



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

THE ALBUQUERQUE CHAPTER

2295137

The Public Regulation Commission certifies that the Articles of Incorporation, duly signed and verified pursuant to the provisions of the
NONPROFIT CORPORATION ACT
(53-8-1 to 53-8-99 NMSA 1978)
have been received by it & are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Certificate of Incorporation & attaches hereto, a duplicate of the Articles of Incorporation.

Dated: NOVEMBER 4, 2002

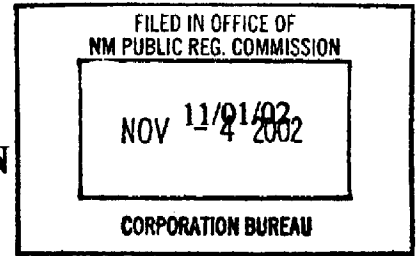
In testimony whereof, the Public Regulation of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe.

Laura Longino

Chairwoman

Bruce K. Lambert

Bureau Chief



**ARTICLES OF INCORPORATION
Of
The Albuquerque Chapter (TROA)**

The undersigned acting as incorporator(s) to form a corporation under the New Mexico Nonprofit Corporation Act (53-8-91 NMSA 1978), adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE ONE: The name of the corporation is The Albuquerque Chapter.

ARTICLE TWO: The period of its duration is perpetual.

ARTICLE THREE: The purposes of the Chapter shall be to promote the purposes and objectives of The Retired Officers Association; foster fraternal relations among retired, active, and former officers of the uniformed services and their National Guard or reserve components; protect the rights and interests of active duty, retired, reserve, and National Guard personnel of the uniformed services and their dependents and survivors; provide useful services for members and their dependents and survivors; and serve the community and the nation.

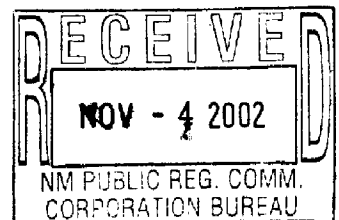
ARTICLE FOUR: If or when the above said corporation is dissolved, all monies and/or assets remaining after all liabilities have been satisfied will be made available to The Retired Officers' Association (TROA) national organization if they remain an IRS tax exempt certified entity. Otherwise all monies and assets will be passed to an IRS tax exempt entity.

ARTICLE FIVE: The name of its initial registered agent and the street address, city of the initial registered office in New Mexico are:

NAME	ADDRESS
Larry D. Hellikson	1 Calle de Oro Tijeras, NM 87059

ARTICLE SIX: The number constituting the initial board of directors is nine (9) and the names and addresses of the persons who have consented to serve as the are:

NAME	ADDRESS
Larry D. Hellikson President	1 Calle de Oro Tijeras, NM 87059
William C. Walters 1 st Vice President	6629 Orphelia Ave NE Albuquerque, NM 87109

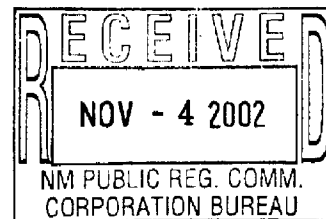


11/01/02

Joseph E. Loisel	2 nd Vice President	2700 Vista Grande NE #96 Albuquerque, NM 87120
Patricia A. Barberis	Secretary	7708 Osuna Rd NE #96 Albuquerque, NM 87109
Michael O'Dell	Treasurer	8005 MacNish Dr NE Albuquerque, NM 87109
Alfred H. Baye	Army Rep.	7204 Arroyo Del Oso Ave NE Albuquerque, NM 87109
Marlene S. Mathis	Navy Rep.	7716 Northridge Ave NE Albuquerque, NM 87109
John N. Donnellon	Air Force Rep.	10824 Towne Park Dr NE Albuquerque, NM 87123
Helen Reynolds	Auxiliary Rep.	1505 Sagebrush Trl SE Albuquerque, NM 87123

ARTICLE SEVEN: The name and address of each incorporator is:

NAME		ADDRESS
Larry D. Hellikson	President	1 Calle de Oro Tijeras, NM 87059
William C. Walters	1 st Vice President	6629 Orphelia Ave NE Albuquerque, NM 87109
Joseph E. Loisel	2 nd Vice President	2700 Vista Grande NE #96 Albuquerque, NM 87120
Patricia A. Barberis	Secretary	7708 Osuna Rd NE #96 Albuquerque, NM 87109
Michael O'Dell	Treasurer	8005 MacNish Dr NE Albuquerque, NM 87109



11/01/02

ARTICLE EIGHT: The directors and/or officers shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director unless that officer or director has breached or failed to perform the duties of the director's office in compliance with Subsection B of Section 53-11-35 NMSA 1978; and the breach or failure constitutes negligence, willful misconduct or recklessness.

Dated: 11/1/02

Signatures of Incorporators

Larry D. Hellikson

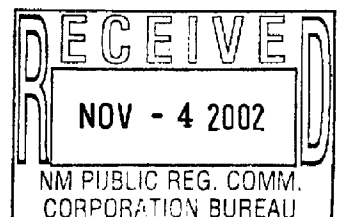
William C. Walters

Joseph E. Loisel

Patricia A. Barberis

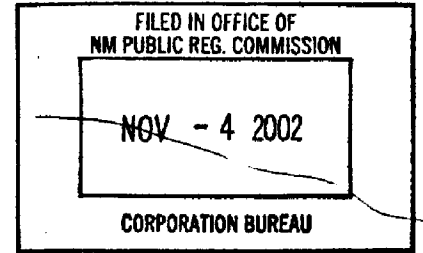
Michael O'Dell

Larry Hellikson
William C. Walters
Joseph E. Loisel
Patricia A. Barberis
Michael O'Dell



**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT**

To: The STATE CORPORATION COMMISSION
STATE OF NEW MEXICO



STATE OF NEW MEXICO

COUNTY OF BERNALILLO

On this day of October 29, 2002 before me a Notary Public in and for the State and County aforesaid, personally appeared Larry D. Hellikson who is to me known to be the person and who acknowledged to me that the undersigned individual does hereby accept the appointment as the Initial Registered Agent of The Albuquerque Chapter, P. O. Box 5071, Albuquerque, NM 87185 the corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant the provisions of the Nonprofit Corporation Act of the State of New Mexico.

A handwritten signature in cursive script, appearing to read "Larry D. Hellikson".

Registered Agent's Signature (Individual)

(NOTARY SEAL)



NOTARY PUBLIC

A handwritten signature in cursive script, appearing to read "Shawn Matson".

My Commission Expires: 2-22-05

