



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

THE ROBERT F. NICODEMUS MEMORIAL WILDERNESS FOUNDATION


2093391

The Public Regulation Commission certifies that duplicate originals of the Articles of Incorporation 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.

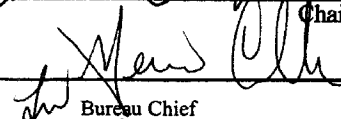
Accordingly, by virtue of the authority vested in it by law the Public Regulation Commission issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated: JUNE 13, 2000

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

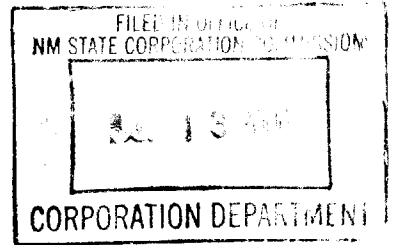


Chairman



Bureau Chief

**TYPE OR PRINT LEGIBLY
FILE DUPLICATE ORIGINALS
FILING FEE: \$25.00**



ARTICLES OF INCORPORATION

ARTICLE ONE: The corporate name of the corporation is:

The Robert F. Nicodemus Memorial Wilderness Foundation

ARTICLE TWO: The period of its duration is: Perpetual

ARTICLE THREE: The purpose for which the corporation is organized:
(ATTACH SCHEDULE IF NEEDED)

The Robert F. Nicodemus Memorial Wilderness Foundation has been organized to operate exclusively for charitable purposes, including but not limited to restoring the grandeur of our wild and natural heritage in New Mexico by conducting site assessments and analyses to design and implement plans that improve the quality of degraded habitats for native flora and fauna and also promote stewardship of the land, by removing litter (for reuse, recycling, or disposal) and graffiti from off-trail or less frequented areas in designated and non-designated wilderness areas, and by promoting public awareness of and involvement in these efforts.

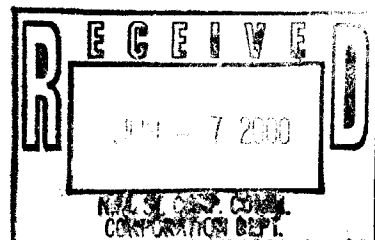
ARTICLE FOUR: (If dissolution provision is not set forth within these Articles of Incorporation, then powers enumerated under the Nonprofit Corporation Act will prevail.)
(ATTACH SCHEDULE, IF NEEDED)

Upon the dissolution of the corporation and after the payment or provision for payment of all the liabilities of the corporation, the board of directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to organizations that are qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.

ARTICLE FIVE: The name of its initial registered agent and registered office street address (P.O. BOX IS UNACCEPTABLE UNLESS GEOGRAPHICAL LOCATION IS GIVEN), city and ZIP Code in New Mexico are:

NAME	ADDRESS
Robert K. Dudley	13117 Candelaria Rd. NE #4 Albuquerque, NM 87112

JUN 13 2000



ARTICLE SIX: The **number** of directors constituting the initial board of directors is three, and the names and addresses of the persons who have consented to serve as the initial directors are:

(ATTACH SCHEDULE, IF NEEDED)

NAME	ADDRESS
Robert K. Dudley	13117 Candelaria Rd. NE #4 Albuquerque, NM 87112
Yih-Ming Hsu	13117 Candelaria Rd. NE #4 Albuquerque, NM 87112
Mary H. Dudley	Sedgwick County Regional Forensics Science Center 1109 N. Minneapolis Wichita, KS 67214

ARTICLE SEVEN: The name and address of each incorporator:

(ATTACH SCHEDULE, IF NEEDED)

NAME	ADDRESS
Robert K. Dudley	13117 Candelaria Rd. NE #4 Albuquerque, NM 87112

DATED: 22 April 2000



Signature of Incorporator(s)

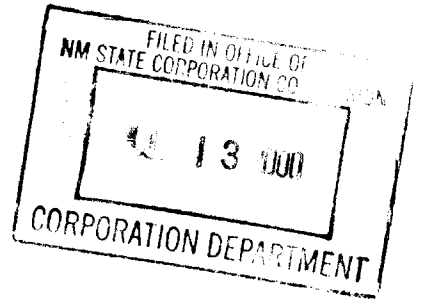
(FILE DUPLICATE ORIGINALS)

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

To: The PUBLIC REGULATION COMMISSION
STATE OF NEW MEXICO

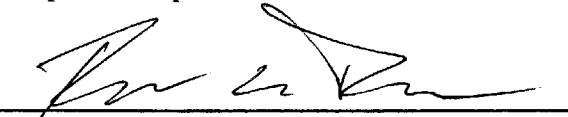
STATE OF New Mexico

COUNTY OF Bernalillo



On this 17th day of April, 2000, before me a Notary Public in and for the State and County aforesaid, personally appeared Robert K. Dudley, who is to me known to be the person and who acknowledged to me that the undersigned individual/corporate entity does hereby accept the appointment as the Initial Registered Agent of The Robert F. Nicodemus Memorial Wilderness Foundation

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 Nonprofit Corporation Act .



Registered Agent's Signature (Individual)

OR

Registered Agent's Corporate Name

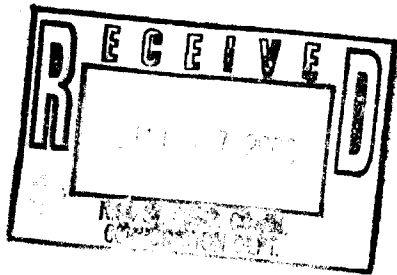
By _____
Signature of Agent's President/Vice President

(NOTARY SEAL)

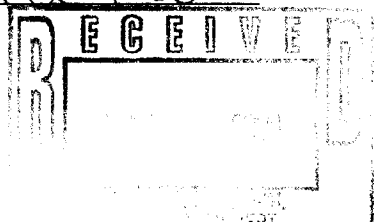


NOTARY PUBLIC

APR 13 2000



My Commission Expires: 7-29-02



- 3 2000

APR 20



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

THE ROBERT F. NICODEMUS MEMORIAL WILDERNESS PROJECT


3210705


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.

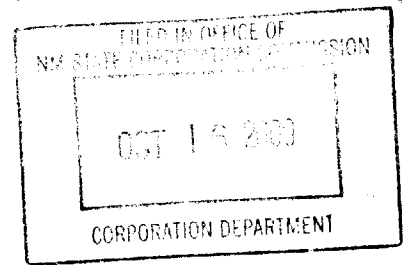
Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: OCTOBER 16, 2000

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


Chairman


Bureau Chief



**TYPE OR PRINT LEGIBLY
FILE DUPLICATE ORIGINALS
FILING FEE: \$20.00**

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 53-8-37 NMSA 1978 of the Nonprofit Corporation Act the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE: The name of the corporation is: The Robert F. Nicodemus Memorial Wilderness Foundation.

ARTICLE TWO: The following amendment to the Articles of Incorporation was adopted by the corporation on the 11th day of October 2000, in the manner prescribed by the New Mexico Nonprofit Corporation Act:

ARTICLE ONE: The corporate name of the corporation is: The Robert F. Nicodemus Memorial Wilderness Foundation.
has been changed to

ARTICLE ONE: The corporate name of the corporation is: The Robert F. Nicodemus Memorial Wilderness Project.

ARTICLE THREE: The purpose for which the corporation is organized: The Robert F. Nicodemus Memorial Wilderness Foundation has been organized to operate exclusively for charitable purposes, including but not limited to restoring the grandeur of our wild and natural heritage in New Mexico by conducting site assessments and analyses to design and implement plans that improve the quality of degraded habitats for native flora and fauna and also promote stewardship of the land, by removing litter (for reuse, recycling, or disposal) and graffiti from off-trail or less frequented areas in designated and non-designated wilderness areas, and by promoting public awareness of and involvement in these efforts.
has been changed to

ARTICLE THREE: The purpose for which the corporation is organized: The Robert F. Nicodemus Memorial Wilderness Project has been organized to operate exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including but not limited to restoring the grandeur of our wild and natural heritage in New Mexico by conducting site assessments and analyses to design and implement plans that improve the quality of degraded habitats for native flora and fauna and also promote stewardship of the land, by removing litter (for reuse, recycling, or disposal) and graffiti from designated and non-designated wilderness areas, and by promoting public awareness of and involvement in these efforts.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**
(continued)

ARTICLE FOUR: Upon the dissolution of the corporation and after the payment or provision for payment of all the liabilities of the corporation, the board of directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to organizations that are qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. Any assests not so disposed of will be disposed of by a court of jusrisdiction in the county in which the principal office of the corporation is located.
has been changed to

ARTICLE FOUR: 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 future United States Internal Revenue Law) 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 Internal Revenue Law).

Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for 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. 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 THREE: (Mark ("X") the appropriate action taken):

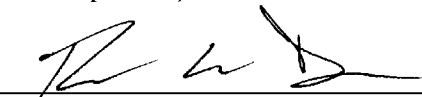
 X A quorum of the members entitled to vote was present and the amendment received at least two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast;


 The amendment was adopted by a consent in writing signed by all members entitled to vote thereto;

 No members are entitled to vote thereon, therefore, the vote of a majority of the board of directors in office voted for adoption of said amendment.

Dated: the 13th day of October 2000

The Robert F. Nicodemus Memorial Wilderness Project
(Name of Corporation)

By: 
Robert K. Dudley (President)

and: 
Yih-Ming Hsu (Secretary)

OCT 13 2000