made by the shareholders for policy to be ratified or for board members to be elected.

Article II - Shareholders continued

Action without Meeting

An action may be made by the stockholders by petition of 75% of the shares represented. The petition will then be submitted to the Board of Directors to carry out the action.

Waiver of Notice

A shareholder may waiver notice in order to commence an emergency shareholders' meeting. However, the same conditions of quorum must be met.

Article III- Board of Directors

Number

The board of directors shall consist of seven members. For the initial incorporation of Virtual Realm, Inc., there will be two board members as described above until the annual shareholders meeting.

Election

The election of the Board shall take place at the annual stockholders meeting. The tenure of the Director shall be for two years.

Vacancies

In the situation that there is a vacancy for the board, a board member may be elected by majority vote of the board of directors to complete the term of office to the next annual shareholders' meeting.

Powers

The board of directors shall have the power to elect or remove officers, remove directors, place bylaw amendments on the ballot for shareholders' to ratify, approve expansion of corporate holdings.

Removal of Directors

The removal of a director may only happen with 75% of the directors' approval. The director must be given, in writing, the reason for removal.

Place of Meetings

The place of a board meeting must be within 50 miles of Orlando, FL, the primary location of Virtual Realm.

Annual Meetings

The board's annual meeting will commence 1 month after the shareholders' annual meeting.

Regular Meetings

The board shall conduct quarterly meetings in order to conduct business requiring board approval.

Special Meetings

The board may hold special board meetings by giving due notice of the directors.

Quorum

At least five board members must be present in order to establish quorum. If the number is not reached, the meeting must be rescheduled within two weeks of the planned date.

Action without Meeting

An action may be made by the board without the formality of a meeting through the issuance of a letter by each board member and delivered by registered mail to the chairman of the board.

Compensation

There will be no compensation except for mileage expenses to the board members. Mileage expense will be calculated at \$.28 per mile.

Waiver of Notice

A director may waive notice in order to commence an emergency board meeting. However, the same conditions of quorum must be met.

Article IV- Officers

Designation and Titles

The chief executive officer will be responsible for the day-to-day operation of the corporation including the hiring of support staff to operate the retail sites. The CEO will also be responsible for assigning the accounting tasks to a CPA.

Election, Term of Office

The election of officers will take place at the board of directors' annual meeting. The term for an officer will be two years.

Subordinate Officers

There will be a vice-president of engineering which is responsible for the day-to-day activities of designing, building, and maintaining Virtual Realms' assets and property enhancements.

There will be a secretary/treasurer who will serve as the accountant of the corporation and will be responsible for maintaining the financial records of the corporation. The responsibility will also include the maintaining of shareholder listings and the transfer of shares.

Removal

An officer may be removed for neglect to the corporation. The removal must be approved upon by 70% of the board of directors.

Vacancies

A vacancy of an officer will be handled by the chief executive officer.

Chairman of the Board

The chairman of the board will be the chief executive officer or a member of the board of directors chosen by the Chief executive officer.

Resignations

Resignation of any officer must be submitted to the board of directors in writing. The resignation must then be communicated to the shareholders.

Article V- Contracts, Loans, Checks, Deposits

Contracts and Loans

All contracts and loans must be approved by the Board of directors

Checks, Drafts, Deposits

All Checks, Drafts and deposits must be made by two officers of the corporation or an officer and two board members with the exception of general payroll.

Article VI- Certificates for Shares and Their Transfer

Certificates for shares

Every share issued will be supported by a registered certificate.

Transfer of shares

The transfer of shares must be coordinated with the secretary of the corporation.

Article VII- Fiscal Year

The fiscal year for this corporation will be from January 1 to December 31.

Article VIII- Dividends

The payment of dividends will be made upon the last day of each quarter. At that time the transfer of shares will be closed and dividends issued. The issuance of a dividend is based upon the vote of the board of directors.

Article IX- Indemnification of Officers, Directors, Employees, and Agents

All officers, directors, employees and agents will not be held responsible for actions made in the name of the corporation except for gross neglect.

Article X- Repeal, Alteration or Amendment

These bylaws may be altered by a 75% vote of the shareholders at a shareholders' meeting.

The undersigned incorporators have executed these Articles of Incorporation this 12th Day of March, 1997.

Signature  James Henry Campbell, IV

Signature  James Henry Campbell, III

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97 MAR 20 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF RESIDENT AGENT, AND ACCEPTANCE

STATE OF Georgia
COUNTY OF Polk

Before me, the undersigned authority, this day personally appeared James H. Campbell IV to be known, who being by me first duly sworn says:

1. That Virtual Realm, Inc. hereby designates James H. Campbell IV, who is a resident of Polk County, Florida, whose place of residence is 4980 Washington St., Lake Wales, FL 33853 and whose post office address is _____ as Registered Agent for the service of process or notice in any action against Virtual Realm, Inc.

Subscribed and sworn before me on 17th day of March, 1998

Davina Rife
Notary Public, State of Florida



ACCEPTANCE

I certify that I am a permanent resident of Polk, County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Resident Agent.

Executed this 17th day of March, 1998

James H. Campbell IV
Resident Agent