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ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1200 West Washington  
Phoenix, Arizona 85007

Tucson Address: 402 West Congress  
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

ARIZONA COUNCIL OF CHAPTERS (TROA), INC.

EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B

S.S.

ANSWER "C"

SEP 30 1992

THE UNDERSIGNED CERTIFY THAT

A No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

- 1 Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate
- 2 Have been convicted of a felony the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate
- 3 Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
  - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
  - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
  - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

B For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:

- 1 Full name and prior name(s) used
- 2 Full birth name
- 3 Present home address
- 4 Prior addresses (for immediate preceding 7-year period)
- 5 Date and location of birth
- 6 Social Security number
- 7 The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

C Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES \_\_\_ NO

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- 1 Name and address of the corporation
- 2 Full name, including alias and address of each person involved.
- 3 State(s) in which the corporation.
  - (a) Was incorporated
  - (b) Has transacted business
- 4 Dates of corporate operation.
- 5 A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/Officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete

BY Wanda H. Hattell DATE 9-28-92

TITLE \_\_\_\_\_

BY Beverly D. Dunlop DATE 9-28-92

TITLE \_\_\_\_\_

BY Margaret C. Hattell DATE 9/28/92

TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_

TITLE \_\_\_\_\_

FISCAL DATE: Sept. 30<sup>th</sup>

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AZ. COMMISSION  
FOR THE STATE OF AZ  
(1992)

SEP 28 3 10 PM '92

DATE: 9-29  
TERM: \_\_\_\_\_  
DATE: \_\_\_\_\_

ARIZONA COUNCIL OF CHAPTERS (TROA), INC.

245704 - 0



**ARTICLES OF INCORPORATION  
OF  
ARIZONA COUNCIL OF CHAPTERS (TROA), INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona, and the Internal Revenue Code of 1954, as amended, and do hereby adopt these Articles of Incorporation.

**ARTICLE I**

**NAME:** The name of the corporation shall be: ARIZONA COUNCIL OF CHAPTERS (TROA), INC. *AKJ*

**ARTICLE II**

**INCORPORATORS:** The names and addresses of the incorporators are: Donald F. Costello, 2619 W. Isabella, Mesa, Arizona 85202; Beverly J. Dunlap, 336 S. 74th Place, Mesa, Arizona 85208; and Raymond C. Hitzel, 7025 N. 47th Street, Scottsdale, Arizona 85253.

**ARTICLE III**

**PURPOSE:** The purpose for which this corporation is organized is the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

**ARTICLE IV**

**INITIAL BUSINESS:** The corporation is organized and operated exclusively to establish a nonprofit veterans organization within the meaning of Section 501 (c) (19) of the Internal Revenue Code of 1954, as amended, including for such purpose the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (19) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Laws).

**ARTICLE V**

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV. No



substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501 (c) (19) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE VI

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Laws) as the board of directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, as provided by applicable provisions of the Internal Revenue Service Code and the Arizona Revised Statutes.

ARTICLE VII

INDEMNIFICATION: The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

ARTICLE VIII

ANNUAL MEETING: The annual meeting is to be held at a place within or without the state as fixed by the bylaws.

ARTICLE IX

STATUTORY AGENT: The name and address of the initial statutory agent of the corporation is: Donald F. Costello, 2619 W. Isabella, Mesa, Arizona 85202.

ARTICLE X

BYLAWS: The power to adopt bylaws and to alter, amend or repeal the bylaws, subject to repeal or change by the action of the members to change the Articles of Incorporation, shall be vested and reserved to the members.

ARTICLE XI

EXEMPTION: The private property of the directors and members of this corporation shall forever be exempt from all corporate debts and liabilities.

ARTICLE XII

BOARD OF DIRECTORS: There shall be no less than three directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of directors or until their successors are elected and qualified are: Donald F. Costello, 2619 W. Isabella, Mesa, Arizona 85202; Beverly J. Dunlap, 336 S. 74th Place, Mesa, Arizona 85208; and Raymond C. Hitzel, 7025 N. 47th Street, Scottsdale, Arizona 85253.

Dated: September 28, 1992

Donald F. Costello  
(Incorporator's signature)

Beverly J. Dunlap  
(Incorporator's signature)

Raymond C. Hitzel  
(Incorporator's signature)

ACKNOWLEDGEMENT

I, Donald F. Costello, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.

Dated: September 28, 1992

Donald F. Costello  
(Statutory Agent's signature)