

ARTICLES OF INCORPORATION  
OF  
Las Vegas, New Mexico, Community Foundation

The undersigned, acting as incorporators to form a non-profit corporation under the New Mexico Nonprofit Corporation Act, adopt the following Articles of Incorporation

**Article I: Name**

The name of the corporation shall be: Las Vegas, New Mexico, Community Foundation

**Article II: Duration**

The duration of the corporation shall be perpetual.

**Article III: Purpose**

1. The Foundation is organized exclusively to solicit and receive funds and other resources, to manage and invest said resources solely for the benefit of non-profit organizations in the greater Las Vegas area and to provide support for such organizations by awarding grants to assist in meeting the community goals of said organizations.
2. The Foundation shall be operated within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the make of distribution to organizations that also qualifies as Section 501 (c) (3) exempt organizations.
3. The Foundation shall be a not-for-profit community based organization whose staff and board members have the capacity to develop policies and procedures to solicit, manage and disperse resources for the benefit of Las Vegas area non-profit organizations and the citizenry of the community.
4. Foundation efforts will be directed toward the creation and maintenance of financial resources to assist Las Vegas area non-profit organizations to fulfill their missions in areas of education, cultural and historic preservation and economic and community development and any other program areas of interest as determined by the Board of Directors.
5. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes and for no other purpose, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner, as in the judgment of the Board of Directions, will best promote the mission and goals of the Foundation without limitations, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws or the or the corporation of any laws applicable thereto.

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#### Article IV: Exempt Status

The Foundation is constituted so as to attract substantial resources from contributions, directly or indirectly from persons and institutions both within and without the Las Vegas area community within which it operates. The Foundation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Foundation is distributable to, or inures to the benefit of, its directors or officers, except to the extent permitted by law, including reimbursement of expenditures. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to (a) a corporation exempt from federal income tax under 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### Article V: Membership

The Foundation will not have members.

#### Article VI: Board of Directors

The affairs of the Foundation shall be conducted by a Board of Directors of six to ten members; the exact number of members may vary from time to time in accordance with the provisions of the By-Laws. Except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, the Board of Directors shall be elected in the manner provided by the By-Laws. The Board of Directors may, from time to time and consistent with the provisions of the By-Laws, structure itself in such committees, with such responsibilities as may be assigned to them by the By-Laws.

#### VII: Initial Board of Directors of the Foundation

The names and addresses of the persons who are to serve as Directors until the first meeting of the Foundation for election of Directors and Officers, or until their successors are elected and qualified are:

Director Member	Director Address	Type of Director
1. Robert Mishler	711 Coronado Dr., Las Vegas, NM 87701	Chair
2. Donna Rivas	1028 7 <sup>th</sup> Street, Las Vegas, NM 87701	Vice-Chair and Secretary
3. Elmo Baca	144 Bridge Street, Las Vegas, NM 87701	Treasurer
4. Max Trujillo	1801 7 <sup>th</sup> Street, Las Vegas, NM 87701	Director

#### Article VIII: Registered Office and Agent

The address of the initial registered office is Las Vegas, New Mexico Community Foundation, 140 Bridge St., Las Vegas, New Mexico 87701. The initial registering agent is Elmo Baca, Treasurer, 144 Bridge St., Las Vegas, New Mexico 87701.

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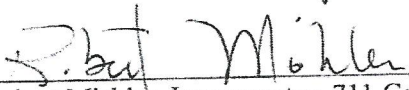
**Article IX: By-Laws**

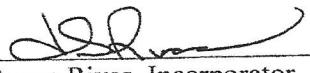
Provisions for the regulation of the internal affairs of the Foundation, except as provided in these articles of incorporation shall be determined and fixed by the By-Laws of the Foundation as adopted and amended from time to time by the Board of Directors.

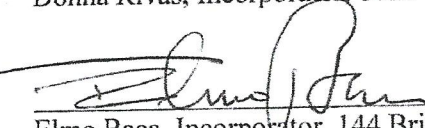
**Article X: Disposition and Assets Upon Dissolution**


Upon the termination or dissolution of the Foundation in any manner or for any reason, its assets, if any remaining after payment (or provision for payment) of the liabilities of the Foundation, shall be distributed only to one or more organizations having exclusively charitable, community or economic development and historical and preservation purposes, or only for exempt purposes as described in 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue Laws).

IN WITNESS WHEREOF, the undersigned incorporators have herewith affixed their signatures this 11 day of April 2017.

  
Robert Mishler, Incorporator, 711 Coronado Dr. Las Vegas, NM 87701

  
Donna Rivas, Incorporator, 1028 7<sup>th</sup> Street, Las Vegas, NM 87701

  
Elmo Baca, Incorporator, 144 Bridge Street, Las Vegas, NM 87701

  
Max Trujillo, Incorporator, 1801 7<sup>th</sup> Street, Las Vegas, NM 87701

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New Mexico  
**Secretary of State**

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Office of the New Mexico Secretary of State  
Filing Number: 0001763477  
Filed On: 4/13/2017  
Total Number of Pages: 4 of 4

STATEMENT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED INITIAL REGISTERED AGENT

I, Elmo Baca  
hereby acknowledge that the undersigned individual or corporation accepts appointment  
as Initial Registered Agent of Las Vegas, New Mexico, Community Foundation,  
the corporation which is named in the annexed Articles of Incorporation.

*(Sign on this line if the registered agent named in the Articles of Incorporation is an individual.  
If this line is signed, the two lines below do not apply and must be left blank.)*

**CORPORATION ACTING AS A REGISTERED AGENT ONLY**

*(If the following lines are used, the signature line above does not apply and must be left blank)*

*(If the registered agent named in the Articles of Incorporation is a corporation, type or print  
the name of that corporation here.)*

By \_\_\_\_\_  
*(An authorized officer of the corporation being appointed as registered agent must sign here)*