

[stamped Jan 30, 2002]
ARTICLES OF INCORPORATION

OF

LAS CANDELAS DE LOS CERRILLOS

The undersigned, for the purposes of forming a non-profit corporation pursuant to the laws of the New Mexico Nonprofit Corporation Act, NMSA 1978, §§53-1-8 53-8-1 to 53-8-99, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the corporation (the "corporation") is Las Candelas de los Cerrillos, Inc.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the New Mexico Nonprofit Corporation act for charitable purposes. The specific purpose of the corporation is to make charitable collections and distributions to projects or activities that benefit the citizens of the Village of Los Cerrillos and its surrounding areas and improve their community in various ways.

The corporation is organized exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). In furtherance thereof, the corporation may receive property by gift, devise, or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the New Mexico Nonprofit Corporation Act.

ARTICLE IV

Restrictions

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted by §501(h) of the Code and in any corresponding laws of the State of New Mexico. The corporation shall not participate in or intervene in, including the publishing or distribution of statements concerning any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding

section of any future federal tax code.

(b) This paragraph (b) shall apply only if the corporation is or becomes a private foundation as that term is defined by section 509 of the Code. The corporation shall expend or distribute its income for each year at such time and in such amount and manner as not to subject it to tax under Section 4942 of the Code; and shall refrain from any act or self-dealing, any retention of excess business holdings, any investment and any taxable expenditure which would subject it to tax under sections 4941, 4943, 4944, or 4945 of the Code.

ARTICLE V

Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state, for a public purpose in the village of Cerrillos. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

Initial Registered Office and Initial Registered Agent

The street address of the initial registered office of the corporation is 49 Main Street Cerrillos, New Mexico 87010.

The name of the initial registered agent of the corporation, an individual resident in New Mexico whose business is at the above address, is Cathy Weber.

ARTICLE VII

Board of Directors

The initial Board of Directors, who shall hold office until their successors take office is:
[The number of directors constituting the initial board of directors is three (3)]

| Name | Title | Address |
|------------------|----------------|----------------------------------|
| Richard Crombie | President | P.O. Box 90, Cerrillos, NM 87010 |
| Ann Murray | Vice-President | P.O. Box 22, Cerrillos, NM 87010 |
| Yolanda Sandoval | Secretary | P.O. Box 68, Cerrillos, NM 87010 |

ARTICLE VIII

Incorporator

The name and address of each incorporator of the corporation is:

| Name | Address |
|------------------|----------------------------------|
| Yolanda Sandoval | P.O. Box 68, Cerrillos, NM 87010 |

Richard Crombie
Gretel Wanamacher
Ann Murray
Ross Lockridge
William Kuchar

P.O. Box 90, Cerrillos, NM 87010
P.O. Box 371, Cerrillos, NM 87010
P.O. Box 22, Cerrillos, NM 87010
P.O. Box 22, Cerrillos, NM 87010
P.O. Box 343, Cerrillos, NM 87010

For purposes of forming the corporation under the laws of the State of New Mexico, the undersigned, constituting the incorporators, have executed these Articles of Incorporation as of October 25, 2001.

Yolanda Sandoval

Richard Crombie

Gretel Wanamacher

Ann Murray

Ross Lockridge

William Kuchar