

NEW MEXICO PUBLIC REGULATION COMMISSION

COMMISSIONERS

DISTRICT 1 HERB H. HUGHES
DISTRICT 2 DAVID KING
DISTRICT 3 JEROME D. BLOCK
DISTRICT 4 LYNDA M. LOVEJOY
DISTRICT 5 E. SHIRLEY BACA

DECEMBER 9, 2003



CORPORATION DEPARTMENT

1120 Paseo de Peralta/P.O. Box 1269
Santa Fe, NM 87504-1269
(505) 827-4508
1-800-947-4722

LAFLIN, PICK & HEER, P.A.
ATTORNEYS AT LAW
PO BOX 3260
ALBUQUERQUE, NM 87190

RE: NEW MEXICO GEOLOGICAL SOCIETY FOUNDATION, INC.
SCC#2405512

BE ADVISED THAT THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF INCORPORATION, FOR THE ABOVE REFERENCED CORPORATION, EFFECTIVE DECEMBER 8, 2003. THE ATTACHED CERTIFICATE OF INCORPORATION SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ATTACHED CERTIFICATE DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION TO TRANSACT ANY BUSINESS WHICH REQUIRES COMPLIANCE WITH OTHER APPLICABLE FEDERAL OR STATE LAWS, INCLUDING, BUT NOT LIMITED TO, STATE LICENSING REQUIREMENTS. IT IS THE CORPORATION'S SOLE RESPONSIBILITY TO OBTAIN SUCH COMPLIANCE WITH ALL LEGAL REQUIREMENTS APPLICABLE THERETO PRIOR TO ENGAGING IN THE BUSINESS FOR WHICH IT HAS OBTAINED THE ATTACHED CERTIFICATE OF INCORPORATION.

REQUIRED FILING INFORMATION, WITH THE COMMISSION, FOLLOWS:

THE ENCLOSED FIRST REPORT IS TO BE COMPLETED AND FILED BY JANUARY 8, 2004, WITH A FILING FEE OF \$10.00. THE ORIGINAL FIRST REPORT IS TO BE FILED WITH OUR OFFICE, THE COPY IS FOR YOUR CORPORATE RECORDS. THEREAFTER, A CORPORATE REPORT MUST BE FILED ANNUALLY ON OR BEFORE THE FIFTEENTH DAY OF THE FIFTH MONTH FOLLOWING THE CORPORATION'S TAXABLE YEAR END. LATE FILING PENALTY OF \$10.00 WILL BE ADDED FOR UNTIMELY FILING OF ANY REPORT. THE FIRST REPORT IS NOT FILED IN LIEU OF ANY REQUIRED CORPORATE REPORT. THE REPORT IS REQUIRED TO BE FILED WHETHER A CORPORATION IS ACTIVE OR INACTIVE OR UNTIL SUCH TIME THAT THE CORPORATION IS RELIEVED FROM FILING THE REPORT AS REQUIRED BY LAW.

A SUPPLEMENTAL REPORT SHALL BE FILED WITHIN THIRTY DAYS IF, AFTER FILING OF THE CORPORATE REPORT, A CHANGE IS MADE AFFECTING THE REPORT. PLEASE CONTACT THIS COMMISSION FOR ADDITIONAL INFORMATION AND SUPPLEMENTAL REPORT FORMS.

THE BYLAWS IN EFFECT FOR THE CORPORATION, SIGNED BY TWO AUTHORIZED OFFICERS, SHALL BE MAINTAINED AT THE CORPORATION'S PRINCIPAL OFFICE IN NEW MEXICO AND SHALL BE SUBJECT TO INSPECTION AND COPYING BY THE PUBLIC. IF THE MOST RECENTLY ADOPTED BYLAWS ARE SO MAINTAINED, THEY SHALL NOT BE VOID. THE CORPORATION MAY CHARGE A FEE, NOT TO EXCEED ONE DOLLAR PER PAGE, TO COPY.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION
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OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

NEW MEXICO GEOLOGICAL SOCIETY FOUNDATION, INC.

2405512

The Public Regulation Commission certifies that the Articles of Incorporation, duly signed and verified pursuant to the provisions of the
NONPROFIT CORPORATION ACT
(53-8-1 to 53-8-99 NMSA 1978)
have been received by it & are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Certificate of Incorporation & attaches hereto, a duplicate of the Articles of Incorporation.

Dated: DECEMBER 8, 2003

In testimony whereof, the Public Regulation of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to affixed at the City of Santa Fe.

Lynda Loring

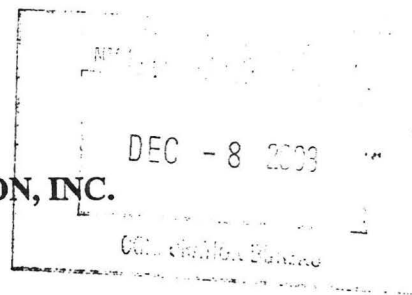
Chairwoman

Don E. Chale

Bureau Chief

**ARTICLES OF INCORPORATION
OF
NEW MEXICO GEOLOGICAL SOCIETY FOUNDATION, INC.**

(A New Mexico Nonprofit Corporation)



The undersigned, acting as the incorporator of a nonprofit corporation under the New Mexico Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation (the "Corporation"):

ARTICLE I

The name of the Corporation shall be: NEW MEXICO GEOLOGICAL SOCIETY FOUNDATION, INC.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

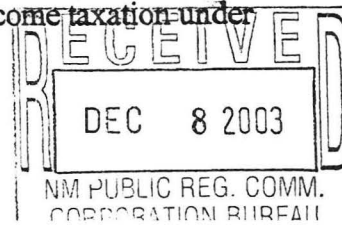
The Corporation shall be organized and operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of NEW MEXICO GEOLOGICAL SOCIETY, INC., a New Mexico nonprofit corporation, located in Socorro, New Mexico.

ARTICLE IV

The Corporation shall have no members.

ARTICLE V

Upon dissolution or liquidation of the Corporation, and after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, the Corporation shall distribute all of the assets of the Corporation exclusively to NEW MEXICO GEOLOGICAL SOCIETY, INC., or its successor in interest, so long as NEW MEXICO GEOLOGICAL SOCIETY, INC. (or its successor in interest) is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of such Code. In the event NEW MEXICO GEOLOGICAL SOCIETY, INC. (or its successor in interest) is not then exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of such Code, then the Corporation shall distribute all of the assets of the Corporation to such one or more entities which are exempt from federal income taxation under



Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of such Code as the Board of Directors shall determine.

ARTICLE VI

The address of the Corporation's initial registered office is 801 Leroy Place, Socorro, New Mexico 87801, and the name of the Corporation's initial registered agent at such address is Brian S Brister, Ph.D.

ARTICLE VII

The number of Directors of the Corporation shall never be less than three (3). The initial Board of Directors shall consist of three (3) members. The names and addresses of the persons who are to serve as Directors until their successors are elected and qualified pursuant to the Bylaws are:

<u>NAME</u>	<u>ADDRESS</u>
Paul A. Catacosinos, Ph.D.	1001 Martingale Lane SE Albuquerque, New Mexico 87123
Brian S. Brister, Ph.D.	801 Leroy Place Socorro, New Mexico 87801-4796
Maureen Wilks, Ph.D.	801 Leroy Place Socorro, New Mexico 87801-4796

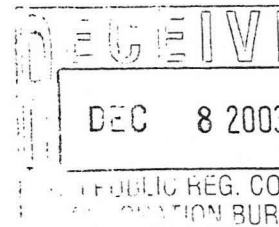
ARTICLE VIII

The Board of Directors, except as limited by the New Mexico Non-Profit Corporation Act, and these Articles of Incorporation, shall require majority consent to make, adopt, alter, amend and repeal the Bylaws, fixing and altering the number of its Directors, and providing for the management of its property, and the regulation and government of its business and affairs.


ARTICLE IX

The name and address of the incorporator, who is a natural person over the age of 21, is:

Brian S. Brister, Ph.D.
801 Leroy Place
Socorro, New Mexico 87801-4796



IN WITNESS WHEREOF, I have hereunto set my hand this 25 day of November, 2003.

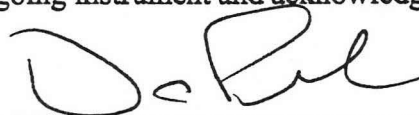


Brian S. Brister, Ph.D.

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

On this 25 day of November, 2003, Brian S. Brister, Ph.D., to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

My Commission Expires:
8-14-06



NOTARY PUBLIC

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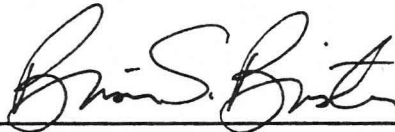
**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY INITIAL DESIGNATED REGISTERED AGENT**

DEC - 8 2003

To: PUBLIC REGULATION COMMISSION
STATE OF NEW MEXICO

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

On this 25 day of November, 2003, before me, a Notary Public in and for the State and County aforesaid, personally appeared BRIAN S. BRISTER, Ph.D., who is to me known to be the person and who acknowledged to me that he does accept the appointment as the Initial registered Agent of NEW MEXICO GEOLOGICAL SOCIETY FOUNDATION, INC., the Corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the New Mexico Non-Profit Corporation Act.



Brian S. Brister, Ph.D.

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

The foregoing instrument was acknowledged before me this 25 day of November, 2003, by Brian S. Brister, Ph.D.

My Commission Expires:
8-19-06



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