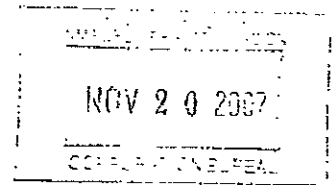


**ARTICLES OF INCORPORATION**  
**OF**  
**TRES SEMILLAS FOUNDATION**



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

**ARTICLE I**  
**Name**

The name of the corporation is TRES SEMILLAS FOUNDATION.

**ARTICLE II**  
**Duration**

The period for which the Corporation is organized shall be perpetual.

**ARTICLE III**  
**Exempt Purpose**

The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, supporting and making distributions to other organizations that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code").

**ARTICLE IV**  
**Specific Exempt Purposes**

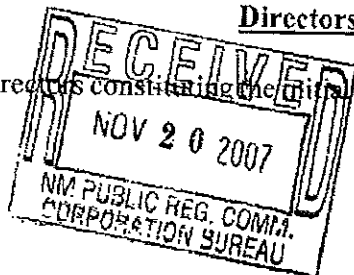
The specific exempt purpose for which the Corporation has been formed is to provide for economic development in the Abiquiu, New Mexico area. Subject to the exempt purposes of the Corporation set forth in Article III, the Corporation may also engage in all other activities which are permissible by law.

**ARTICLE V**  
**Membership**

The Corporation shall not have any members.

**ARTICLE VI**  
**Directors**

The number of directors constituting the initial board of directors is three (3). The names and



addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Bernadette Gallegos  
#4, County Road 155  
Abiquiu, New Mexico 87510

Stephen Gallegos  
#4, County Road 155  
Abiquiu, New Mexico 87510

Myron Simmons  
1147 County Road 142  
Abiquiu, New Mexico 87510

#### **ARTICLE VII** **Prohibitions**

No part of the net earnings 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 of Corporation set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Code by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

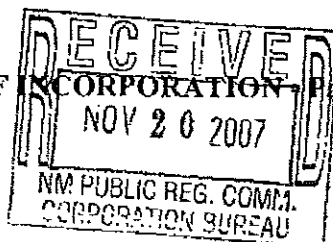
#### **ARTICLE VIII** **Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, transfer and convey all of the remaining assets of the Corporation to one or more organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall then be described in Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of by the Board of Directors shall be disposed of by the District Court 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 IX** **Registered Agent and Office**

The name of the Corporation's initial registered agent and the street address of the initial registered office in New Mexico are:

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Bernadette Gallegos  
#4, County Road 155  
Abiquiu, New Mexico 87510

**ARTICLE X**  
**Incorporator**

The name and address of the Incorporator is:

Bernadette Gallegos  
#4, County Road 155  
Abiquiu, New Mexico 87510

**ARTICLE XI**  
**Indemnification**

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or while a director or officer of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the New Mexico Nonprofit Corporation Act as the same exists or may hereafter be amended and pursuant to the Corporation's bylaws as such bylaws may be amended.

Dated: November 20, 2007.

  
Bernadette Gallegos  
Incorporator

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