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FILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

OCT 05 1988

ARTICLES OF INCORPORATION

OF

CORPORATION DEPT.

ALBUQUERQUE ROTARY CHARITABLE FOUNDATION, INC.

The undersigned, acting as the Incorporator of a corporation under the New Mexico Nonprofit Corporation Act (53-8-1 to 53-8-99, NMSA 1978), adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Albuquerque Rotary Charitable Foundation, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

1. The purpose or purposes for which the corporation is organized are to solicit and receive contributions, gifts, grants, devises or bequests of real or personal property or both from individuals, foundations, partnerships, associations, governmental bodies or public or private corporations and to maintain, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes either directly or by contribution.

2. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an

organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, or any future federal tax code, or by an organization contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

ARTICLE IV

The corporation shall have such class or classes of members as is set forth in the By-Laws of the corporation.

ARTICLE V

The name of the corporation's initial registered agent and the street address and city of the initial registered office in New Mexico are: Civerolo, Hansen & Wolf, P. A., 500 Marquette, N.W., Suite 1400, Albuquerque, New Mexico, 87103.

ARTICLE VI

The number of directors constituting the initial Board of Directors is seven (7), and the names and addresses of the persons who are to serve as the initial directors are:

Marlin D. Coffee
9612 Tanoan Drive, N. E.
Albuquerque, New Mexico 87111

Valin R. Woodward
7939 Sartan Way, N. E.
Albuquerque, New Mexico 87109

David C. Grosjean
2001 Elaine Place, N. E.
Albuquerque, New Mexico 87112

Dennis E. Jontz
8514 Pebble Beach Drive, N. E.
Albuquerque, New Mexico 87111

Philip R. Grant, Jr.
1404 Lester Drive, N. E.
Albuquerque, New Mexico 87112

William H. Nordyke
3309 La Sala Del Este, N. E.
Albuquerque, New Mexico 87111

Tom H. Taylor
1101 San Pablo, N. E.
Albuquerque, New Mexico 87110

ARTICLE VII

1. This corporation shall have and may exercise all powers and rights conferred upon corporations, organized and existing under the New Mexico Nonprofit Corporation Act, and any additional powers and rights conferred upon such corporations by subsequent legislative acts, subject only to the provisions of Sections 2nd, 3rd, and 4th of this Article VII.

2. No part of the net earnings of this corporation shall inure to the benefit of any director, officer or other private individual, or to the benefit of any organization not qualified for tax exemption under Sec. 501(c)(3) of the Internal Revenue Code, provided that the corporation may pay reasonable compensation for services actually rendered to or for the corporation. * 2nd text

3. The corporation shall exercise only such powers as are in furtherance of exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as the same now exists, or as it may be amended from time to time. *

4. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; and the carrying on of propaganda or otherwise attempting to influence legislation shall not be a substantial part of the activities of the corporation.

ARTICLE VIII

In the event of the dissolution of the corporation, no portion of the assets of the corporation shall be distributed to any person or organization which is not a person or organization organized and operated exclusively for religious, charitable, scientific, literary or educational purposes and qualified as* such under Sec. 501(c)(3) of the Internal Revenue Code of 1986, as amended, or other similar legislation.

ARTICLE IX

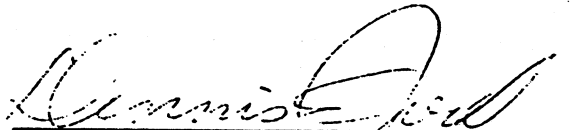
Each Director and officer of the corporation now or hereafter serving as such shall be indemnified by the corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such Director or officer, or by reason of any action alleged to have been taken, omitted or neglected by him as such Director or officer, and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or recklessness.

The amount paid to any officer or Director by way of indemnification shall not exceed his actual, reasonable and necessary expenses incurred in connection with the matter involved. The right of indemnification hereinbefore provided shall not be exclusive of any rights to which any Director or officer of the Corporation may otherwise be entitled by law.

ARTICLE X

The name and address of the incorporator are as follows:
Dennis E. Jontz, 500 Marquette, N.W., Suite 1400, Albuquerque,
New Mexico, 87103.

I, the undersigned, being the sole incorporator for the
purpose of forming a corporation under the New Mexico Nonprofit
Corporation Act, do hereby adopt and sign these Articles of
Incorporation this 9th day of September, 1988.


Dennis E. Jontz, Incorporator

