



8201 Golf Course Rd NW Suite D3-295 Albuquerque, NM 87120
505-850-6190 jeff@tailgatefortroops.org

Articles of Incorporation of Tailgate for Troops

The undersigned person, acting as the incorporator of a corporation pursuant to the New Mexico Non-Profit Corporation Act and being 21 years of age or older, hereby signs and acknowledges the following Articles of Incorporation:

ARTICLE I. Name

The name of the organization shall be **Tailgate for Troops**.

ARTICLE II. Duration

The period of duration of the corporation is perpetual.

ARTICLE III. Purposes, Objectives, Powers and Limitations

The nature of the business of the corporation, the purposes for which it is organized and its powers are as follows:

1. Tailgate for Troops is dedicated to the increase of military and veteran morale, health and welfare and the advancement of charitable organizations, which serve the military and veteran communities. Tailgate for Troops creates enjoyable experiences at collegiate and professional sporting events by providing food and beverages and entertainment to active duty service members. Tailgate for Troops additionally provides marketing and fundraising opportunities for adopted military/veteran charities at Tailgate for Troops events. The foregoing shall not limit the scope of the business of the corporation, which shall include lawful business consistent with these Articles of Incorporation or the By-Laws.
2. The corporation is organized exclusively for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Revenue Law).
3. The corporation shall have, enjoy and exercise all of the rights, powers and privileges conferred upon corporations organized under the New Mexico Non-Profit Corporation Act, whether now or hereafter in effect, and whether or not herein specifically mentioned and which are not inconsistent with the rights, powers and privileges that organizations possess, which meet the requirements

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of Section 501 (c)(3) of the Code.

4. In addition to any other restrictions provided by New Mexico law or by the Internal Revenue Code applicable to non-profit and tax-exempt corporations, the following provisions shall in all events apply:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation, or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its charitable purposes) and no member, director or officer of the corporation, or any other private individual, shall be entitled to share in any distribution of any of the corporation's assets on dissolution of the corporation or otherwise;
- (b) No substantial part of the activities of the 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 on behalf of any candidate for public office;
- (c) No part of the assets of the corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation;
- (d) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is qualified as a tax-exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 and its regulations, as the same now exist or may hereafter be amended;
- (e) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over and distributed only for the purposes set for in Article III to one or more organizations qualified as tax-exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 and its regulations. The organizations to receive such assets and property shall be designated by the Board of Directors.

ARTICLE IV. Registered Office

The address of the initial registered office of the Corporation is 8201 Golf Course Rd NW Suite D3-295, Albuquerque, New Mexico 87120. The name of its initial registered agent at such address is Jeffrey S. Webster.

ARTICLE V. Members and Capital Stock

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The corporation shall have no members with voting and other rights and powers under the provisions of the New Mexico Non-Profit Corporation Act. The Board of Directors may establish honorary non-voting glasses of "members" for fundraising purposes as it deems appropriate, from time to time. The corporation shall have no capital stock.

ARTICLE VI. Board of Directors

The management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided in the New Mexico Non-Profit Corporation Act, these Articles of Incorporation, or the By-laws of the corporation. The Board of Directors shall consist of not less than three nor more than 15 directors, the number of their directors, their classification, if any, their terms of office and the manner of their election or appointment to be determined according to the By-laws of the corporation from time to time in force.

The number of directors constituting the initial Board of Directors is six (6). The names and addresses of the persons who shall serve as the initial Board of Directors are as follows:

1. Jeffrey S. Webster
5920 Buena Vista NW
Albuquerque, NM 87114
2. Jack Kennedy
1334 Las Palmas, #205
Los Angeles, CA 90028
3. Christopher Wood
1742 Tuscorora Ct
San Angelo, TX 76904
4. Rob Fong
4312 Rio Colorado Rd NW
Albuquerque, NM 87124
5. Eric Brower
3824 Douglas MacArthur
Albuquerque, NM 87110
6. Bennie Cruz
5920 Buena Vista NW
Albuquerque, NM 87114

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ARTICLE VII. The number of Incorporators shall be one, and the name and address of the person who shall serve as the Incorporator is as follows:

The corporation shall indemnify any director, officer or former director or officer of the corporation against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she has been made a party by reason of being or having been such a director or officer, except in relation to matters as to which he or she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation. The corporation shall maintain such officers' and director's liability insurance as may from time to time be required in the By-laws of the corporation or by resolution of its Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator of the corporation as designated in Article VI has executed these Articles of Incorporation this 20 th day of May, 2011.



Jeffrey S Webster, Incorporator

Dated: 5/20/2011 _____

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I, Jeffrey S Webster

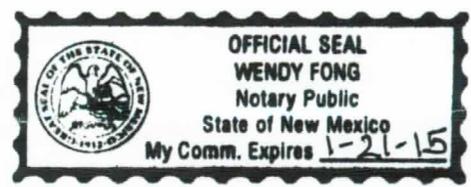
hereby acknowledge that the undersigned individual or corporation accepts appointment as Initial Registered Agent of Tailgate for Troops, the corporation which is named in the annexed Articles of Incorporation.

STATE OF NEW MEXICO)
) ss.
COUNTY OF BERNALILLO)

Subscribed and sworn to before me this 20th day of May, 2011, by Jeffrey S Webster Incorporator.

Witness my hand and official seal.
My commission expires: January 21, 2015

Wendy Fong
Notary Public



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