

CERTIFICATE OF FORMATION
TROOP CARRIER/TACTICAL AIRLIFT ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

JUN 26 2006

Corporations Section

Pursuant to the provisions of the Texas Business Organization Code Sections 2.001 and 22.001, et seq, the undersigned non-profit corporation adopts the following articles of formation.

ARTICLE ONE: NAME

The name of the Corporation is Troop Carrier/Tactical Airlift Association.

ARTICLE TWO: STATUS

The Troop Carrier/Tactical Airlift Association (the "Corporation") is a non-profit corporation.

ARTICLE THREE: DURATION

The period of the Corporation's duration is perpetual.

ARTICLE FOUR: PURPOSES

The purposes for which the Corporation is formed are:

- (a) To operate exclusively within the requirements of Section 501(c)(19) of the Internal Revenue Code of 1986, as amended (the "IRS Code").
- (b) Within the foregoing purposes, to conduct programs for educational purposes, to sponsor or participate in activities of a patriotic nature, or to provide social and recreational activities for its members.
- (c) Within the foregoing purposes, for any other lawful purpose allowed and not expressly prohibited under chapters 2 or 22 of the Texas Business Organization Code (the "Code") unless such purpose is in conflict with Section 501(c)(19) of the IRS Code.

ARTICLE FIVE: POWERS

The Corporation shall have all of the powers, duties, authorizations and responsibilities as provided in the Code and incidental to the purposes of the Corporation, provided, however, that with respect to the exercise of such powers:

- (a) The Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax as described in Section 501(c)(19) of the IRS Code;
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any member or director of the Corporation, or to any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of none or more of its purposes.

ARTICLE SIX: MEMBERS

At least 75 percent of the Corporation's members must be past or present members of the United States Armed Forces.

At least 97.5 percent of its members must be:

- (a) present or former members of the United States Armed Forces

- (b) cadets (including only students in college or university ROTC programs or at Armed Services academies
- (c) spouses, widows, widowers, ancestors, or lineal descendants of individuals referred to above.

ARTICLE SEVEN: ADDRESS

The street address of the registered office of the Corporation is 3727 Hill Family Lane, Missouri City, TX 77459. The name of the registered agent at such address is Samuel E. McGowan, Jr.

ARTICLE EIGHT: MANAGEMENT

The management of the affairs of the Corporation is vested in the Board of Directors. The number of directors constituting the initial Board of Directors and the names and address of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

Samuel E. McGowan, Jr.
3727 Hill Family Lane
Missouri City, TX 77459

Robert W. Ruffin
8018 Greer Rd.
Sherwood, AR 72120-1502

Anthony W. Girtman
503 S. Bay Court
Runaway Bay, TX 76425

Changes in the number of Directors may be made by amendment to the By-Laws and that number shall control over the number herein stated in this Certificate of Formation.

ARTICLE NINE: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation and after paying or making provisions for the payment of all liabilities of the Corporation, and in order to carry out the beliefs, goals and purposes of the Corporation, the Board of Directors of the Corporation shall dispose of all of the remaining assets of the Corporation by delivery of such assets, as determined by the Directors, to a fund, foundation or organization qualified for exemption from federal income tax under Section 501(c), et seq, of the IRS Code.

ARTICLE TEN: CONFLICTS OF INTEREST

The Board of Directors shall, in the exercise of its overall duties and responsibilities, take such steps as it may deem appropriate to avoid potential conflicts of interest between the Corporation, its Directors, Officers.

(a) If paragraph (b) below is satisfied, no contract or transaction between the Corporation, Directors, or Officers between the Corporation and any other Corporation, partnership, association, or other organization in which any Director or Officer directly or indirectly has a financial interest shall be void or voidable solely because of this relationship or because of the presence or participation of such interested Director or Officer at the meeting of the Board of Directors or committee authorizing such contract or transaction, or because such interested person's vote is counted for quorum purposes only.

(b) Paragraph (a) above will apply only if:

(1) The contract or transaction is fair to the Corporation as of the time it is authorized by the Board of Directors or committee; or,

(2) The material facts as to the relationship of interest of each interested Director or Officer as to the contract or transaction are known or disclosed to: (i) the Board of Directors,

which in good faith authorizes or ratifies the contract of transaction with a majority vote of the disinterested Directors present, each such interested Director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or (ii) a committee of the Board of Directors which in good faith authorizes or ratifies the contract or transaction by a majority of the disinterested Directors present, each such interested Director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote.

ARTICLE ELEVEN: INDEMNIFICATION

To the extent allowed by applicable Texas law, including, but not limited to, the Code, the Corporation shall indemnify any Director, Officer or Member against damage or risk of loss while acting on behalf of the Corporation.

ARTICLE TWELVE: VOLUNTEER IMMUNITY AND LIMITATION OF LIABILITY

Pursuant to Section 84.001, et seq, of the Texas Civil Practice and Remedies Code (the Charitable Immunity and Liability Act of 1987), a volunteer who is serving as an Officer or Director of the Corporation is immune from civil liability for any act or omission resulting in death, damage or injury if the volunteer was acting in the course and scope of his or her duties or functions as an Officer or Director of the Corporation. The Corporation adopts the provisions of the Charitable Immunity and Liability Act of 1987 as such provisions may be applicable to the Corporation.

ARTICLE THIRTEEN: AMENDMENTS

These Articles of Incorporation may be amended or adopted at any time in whole or in part of the affirmative vote of two-thirds vote of the Membership who are present at any regular or special meeting, called for that purpose, provided a copy of the proposed amendment, repeal or adoption is contained in the notice of such meeting and provided further, that the foregoing notice requirements shall not prohibit the Members from adopting the proposed amendment in a modified form which is not identical to that described or set forth in the notice of such meeting.

ORGANIZER

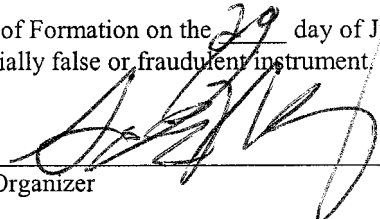
The name and street address of the organizer is Samuel E. McGowan, Jr., 3727 Hill Family Lane, Missouri City, TX 77459.

EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the secretary of state.

EXECUTION

The undersigned has executed this Certificate of Formation on the 29 day of June, 2006, subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.



Organizer