

AMENDED AND RESTATED

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Corporation Bureau

DEC 11 2014

ARTICLES OF INCORPORATION

OF

NEW MEXICO MILITARY INSTITUTE FOUNDATION, INC.

Pursuant to the applicable provisions of the New Mexico Nonprofit Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I

The name of the corporation is New Mexico Military Institute Foundation, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Internal Revenue Code. More specifically, the objects and purposes for which the corporation is organized are to create, maintain and administer an endowment fund for the benefit of the New Mexico Military Institute, a state educational institution, located at Roswell, New Mexico, to be used for research, scientific and literary purposes, and for increasing the buildings, equipment and other facilities of said institution; to provide for scholarship; and to promote generally the growth, welfare and maintenance of the New Mexico Military Institute. The corporation shall have the power to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, desirable or proper for the furtherance of the objects and purposes for which the corporation is organized

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ARTICLE IV

A. 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)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Code) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Code).

B. Upon the winding up and dissolution of the corporation, after paying adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed (i) to a nonprofit fund, foundation or corporation which is organized and operated exclusively for the charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) and/or (ii) to New Mexico Military Institute (provided it is a state educational institution then in existence), another state educational institution, the federal government or state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of Chaves County, New Mexico, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE V

The address of the corporation's initial registered office is 101 West College Boulevard, Roswell, New Mexico 88201; and the name of its initial registered agent at the same address is Jimmy Barnes.

ARTICLE VI

A. The affairs of the corporation shall be under the supervision of a Board of Trustees consisting of not less than thirteen (13) voting members, the same currently being the President and Chief Executive Officer of the corporation, three continuing members, and nine

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rotating members. In addition to the thirteen (13) Trustees, the Superintendent of New Mexico Military Institute shall be an ex-officio, non-voting member of the Board of Trustees.

- (1) President and Chief Executive Officer: One (1) member of the Board of Trustees shall be the *President and Chief Executive Officer* of the corporation and shall be appointed by the other members of the Board of Trustees.
- (2) Continuing Members: Three (3) voting members of the Board of Trustees shall be designated as *continuing members*. These three (3) members shall consist of three (3) persons appointed by the Board of Regents of New Mexico Military Institute. No more than two (2) of the persons appointed by the Board of Regents may be serving as Regents at the time of such appointment.
- (3) Rotating Members: Nine (9) voting members of the Board of Trustees shall be designated as *rotating members*. Each *rotating member* shall be elected at-large by the members of the corporation present at the Annual Meeting of the Members.
- (4) Ex-Officio Member: The Superintendent of New Mexico Military Institute shall be an ex-officio, non-voting member of the Board of Trustees.

The number of members, terms of the members of the Board of Trustees and the procedure for filling vacancies on the Board of Trustees may only be reduced by an amendment to these Articles.

B. The names and addresses of the persons who are presently serving until their successors have been appointed or elected, as the case may be, are:

<u>NAME</u>	<u>ADDRESS</u>
Bill Armstrong, Jr.	P. O. Box 2106 Roswell, NM 88202
Jimmy Barnes	101 West College Boulevard Roswell, NM 88201
Lance Benham	3775 East Hefner Road Oklahoma City, OK 73131

NAME (continued)

ADDRESS (continued)

Jesse Eckel	P. O. Box 1778 Roswell, NM 88202
Steve Elliott	P. O. Box 1328 Santa Fe, NM 87504
Jerry Grizzle	#1 Campus Circle Roswell, NM 88201
Phillip Ingram	7410 Montgomery, NE, Suite 203 Albuquerque, NM 87109
Harris Kerr	1701 North L Street Midland, TX 79705
Earl Latimer, III	1908 West 27 <sup>th</sup> Street Roswell, NM 88201
Stephen Paternoster	4209 San Mateo Boulevard, NE Albuquerque, NM 87110
Jesus Salazar	2521 Elfego Road, NW Albuquerque, NM 87107
James Solomon	166 Sonterra Drive Alto, NM 88312
David Vandiver	706 West Quay Artesia, NM 88210
Dick Waggoner	P. O. Box 1027 Roswell, NM 88202

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ARTICLE VII

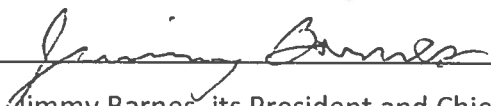
A. The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
H. P. Saunders, Jr.	Roswell, New Mexico
G. G. Armstrong	Roswell, New Mexico
J. P. White, Jr.	Roswell, New Mexico
Hiram M. Dow	Roswell, New Mexico
Clarence E. Hinkle	Roswell, New Mexico

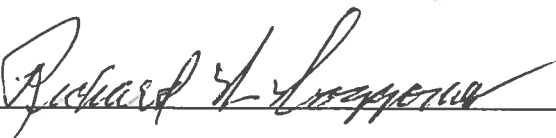
The foregoing amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as amended, have been duly approved as required by law, and supersede the original Articles of Incorporation and all amendments thereto.

Dated October 10, 2014

New Mexico Military Institute Foundation, Inc.

By:   
Jimmy Barnes, its President and Chief  
Executive Officer

And

By:   
Richard W. Waggoner, its Secretary

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# OFFICE OF THE SECRETARY OF STATE

## NEW MEXICO

### *Restated Certificate Of Incorporation*

OF

**NEW MEXICO MILITARY INSTITUTE FOUNDATION, INC.**

**238766**

**NEW MEXICO**

The Office of the Secretary of State certifies that the Restated Articles Of Incorporation, duly signed and verified pursuant to the provisions of the

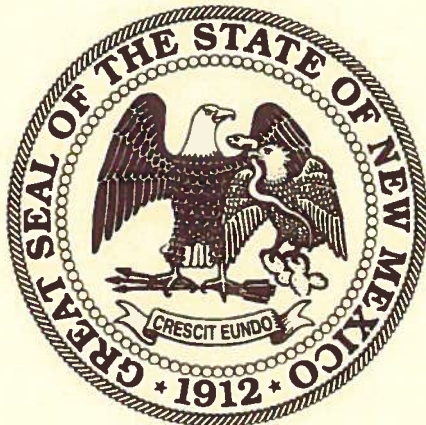
**Nonprofit Corporation Act**

**(53-8-1 To 53-8-99 NMSA 1978)**

have been received and are found to conform to law. Accordingly, by virtue of the authority vested in it by law, the Office of the Secretary of State issues this Restated Certificate Of Incorporation and attaches hereto a duplicate of the Restated Articles Of Incorporation.

Dated: **December 11, 2014**

**In testimony whereof, the Office of the Secretary of State has caused this certificate to be signed on this day in the city of Santa Fe, and the seal of said office to be affixed hereto.**



A handwritten signature in cursive script, reading "Dianna J. Duran".

**Dianna J. Duran**  
**Secretary of State**



STATE OF NEW MEXICO  
**DIANNA J. DURAN**

SECRETARY OF STATE

**December 29, 2014**

NMMI FOUNDATION  
101 W COLLEGE BLVD.  
ROSWELL NM 88201

**RE: NEW MEXICO MILITARY INSTITUTE FOUNDATION, INC.**

Entity ID: 238766

The Office of the Secretary of State has approved and filed the Restated Articles Of Incorporation for the above captioned corporation effective December 11, 2014. The enclosed Restated Certificate Of Incorporation is evidence of filing, and should become a permanent document of the corporations records.

The referenced approval does not constitute authorization for the above referenced organization 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 organizations's sole responsibility to obtain such compliance with all legal requirements applicable thereto prior to engaging in the business for which it has obtained approval of the referenced document.

Your canceled check, as validated by this office, is your receipt. If you have any questions please contact the Corporations Bureau at (505) 827-4508 or toll free at 1-800-477-3632 for assistance.

Corporations Bureau