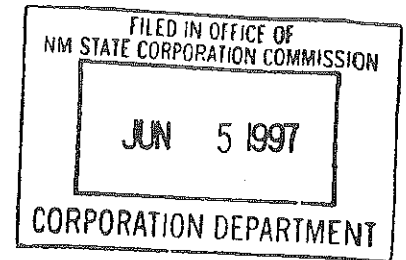


CONSTITUTION AND BY-LAWS



ARTICLE I NAME, DURATION AND SEAL

This association shall be known as the First Baptist Church, Los Alamos, New Mexico, and shall exist for the maximum period allowed by the laws of this state unless sooner lawfully dissolved. It shall have a corporate seal of circular design on which shall be engraved the words FIRST BAPTIST CHURCH, Los Alamos, New Mexico, with the word "seal" in the center.

ARTICLE II PURPOSE

The organization is for the purpose of conducting religious worship as a Southern Baptist Church and for spreading the Gospel through Christian ministries, cooperating with the Baptist Convention of New Mexico and the Southern Baptist Convention, as well as the associations and agencies of each.

ARTICLE III PLACE OF WORSHIP

The place of worship shall be at Los Alamos in Los Alamos County, New Mexico, or such other place as may be designated by the congregation, and the business of the organization shall be conducted at such place of worship.

ARTICLE IV GOVERNMENT

The government of the Church shall be of the congregational type wherein the congregation, acting in the light of its interpretation of the Holy Scriptures, shall be supreme, and may act through its officers and agents herein designated. When not otherwise specially provided, the Church shall be governed by the rules and precepts of Roberts' Rules of Order.

ARTICLE V MEMBERS

The members of the Church shall be those members in good standing of the First Baptist Church, as heretofore conducted; there shall be added those who shall be baptized by the lawful authority of the Church upon a profession of faith, and those received by the Church by letter from another Baptist Church or upon statement as sanctioned by usage and custom among Southern Baptist Churches.

ARTICLE VI MEETINGS AND QUORUM

The regular conferences of the Church for the transaction of business shall be held at regular intervals on such date or dates as may be from time to time designated by the Church, and fifteen members of the Church in good standing shall constitute a quorum for such purpose. The acceptance of members and routine non-controversial matters may be acted upon by the congregation at any time. Conferences may be called by the Pastor for any special purpose by announcing the same at a Sunday morning service preceding such conference. Should the pastorate be vacant, or the Pastor unable for any reason to act, then such conference may be called in like manner by the Chairman of the Deacon Council.

ARTICLE VII OFFICERS

The officers shall consist of a Pastor, Trustees, Deacon Council, Recording Secretary, Treasurer and such other officers as the Church deems required. Their duties shall be determined by a majority-approved statement of the Church.

ARTICLE VIII PASTOR

The Pastor shall be a duly ordained Southern Baptist Minister of the Gospel, in full fellowship with all the denominational agencies with which the Church is cooperating.

He shall be called for an indefinite period unless otherwise agreed upon at the time of the call, and shall be paid such salary as may be fixed by the Church in its annual budget.

He shall have general supervision and oversight over all the spiritual matters of the Church and shall direct the ministration of the ordinances. He shall perform all other duties which are according to custom and tradition performed by pastors of Southern Baptist churches.

ARTICLE IX TRUSTEES

The Trustees shall consist of three members, one of which shall be president and one secretary. They shall have care, custody and control of all property of the Church and administer the same under such rules as may be prescribed by the Church. The president and secretary shall execute all legal instruments as may be authorized by the Church, and all instruments so executed shall be presumed to have been executed by the lawful authority of the Church, and subject to be impeached only for actual fraud.

ARTICLE X
DEACON COUNCIL

The Deacon Council shall consist of those ordained Deacons elected by the Church for active service.

ARTICLE XI
RESIGNATIONS

Resignations of church officers mentioned in Article VII shall be voted on by the Church, but upon the request of the Pastor such vote may be delayed for thirty (30) days after it is filed with the appropriate officer

ARTICLE XII
REMOVALS

Any officer or employee may be removed by a vote of the Church at any time after the Church and the party involved have been given thirty (30) days notice of such contemplated action.

ARTICLE XIII
VACANCIES

All vacancies shall be filled by the Church in such manner as it may see fit.

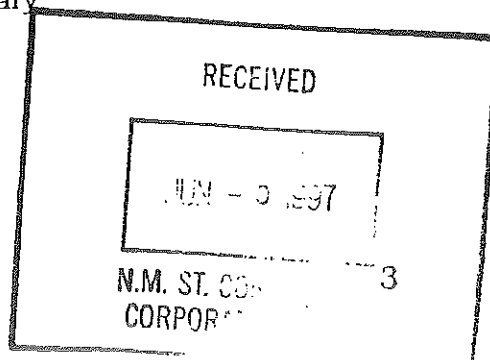
ARTICLE XIV
AMENDMENTS

This Constitution may be amended by a two-thirds (2/3) majority vote of the members present and voting at any regular conference, thirty (30) days notice of such amendment having been given at a previous conference.

Dated May 31, 1997 First Baptist Church, Los Alamos, New Mexico
(Name of Corporation)

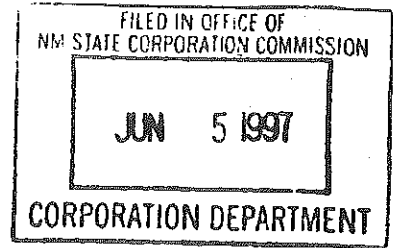
By Harlan Ward Jones
President

By [Signature]
Secretary



3146313

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 First Baptist Church, Los Alamos, New Mexico.

ARTICLE TWO: The following amendment to the Articles of Incorporation was adopted by the corporation on May 18, 1997, in the manner prescribed by the New Mexico Nonprofit Corporation Act:

ARTICLE II

That the purpose of this corporation is for conducting religious worship as a Southern Baptist Church and for spreading the Gospel through Christian ministries, cooperating with the Baptist Convention of New Mexico and the Southern Baptist Convention as well as the associations and agencies of each.

ARTICLE III

That this corporation shall exist perpetually, as permitted by New Mexico laws, unless lawfully dissolved.

ARTICLE IV

That the Board of Trustees of this corporation shall consist of not less than three persons, and may be increased in number at any regular or special meeting of the members of the corporation.

ARTICLE THREE: (Mark ("X") the appropriate action taken):

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 May 31, 1997

First Baptist Church, Los Alamos, New Mexico
(Name of Corporation)

By [Signature]
President

By [Signature]
Secretary

DNP-AM
(REV. 3/95)

(See cover page for authorized signatures)

