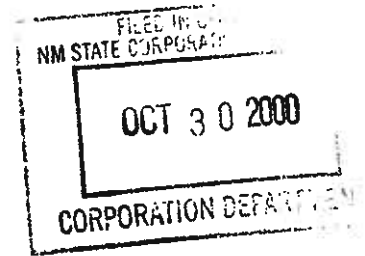


**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**



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 scholarships; 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.

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 future 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 Internal Revenue Code).

B. Upon the winding up and dissolution of the corporation, after paying or 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 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 a 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 Blvd., 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 eighteen (18) members.

(1) *Chief Executive Officer.* One member of the Board of Trustees shall be the duly appointed and acting Chief Executive Officer of the Corporation.

(2) *Continuing Members.* Five (5) members of the Board of Trustees shall be the duly appointed members of the Board of Regents; and one member shall be the duly elected and acting President of the New Mexico Military Institute Alumni Association, Inc. These six (6) members shall be called "continuing members."

(3) *Foundation Members.* Nine (9) members of the Board of Trustees shall be elected from the members of the corporation at the annual meeting of the members of the corporation, and these members shall be called "rotating members."

(4) *Alumni Board Members.* Two (2) members of the Board of Trustees shall be members of the Board of Directors of the New Mexico Military Institute Alumni Association, Inc., elected or appointed each year in such manner as may be

determined by such Board of Directors, and these members shall be called "alumni board members."

The terms of the members of the Board of Trustees and the procedure for filling vacancies on the Board of Trustees shall be provided for in the By-Laws of the corporation. A change in the number of the Board of Trustees shall be made only 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>
James K. Anderson	903 Chautauqua Norman, Oklahoma 73069
Bill Armstrong, Jr.	P.O. Box 1873 Roswell, NM 88202-1973
Robert G. Armstrong	P.O. Box 1973 Roswell, NM 88202-1973
Jimmy Barnes	101 West College Boulevard Roswell, NM 88201
LTG Charles W. Brown, Jr.	601 Forest Way Monument, CO 80132-8267
MG Thomas F. Cole	2806 Nisqually View Loop Olympia, WA 98516
Michael C. Currier	P.O. Box 430 Carlsbad, NM 88221
John W. "Jack" Daniels	13600 Canada del Oso Place, NE Albuquerque, NM 87111
Steve Elliott	P. O. Box 1355 Roswell, NM 88202-1355
Nickie A. Vigil-Garcia	2202 Ardor Street Santa Fe, NM 87505

Mike J. Haggar	11811 Menaul, NE#1 Albuquerque, NM 87112
C. Robert Kemble, Ph.D.	63 Pinon Hill Place, NE Albuquerque, NM 87122
Harris E. Kerr	500 W. Texas, Suite 1310 Midland, Texas 79701
Ralph Nix, Jr.	P.O. Box 440 Artesia, NM 88211-0440
Col. Edward J. Porter	1702 E. Mescalero Road Roswell, NM 88201
Bruce D. Ritter	P.O. Box 1836 Roswell, NM 88202-1836
LTG W. W. Scott, Jr.	P. O. Box 84 Alto, NM 88201
Fred G. Yates	P.O. Box 2323 Roswell, NM 88202-2323

ARTICLE VII

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



OFFICE OF THE
PUBLIC REGULATION COMMISSION

RESTATED CERTIFICATE OF INCORPORATION

OF

NEW MEXICO MILITARY INSTITUTE FOUNDATION, INC.

3211737

The Public Regulation Commission certifies that duplicate originals of Restated 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 Restated Certificate of Incorporation and attaches hereto a duplicate original of the Restated Articles of Incorporation.

Dated: OCTOBER 30, 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

Bill Pope
Chairman

Ann Echols

Bureau Chief

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
NEW MEXICO MILITARY INSTITUTE FOUNDATION, INC.
(A New Mexico Non-Profit Corporation)**



Pursuant to the provisions of Sec. 53-8-37 of the New Mexico Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

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

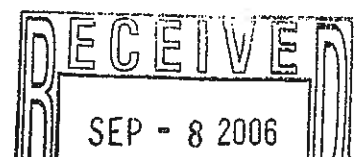
SECOND: The following amendment of the Articles of Incorporation was adopted by the members of the corporation in the manner prescribed by the New Mexico Nonprofit Corporation Act:

ARTICLE VI

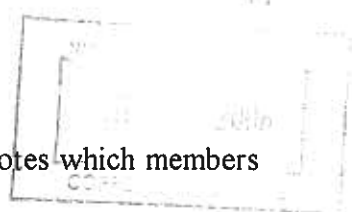
A. The affairs of the corporation shall be under the supervision of a Board of Trustees consisting of sixteen (16) members.

(2) *Continuing Members.* Four (4) members of the Board of Trustees shall be designated as "continuing members." These four (4) members shall consist of the duly elected and acting President of the New Mexico Military Institute Alumni Association, Inc., and three 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.

THIRD: The foregoing amendment was adopted at a meeting of the members of the corporation on October 12, 2005, at which meeting a quorum of the members entitled to vote thereon



was present, and such 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.



DATED August 17, 2006.

New Mexico Military Institute Foundation, Inc.

By Jimmy Barnes
Its President

and [Signature]
Its Secretary

STATE OF NEW MEXICO)
) SS.
COUNTY OF CHAVES)

I, Debbie Trujillo, a Notary Public, do hereby certify that on this 17th day of August, 2006, personally appeared before me Jimmy Barnes, who, being by me duly sworn, declared that he is the President of New Mexico Military Institute Foundation, Inc., and that he signed the foregoing Articles of Amendment to the Articles of Incorporation of New Mexico Military Institute Foundation, Inc. as President of the corporation, and that the statements therein contained are true.

Debbie Trujillo
Notary Public

My Commission Expires:
8.29.09





OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

NEW MEXICO MILITARY INSTITUTE FOUNDATION, INC.


3318359

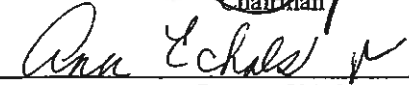
The Public Regulation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the
NONPROFIT CORPORATION ACT
(53-8-1 to 53-8-99 NMSA 1978)
have been received by it and are found to conform to law.

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: SEPTEMBER 8, 2006

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 be affixed at the City of Santa Fe.



Chairman


Bureau Chief

NEW MEXICO PUBLIC REGULATION COMMISSION

COMMISSIONERS

DISTRICT 1 JASON A. MARKS, VICE CHAIRMAN
DISTRICT 2 DAVID W. KING
DISTRICT 3 BEN R. LUJAN, CHAIRMAN
DISTRICT 4 LYNDA M. LOVEJOY
DISTRICT 5 E. SHIRLEY BACA



CORPORATION DEPARTMENT

1120 Paseo de Peralta/P.O. Box 1269
Santa Fe, NM 87504-1269
(505) 827-4508
1-800-947-4722

SEPTEMBER 22, 2006

BASSETT & COPPLE
P.O. BOX 2448
ROSWELL, NM 88202-2448

RE: NEW MEXICO MILITARY INSTITUTE FOUNDATION, INC.
SCC#0238766

THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF AMENDMENT (REFERENCE #3318359) FOR THE ABOVE CAPTIONED CORPORATION EFFECTIVE SEPTEMBER 8, 2006. ENCLOSED IS THE CERTIFICATE OF AMENDMENT WHICH SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ATTACHED CERTIFICATE DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION 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 CORPORATION'S SOLE RESPONSIBILITY TO OBTAIN SUCH COMPLIANCE WITH ALL LEGAL REQUIREMENTS APPLICABLE THERETO PRIOR TO ENGAGING IN THE BUSINESS FOR WHICH IT HAS OBTAINED THE ATTACHED CERTIFICATE OF AMENDMENT.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF**



NEW MEXICO MILITARY INSTITUTE FOUNDATION, INC.

(A New Mexico Non-Profit Corporation)

Pursuant to the provisions of Sec. 53-8-37 of the New Mexico Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

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

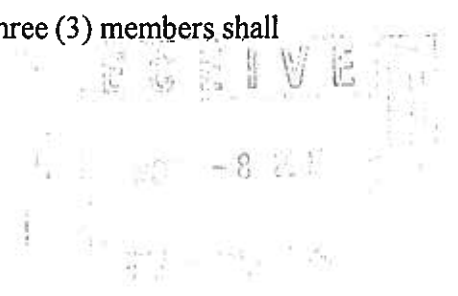
SECOND: The following amendment of the Articles of Incorporation was adopted by the members of the corporation in the manner prescribed by the New Mexico Nonprofit Corporation Act:

ARTICLE VI

A. The affairs of the corporation shall be under the supervision of a Board of Trustees consisting of thirteen (13) voting members, the same being the President and Chief Executive Officer of the corporation, three continuing members and nine rotating members. In addition to the thirteen Trustees, there shall be three additional persons who are not Trustees but who are entitled to participate in meetings of the Board as hereinafter provided.

(1) *President and Chief Executive Officer.* One (1) voting 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, nonvoting member of the Board of Trustees.

(5) *Alumni Representatives.* Two (2) non-voting representatives to the Board of Trustees shall be designated as *alumni representatives*. Each *alumni representative* shall be appointed or elected pursuant to such policies and procedures as may be adopted from time to time by the Board of Directors or members of the New Mexico Military Institute Alumni Association, Inc. Each *alumni representative* shall have full rights of participation in any meetings of the Board of Trustees, on the same basis as the voting members of the Board, in every respect except voting.

The terms of the members of the Board of Trustees and the procedure for filling vacancies on the Board of Trustees shall be provided for in the By-Laws of the corporation. A change in the number of the Board of Trustees shall be made only by an amendment to these Articles.

THIRD: The foregoing amendment was adopted at a meeting of the members of the corporation on October 17, 2007, at which meeting a quorum of the members entitled to vote thereon

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was present, and such 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.

DATED October 17, 2007.

New Mexico Military Institute Foundation, Inc.

By *Jimmy Barnes*
Its President and CEO

and *[Signature]*
Its Secretary

STATE OF NEW MEXICO)
) ss.
COUNTY OF CHAVES)

I, Debbie Trujillo, a Notary Public, do hereby certify that on this 17th day of October, 2007, personally appeared before me Jimmy Barnes, who, being by me duly sworn, declared that he is the President of New Mexico Military Institute Foundation, Inc., and that he signed the foregoing Articles of Amendment to the Articles of Incorporation of New Mexico Military Institute Foundation, Inc. as President of the corporation, and that the statements therein contained are true.

Debbie Trujillo
Notary Public

My Commission Expires:
8.29.09



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

NEW MEXICO MILITARY INSTITUTE FOUNDATION, INC.

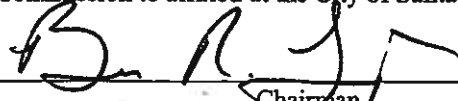
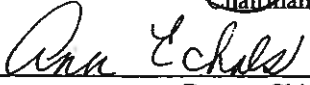
3338746

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: NOVEMBER 8, 2007

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 be affixed at the City of Santa Fe.


Chairman

Bureau Chief

NEW MEXICO PUBLIC REGULATION COMMISSION

COMMISSIONERS

DISTRICT 1 JASON MARKS, VICE CHAIRMAN
DISTRICT 2 DAVID W. KING
DISTRICT 3 BEN R. LUJAN, CHAIRMAN
DISTRICT 4 CAROL K. SLOAN
DISTRICT 5 SANDY JONES

NOVEMBER 20, 2007



1120 Paseo de Peralta/P.O. Box 1269
Santa Fe, NM 87504-1269
(505) 827-4508
1-800-947-4722

CORPORATION DEPARTMENT

BASSETT & COPPLE LLP
P.O. BOX 2448
ROSWELL, NM 88202-2448

RE: NEW MEXICO MILITARY INSTITUTE FOUNDATION, INC.
SCC#0238766

THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF AMENDMENT (REFERENCE #3338746) FOR THE ABOVE CAPTIONED CORPORATION EFFECTIVE NOVEMBER 8, 2007. ENCLOSED IS THE CERTIFICATE OF AMENDMENT WHICH SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ATTACHED CERTIFICATE DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION 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 CORPORATION'S SOLE RESPONSIBILITY TO OBTAIN SUCH COMPLIANCE WITH ALL LEGAL REQUIREMENTS APPLICABLE THERETO PRIOR TO ENGAGING IN THE BUSINESS FOR WHICH IT HAS OBTAINED THE ATTACHED CERTIFICATE OF AMENDMENT.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION
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