

STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

NORTHERN NEW MEXICO RADIO FOUNDATION

1783604

The State Corporation 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 State Corporation Commission issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated: MARCH 13, 1996

In Testimony Whereof, the State Corporation 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

Gloria Iustiani

Chairman

Edward W. Sells

Director



STATE OF NEW MEXICO



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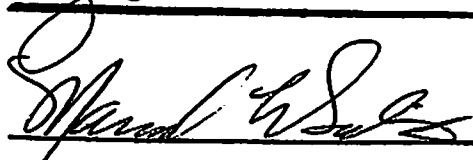
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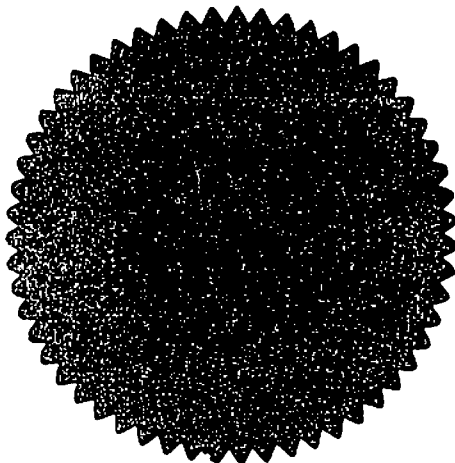
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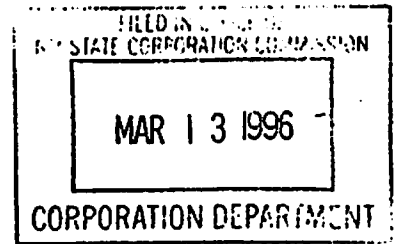
Chairman



Director



1782604



ARTICLES OF INCORPORATION
OF

NORTHERN NEW MEXICO RADIO 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 Northern New Mexico Radio Foundation.

ARTICLE II

Duration

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

ARTICLE III

Purposes

The Corporation is organized and incorporated under the laws of the State of New Mexico to operate as an exempt charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director and the Corporation and is primarily dedicated to the ownership and operation of a noncommercial, educational FM band radio license for the benefit and education of the communities the Corporation will broadcast within, ~~with an emphasis on programming and activities related to minorities and women.~~ The Corporation shall be able to engage in other activities consistent with these purposes and not otherwise prohibited by law.

ARTICLE IV

Membership

The Corporation shall not have any members.

ARTICLE V

Directors

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

MAR 13 1996

are to serve as the initial directors of the Corporation are as follows:

William R. Sims
116 West Buena Vista
Santa Fe, NM 87501

Samuel Vigil
Luna Vocational Technical Institute
Camp Luna
Las Vegas, New Mexico 87701

Robert J. Flotte
1505 Crescent Avenue
Alamogordo, NM 88310

Affidavits of the foregoing persons consenting to act as Directors of the Corporation are on file with the Corporation.

ARTICLE VI

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 VII

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, dispose of all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of

the Code, as the Board of Directors shall determine. Any of such assets not so disposed of 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 VIII

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:

Hickey & Ives, P.A.
300 Paseo de Peralta, Suite 101
Santa Fe, NM 87505

ARTICLE IX

Incorporator

The name and address of the Incorporator is:

William R. Sims
116 West Buena Vista
Santa Fe, NM 87501

ARTICLE X

Indemnification

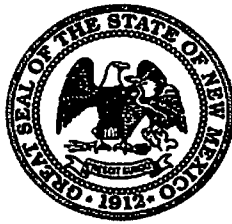
Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or while a director 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: March 13, 1996



WILLIAM R. SIMS
Incorporator

[jmh\ngo\form-aci.nam]



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF COMPARISON

OF

NORTHERN NEW MEXICO RADIO FOUNDATION

1783604

The Public Regulation Commission certifies that the attached is a true and complete copy of the ****2**** page document(s) on file in this office.

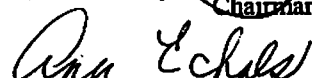
This Certification is in accordance with Section 53-8-93 NMSA 1978.

DATED: DECEMBER 11, 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 affixed at the City of Santa Fe.



Chairman


Bureau Chief

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FILED IN OFFICE OF
NM PUBLIC REG. COMM.

DEC 11 2007

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#): #1783604
Northern New Mexico Radio Foundation

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

Article III
Amendment Attached

ARTICLE THREE: (select the appropriate action taken)

The date of the meeting of members at which the amendment was adopted was _____.
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 September 13, 2007. 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: 11/08/07

Northern New Mexico Radio Foundation
Name of Corporation

Two officers must sign:

By Richard Block
Signature of Authorized Officer

By Emily Wajda
Signature of Authorized Officer

RECEIVED

Article III AMENDMENT

By majority vote of the Board of the Northern New Mexico Radio Foundation, Article III of the Articles of Incorporation is amended to remove the words "with an emphasis on programming and activities related to minorities and women" from first sentence of Article III. The Article, prior to this amendment, currently reads:

Purposes

The Corporation is organized and incorporated under the laws of the State of New Mexico to operate as an exempt charitable organization within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director and the Corporation and is primarily dedicated to the ownership and operation of a noncommercial, educational FM band radio license for the benefit and education of the communities the Corporation will broadcast within with an emphasis on programming and activities related to minorities and women. The Corporation shall be able to engage in other activities consistent with these purposes and not otherwise prohibited by law.

Article III, by this Amendment, is amended to read as follows:

Purposes

The Corporation is organized and incorporated under the laws of the State of New Mexico to operate as an exempt charitable organization within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director and the Corporation and is primarily dedicated to the ownership and operation of a noncommercial, educational FM band radio license for the benefit and education of the communities the Corporation will broadcast within. The Corporation shall be able to engage in other activities consistent with these purposes and not otherwise prohibited by law.

The above-stated amended Article III shall now be the effective Article III.