



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

NEW MEXICO NETWORK FOR WOMEN IN SCIENCE AND ENGINEERING, INC.

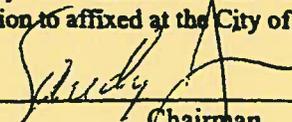
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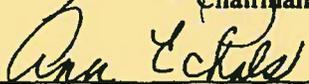
The Public Regulation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the
NONPROFIT CORPORATION ACT
(53-8-1 to 53-8-99 NMSA 1978)
have been received by it and are found to conform to law.

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

Dated: DECEMBER 14, 2009

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 affix at the City of Santa Fe.



Chairman


Bureau Chief

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FILED IN OFFICE OF
NM PUBLIC REG. COMM.

DEC 14 2009

**Nonprofit Corporation
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION**

CORPORATION BUREAU

Pursuant to the provisions of the New Mexico Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

ARTICLE ONE: The name of the corporation is (include NMPRC#): 1013002
Network for Women in Science and Engineering, Inc.

ARTICLE TWO: The following articles are amended as set forth here: (*identify by article number and attach additional pages if necessary*)

Amended Article I.
The name of the corporation shall be NEW MEXICO NETWORK FOR WOMEN IN SCIENCE AND ENGINEERING, INC.

ARTICLE THREE: (*select the appropriate action taken*)

The **date of the meeting of members** at which the amendment was adopted was 17 October 2009.
A quorum of the members entitled to vote was present and the amendment received at least two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast.

OR

The amendment was adopted by a consent in writing signed by all members entitled to vote thereon.

OR

The **date of the meeting of the board of directors** at which the amendment was adopted was _____. The corporation has no members, or no members entitled to vote thereon, therefore the amendment was adopted by a majority of the board of directors in office.

ARTICLE FOUR: If these Articles of Amendment are not to be effective upon filing with the commission, the effective date is: (*if an effective date is specified here, it cannot be a date prior to the date the articles are received by the commission*) _____

Dated: 17 October 2009

Network for Women in Science and Engineering, Inc.

~~Network for Women in Science and Engineering~~

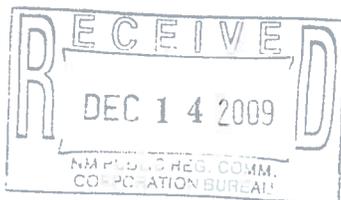
Name of Corporation

Two officers must sign:

By Elizabeth M. Kallman
Signature of Authorized Officer

By [Signature]
Signature of Authorized Officer

Form DNP-AM
(revised 07/03)



ARTICLES OF INCORPORATION
OF THE
NETWORK FOR WOMEN IN SCIENCE AND ENGINEERING, INC.

MAY - 9 1979

The undersigned, being of full age and legal capacity, does hereby certify that she on this date formed a corporation under the laws of the State of New Mexico, and does further certify:

ARTICLE I.

The name of the corporation shall be NETWORK FOR WOMEN IN SCIENCE AND ENGINEERING, INC.

ARTICLE II. Purposes.

The corporation shall encourage the entry into science and engineering professions of women and minorities. The corporation shall engage in the study of the history and problems involved in such entry and encourage and support science and engineering research on the part of women and minorities.

ARTICLE III. Term.

The corporation shall have a perpetual existence.

ARTICLE IV. Registered Office and Agent.

The registered Agent of the corporation shall be Nancy Martin. The address of the registered office at which the registered Agent may be reached is 425 Dartmouth, N.E., Albuquerque, New Mexico 87106.

ARTICLE V. Non-Profit Status.

The corporation does not afford pecuniary gains incidentally or otherwise to its members. The corporation shall have no capital stock.

RECEIVED

MAY 9 1979

N.M. ST. CORP. COMM.
Corp./Franchise Tax Dept.

The name and address of the incorporator is
Nancy Martin, 425 Dartmouth, N.E., Albuquerque, New Mexico 87106.

ARTICLE VII. Directors.

The Board of Directors of the corporation shall consist of no less than three (3) and no more than fifteen (15) members. The initial Board of Directors shall consist of the following three (3) individuals:

<u>NAME</u>	<u>ADDRESS</u>
Nancy Martin	425 Dartmouth, N.E., Albuquerque, New Mexico 871
June Gillespie	1330 Airway Road, S.W., Albuquerque, New Mexico
Deborah Bennett	Los Alamos Scientific Laboratories, Los Alamos, New Mexico

ARTICLE VIII. Tax Exemption Limitations.

At all times, and notwithstanding change of name, merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary, or by operation of law, or any other provisions hereof:

A. The corporation shall not possess or exercise a power or authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended (hereafter referred to as "the Code"), contributions to which are deductible for Federal income tax purposes; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

B. No part of the assets or net earnings of the corporation shall be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable, scientific, or educational within the meaning of Section 501 (c) (3) of the Code.

C. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation as these prohibited

activities are defined by law; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

E. At no time shall the corporation engage in any activities which are unlawful under the laws of the United States of America, the State of New Mexico, or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Code.

F. No compensation, loan or other payment shall be paid or made to any officer, board member, creator, or organizer of the corporation, or substantial contributor to it, except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation and no part of the assets or net earnings, current or accumulated, of the corporation shall ever be distributed to or divided among such person, or inure, be used for, accrue to or benefit any such person or private individual (under the prohibition contained in Section 501 (c) (3) of the Code).

G. No solicitation of contributions of the corporation shall be made and no gift, bequest or devise to the corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its Federal income tax exemption.

H. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code.

I. The corporation shall not engage in any act or self-dealing, as defined in Section 4941 (d) of the Code.

J. The corporation shall not retain any excess business holdings, as defined in Section 4943 (c) of the Code.

K. The corporation shall not make any investments such a manner as to subject the corporation to tax under Section 4944 of the Code.

L. The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Code.

Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, its assets, if a

remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described in Section 501 (c) (3) of the Code or for any exempt purposes as described in Section 501 (c) (3) of the Code or the corresponding provision of any future U.S. Internal Revenue Law.

ARTICLE IV. Amendment.

These Articles of Incorporation may be amended by the Board of Directors, provided that at least two-thirds (2/3) of the Board members approve of the amendment.

DATED this 7th day of May, 1979.

Nancy Martin
Nancy Martin

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MAY 9 1979

N.M. ST. CORP. COMM.
Corp./Franchise Tax Dept.