Bylaws to the Articles of Incorporation Paws to People Organization NMPRC# 4728610 EIN 46-2713415

Article I Offices

Section 1.1. Principal Office. This corporation's principal office shall be fixed and located at 204 Hermosa Dr NE, Albuquerque, New Mexico, 87108. The Board of Directors of this corporation (the "Board") is granted full power and authority to change such principal office from one location to another.

Section 1.2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

Article II Purposes

Section 2.1 Purposes. The specific and primary charitable purposes of this corporation are to advance cures and means of prevention for animal and human catastrophic diseases through raising awareness and fund raising activities to support traditional and comparative study research; to receive, hold and disburse gifts, bequests, devises, and other funds for the foregoing purposes; and to enter into, make perform, and carry out contracts of every kind for any purpose which further the foregoing purposes without limit as to amount. To facilitate the accomplishment of these purposes, this corporation may engage in, sponsor (or co-sponsor) or otherwise be associated with the creation, development, administration, and funding of events public and private, and related activities.

Article III Membership

Section 3.1 Members. Membership of the Organization shall consist of the members of the Board of Directors, the Advisory Board, and others as necessity warrants and as determined by majority vote of the Board of Directors. Any action that requires approval by a majority of all members or approval by members based on existing state or federal law, shall require only approval of the Board of Directors. All rights that would otherwise vest in the members shall vest in the directors.

Section 3.2. Associates. Nothing in this Article III shall be construed as limiting the right of this corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of the Law. This corporation may confer by amendment of its Articles of Incorporation or by amendment of these Bylaws some or all of the rights of a member upon any person or persons who do not have the right to vote (a) for the election of directors, (b) on the disposition of substantially all of the assets of the Corporation, (c) on a merger, (d)on a dissolution, (e) on changes to this corporation's Articles or Bylaws, or (f) on the election of delegates, but no such person shall be a member within the meaning of New Mexico Corporate Code.

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Article IV Directors

Section 4.1. Powers of Directors. Subject to the limitations of the Articles and these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate management of the activities of this corporation to any person or persons or committees however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in additions to other powers enumerated in the Bylaws:

- (a) To select and remove all other officers, agents, and committee members of this corporation, prescribe powers and duties for them as may not be inconsistent with laws, the Articles, or these Bylaws,
- (b) To conduct, manage, and control the affairs and activities of this corporation and to make such rules and regulations therefore not inconsistent with laws, Articles, or these Bylaws, as they deem appropriate.
- (c) To adopt, make and use a corporate seal, and to alter the form of such seal from time to time as they may deem appropriate.
- (d) To borrow money and incur indebtedness, for the purpose of this corporation, and to cause to executed and delivered therefore, in the corporate name, promissory notes, pledges, or other evidences of debt and securities therefore.

Section 4.2. Number of Directors. The authorized number of directors shall consist of at least five (5) but not more than ten (10) directors, until changed by amendment to the Articles or these Bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board.

Section 4.3. Selection and Term of Office. Directors shall be elected at every annual meeting of the Board. Each Director shall serve for a term of two years or until a successor has been elected and qualified. Notwithstanding the forgoing, the initial Board members shall serve terms of various lengths (not exceeding two years unless re-elected to serve additional terms) as determined by the Incorporator of the corporation so as to stagger the expiration of such terms. Any director can be removed by the Board in the Event the Board reasonably determines that such Director has committed any of the following: (a) fraud upon the Board, the corporation or any other person or entity, (b) material misrepresentation or nondisclosure to the Board, (c) a felony under the laws of the United States or any state therein, (d) the act which, in the eyes of the public, would materially and adversely impact the reputation of the Board or the Corporation if the Board were not to removed such Director, or (e) the absence from four consecutive Board Meetings without a reasonable excuse therefore.

Section 4.4. Restriction on Interested Directors. Not more than 30 percent of the persons serving on the Board at one time may be interested persons. An interested person is (i) any person being compensated by this corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise; and (ii) and brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by this corporation.

Section 4.5. Conflicts of interest. No director shall engage in a transaction that could create a conflict of interest with this Corporation without the specific approval of the Board. A merely technical conflict of interest is permissible if there is full disclosure. If a director has a material financial interest in a transaction to which this corporation is a party, the corporation may not enter into the transaction unless the Board previously adopts a resolution stating that: (a) this corporation enters into a transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation; and (c) the Board considered and in good faith determined that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such resolution shall have been adopted by vote of a majority of the Directors, without considering the vote of the interested director(s). If time constraints prevent Board approval before the transaction occurs, such transaction must be approved by an authorized committee or person and ratified by the Board at its next meeting. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 4.6. Vacancies.

- (a) Subject to provisions of New Mexico Corporate Law, any director may resign upon giving written notice to the President, the Secretary, of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.
- (b) Vacancies on the Board may be filled by a majority of the remaining directors, even less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.
- (c) A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors be increased.
- (d) By majority vote, the Board may declare vacant the office of a director who has been declared of unsound mind by final order of court, or been convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under New Mexico Nonprofit Corporate Law.
- (e) No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

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Article V Meetings of the Board

Section 5.1. Place of Meeting Meetings of the Board shall be held at any place within or without the State of New Mexico which has been designated from time to time by the Board. In the absence of such designation, regular meeting shall be held at the principal office of this corporation.

Section 5.2. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of directors (when required by these Bylaws) and officers and the transaction of other business. Annual meetings shall be held with appropriate notice on the first business day of every June at six-thiry in the evening; provided, however, that the Board may by resolution fix another date or time for the annual meeting.

Section 5.3 Regular Meetings. Regular meetings of the Board shall be held with appropriate notice on such dates and at such times as may be fixed from time to time by the Board.

Section 5.4. Special Meetings.

- (a) Special meetings of the Board for any purpose of purposes may be called at any time by the Chairman of the Board (if there is to be such an officer), the President, any Vice President, the Secretary, or any three directors. Special meetings shall be held upon four days' notice by firstclass mail or 48 hours. Notice given personally or by telephone, email, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address, telephone number or email as it is shown upon the records of this corporation or as may have been given to this corporation by the director for purposes of notice.
- (b) Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone to the recipient.

Section 5.5. Quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 5.10 of these Bylaws. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater nuber be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least majority of the required quorum for such meeting.

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Section 5.6. Voting. Each director present shall be entitled to one vote on each matter placed before a meeting. At an annual meeting, the directors whose terms are expiring may be reelected, and, until the election of their successors, shall be entitled to vote upon all matters, including the election of their successors.

Section 5.7. Participation in Meetings via Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 5.8. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes, thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meetings. Section 5.9. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members on the Board shall individually consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board." For purposes of this section 5.9 only, "all members of the Board" shall not include any "interested director" as defined by New Mexico Nonprofit Corporation Law.

Section 5.10. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time or place. Notice of the time and place of holding an adjourned meeting need not be given to the absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 5.11. Rights of Inspection. Each director of this corporation shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

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Section 5.12. Committees. The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board, except with respect to:

- (a) The approval of any action for which New Mexico Nonprofit Public Benefit Corporation Law also require approval of the members or approval of a majority or all members:
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the directors for serving on the Board or any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board, that, by its express terms, is not so amendable or repealable;
- (f) The appoint of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) The approval of any self-dealing transaction, as such transactions are defined in New Mexico Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present. The Board shall have the power to prescribe the manner in which proceedings of any such committee may be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Articl V applicable to meetings and actions by the Board. Minutes shall be kept of each meeting of each committee.

Section 5.13. Advisory Committees. The Board may from time to time appoint advisory committees as deemed appropriate, consisting of directors or persons who are not directors, but such advisory committees shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory committees shall be as prescribed by the chairman of each such advisory committee, and meetings of any advisory committee may called by the Chairman of the Board (if there be such an officer), the Board, the President or the chairman of the advisory committee. The members of any such committee shall be subject to the provisions of Article III.

Section 5.14. Fees and Compensation. Directors and members of committees are considered volunteers and may not receive compensation for their services. The Directors and members of committees may be reimbursed for expenses as determined and approved by the Board.

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Article VI Officers

Section 6.1. Officers. The officers of this corporation shall be a President, a Secretary, and a Treasurer. This corporation may also have, at the discretion of the Board, a Chairman of the Board, on or more Vice-Presidents, one or more Assistant Financial officers, and such other officers as may be elected or appointed in accordance with the provisions of Section 6.3. of these Bylaws. Any numbers of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as President of Chairman of the Board.

Section 6.2. Election. The officers of this corporation, except such officers as may be appointed or elected in accordance with the provisions of Section 6.3 or Section 6.5 of these Bylaws, shall be chosen annually by, and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. Nominations to the Board of Directors may be made to any member of the Board. Eligibility for board membership shall be determined based on the nominee's demonstrated significant interest in the work of the corporation and who has expressed a willingness to donate the time necessary to carry out the work of the corporation during his or her tenure on the Board.

Section 6.3. Subordinated officers. The Board may elect, and may empower the President to appoint, such other officers as the business of this corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as a re provided in these Bylaws or as the Board may from time to time determine.

Section 6.4. Removal and Resignation.

- (a) Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.
- (b) Any officer may resign at any time by giving written notice to this corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled as it occurs in the manner prescribed in these Bylaws for election or appointment to such office.

Section 6.6. Chairman of the Board. The Chairman of the Board (if there is to be such an officer) shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

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Section 6.7. President. The President is the general manager and chief executive officer of this corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of this corporation. The President (if there is no Chairman of the Board or that officer is not present) shall preside at all meetings of the Board. The President shall be primarily responsible for implementing the policies and procedures established by the Board. The President shall convene and preside over all Executive meetings of the corporation, and shall serve as ex-officio member of all committees, except where there may be a conflict of interest. The President shall see all books, reports, and certificates required by law are properly kept or filed. The president is one of the officers who may sign checks or drafts of the corporation, except when payment is being made to the President. The President shall present at each annual meeting of the corporation an annual report of the work of the corporation. In brief, the President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers as may be prescribed by the Board.

Section 6.8. Vice-President (if there is to be such an officer). In the absence or disability of the President, and subject to any limitations imposed by the Board, the Vice-Presidents, if any, are appointed in order of their rank as fixed by the Board, or if not ranked, the vice President designated by the Board, shall perform all of the duties of the President and, when so acting, shall have all the powers of, and be subject to all of the restrictions upon, the President. The Vice President(s) shall have such other powers and perform such other duties as from time to time may be prescribed to them respectively by the Board.

Section 6.9. Secretary. The Secretary shall attend all meetings of the Board and shall keep, or cause to be kept, at the principal office or such other place as the Board may order, a book of all minutes of all meetings of the Board, and its committees, with the time and place of holding, whether required or special, and if special, how authorized, the notice thereof given, the names of those present at the Board and committee meetings, and the proceedings thereof. The Secretary shall be responsible for distributing copies of minutes within seven days of a meeting. The Secretary shall cause to be kept by the appropriate offices of the State of New Mexico the original copy of this corporation's Articles and Bylaws, as amended to date. The Secretary shall give notice of all meetings of the Board and committees thereof required by these Bylaws or by law to be given, shall keep the seal of this corporation in safe custody and shall also have such other powers and duties as may from time to time be assigned by the Board or the President.

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Section 6.11. Treasurer. The Treasurer of this corporation shall keep and maintain, or cause to be kept and maintained, full and accurate accounts of the business transactions of this corporation, and shall send or cause to be sent to the Board such financial statements and reports as are by law or these Bylaws required to be sent to them. The Treasurer is responsible for maintaining the financial transparency of the corporation to the public by making or causing to be made available reports on the corporations earning and expenditures. The Treasurer shall deposit this corporation's funds and other valuables in the name and to the credit of this corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of this corporation as may be ordered by the Board, taking proper vouchers for such disbursements, shall render to the President and directors, whenever they request it, an account of all transactions as Treasurer and the financial condition of this corporation, and shall such other powers and perform such other duties as may be prescribed by the Board. The Treasurer shall Chair the Finance Committee, assist in the preparation of the budget. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign checks issued upon it.

Section 6.12. Advisory Board. The Board of Directors, subject to the limitations of the Articles and the Bylaws, can appoint a volunteer Advisory Board of at least five (5) but not more than ten (10) expert members from the community to guide and advise the Board on matters relating to Comparative Studies, pertinent issues in human and veterinary medicine, bio technology, and any other matters relating to meeting the mission of this corporation. The Advisory Board will assist the Board of Directors, as the Board may request, in identifying issues to which the corporation can productively devote its resources, and in identifying the projects or grant recipients best suited to address those issues. The Advisory Committee members may be members of the Board of Directors or not. The Advisory Board shall serve one year terms, and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 6.13. Duties May Be Delegated. In case of an absence of any officer of this corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, all or parts of the powers or duties of such officer to another officer or to any director.

ARTICLE VII OTHER PROVISIONS

Section 7.1. Amendments. The Bylaws may be amended or repealed by the approval of the Board by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted in writing to the Secretary to be sent out to all Directors with regular Board announcements.

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Section 7.2. Endorsement of Documents and Contracts. Subject to the provisions of applicable law, any note, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by the Chairman of the Board, the President, the Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of any other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other such person or persons and in such manner as from time to time shall be determined by the Board., and unless so authorized by the Board, no officer, agent or representative shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or amount.

Section 7.3 Annual Report. The Board shall cause an annual report to be sent to the directors within 90 days after the end of this corporation's fiscal year. The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of this corporation that such statements were prepared without audit from this corporation's books and records. This requirement of an annual report shall not apply if this corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors. That report shall contain the following information, in appropriate detail for the fiscal year:

- (a) The assets and liabilities, including trust funds, of this corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of this corporation, both restricted and unrestricted to particular purposes.
- (d) The expenses or disbursements of this corporation for both general and restricted purposes.
- (e) Any information required by Section 7.4 of these Bylaws.

Section 7.4 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all directors, or as a separate document if no annual report is issued, this corporation shall annually prepare and mail or furnish to each director a statement of any transaction or indemnification of the following kind within 90 days after the end of this corporation's fiscal year.

(a) And transaction (i(in which this corporation, or its subsidiary was a party, (ii) in which an "interested person had a direct or indirect material financial interest and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in aggregate, more than \$50,000. This statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to this corporation, the nature of their interest in the transaction and, if practical, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

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For purposes of this Section 7.4 (a), an "interested person is either of the following: (1) Any director or officer of this corporation, or its subsidiary (but mere common directorship shall not be considered an interest), or (2) any holder of more than 10 per cent of the voting power with this corporation or its subsidiary.

(b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of this corporation under section 8.1 through 8.2 of these Bylaws.

ARTICLE VIII INDEMNIFICATION

Section 8.1. Definitions. For the purposes of this Article VIII, "agent" means any person who is or was a director, officer, or other agent of this corporation, or is or was serving at the request of this corporation.

- (1) Except for the extent prohibited by applicable law, the corporation shall indemnify each Board Member, officer, or agent of the corporation or such person serving in the name of the corporation as a Director or officer of the corporation against any and all loss, cost, liability and expense which may be imposed upon or reasonably incurred by such person, including reasonable settlement payments, in connection with any action, if a disinterested majority of the Board of Directors, not parties to the action, determines in good faith that such a person was acting in good faith.
- (a) Within what one reasonably believed to be the scope of one's authority, and
- (b) For the purpose on which reasonably believed to be in the best interests of the corporation.
- (2) In any matter in which a person seeking indemnification from the corporation has been adjudged liable for negligence or misconduct in the performance of their duty, such indemnification shall be made only if and to the extent the court in such action was brought, upon application, shall deem proper.
- (3) If a majority of the Board is not disinterested and independent of the action, then independent legal counsel shall make the determinations necessary for indemnification.

Section 8.2. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VIII, except as provided in Section 8.1 of these Bylaws, in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

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Section 8.3. Insurance. This corporation shall have the power to purchase and maintain insurance on behalf of any agent of this corporation against liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article VIII.

These By-Laws to the Paws To People Organization Articles of Incorporation are accepted and approved by the Corporation's Board of Directors on this 12th day of May, 2013.

Susan S Sehi-Smith, President:

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Lynn M Romero, Treasurer: Michile Komero
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Rebecca Passaglia, Secretary: Ulucco Address: -201 Hermosa Dr NE, Albuquerque NM 87108

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