



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

LAS ESPERANZAS, INC.


2088144

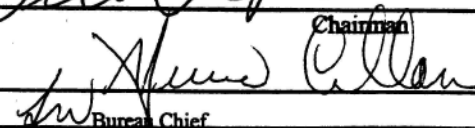
The Public Regulation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the
NONPROFIT CORPORATION ACT
(53-8-1 to 53-8-99 NMSA 1978)
have been received by it and are found to conform to law..

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: MAY 22, 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

Corporation ID #2088144
ARTICLES OF INCORPORATION
And Amendments 8/15/2001
Amendment of Fourth Article 2/17/2002
Las Esperanzas, Inc

The undersigned, a natural person, acting as an incorporator under Article 8 of the New Mexico Nonprofit. Corporation Act (53-8-1 to 53-8-87 of the NMSA 1978), adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation ("hereinafter called the corporation") is **Las Esperanzas, Inc.** The Corporate name and NMPRC number of the corporation are:

LAS ESPERANZAS, INC., NMPRC #2088144

SECOND: The duration of the corporation shall be perpetual.

THIRD: The service area boundaries of Las Esperanzas, Inc. shall comprise Campo St. to the west; Colorado St. to the south; Chestnut St. to the north; and Espina St. to the east with the possibility of an expanded historical overlay in the future.

FOURTH The corporation is a not for profit social, educational, and corporation, organized for the purpose of facilitating the preservation, renovation and protection of the Mesquite **Original Townsite** Historic District located in the heart of Las Cruces, New Mexico. This is an area that is on the Federal and State Historical Register and which was deemed an endangered place by the New Mexico Historic Preservation Division, Office of Historic Preservation, Santa Fe, New Mexico. The organization will engage in a comprehensive program of preservation and renovation of historical buildings, structures, sites, monuments, streets, squares and parks located within the area. This will preserve the area for the city at large, the State of New Mexico, to our Nation, and international communities. Further, the organization will have as its specific objectives to improve the economic, social and environmental condition of this area by helping to stabilize and preserve these historic properties and encourage renovation of existing structures as well as promoting the historical and cultural traditions of the area. The corporation will engage in all permitted fund raising activities in order to promote and foster the purposes of the corporation and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not for profit corporations may be organized, so far as same may be permitted by the laws of the State of New Mexico and Section 501(0)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. This also includes, but is not limited to: owning, building, operating and constructing buildings where needed to fulfill its' purpose. This also includes the

making of distributions to organizations of similar aims and purposes that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

FIFTH: Any person, corporation, partnership, association or organization that is interested in promoting, fostering, and supporting the goals and purposes of Las Esperanzas, Inc. and who is capable of contributing to the achievement of those purposes and the effective operation of the corporation, and who complies with the requirements established by the ByLaws shall be eligible for membership.

SIXTH: The address of the initial registered office of the corporation in the State of New Mexico, County of Dona Ana is 1016 Sable Circle, Las Cruces, New Mexico 88001. The name of the initial registered agent of the nonprofit corporation is Vivian E. Wolfe, who has an office at same address as above.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation shall be three(3) and that number may be increased from time to time in accordance with the ByLaws of the corporation, but shall never be less than three. The manner of election and the replacement of directors shall be governed by the ByLaws of the corporation. The names of the persons that will serve as the initial directors of the Corporation are as follows:

NAME:	ADDRESS:
Consuelo Lerma	540 N. Tornillo St. Las Cruces, NM 88001
Julie Conrad	2710 Sim Ave. Las Cruces, NM 88005
Jean McDonnell	639 1/2 S. San Pedro St. Las Cruces, NM 88001

EIGHTH: The name and the office address of the incorporator is Harry J. Sanchez, whose address is 441 E. Hadley Ave., Las Cruces, NM 88001.

NINTH: The Board of Directors shall meet at least once a month to conduct the business of the Association at such time and place as determined by its' members. The officers shall compose the Executive Board and may meet at their discretion to prepare for the meeting with the full Board. Community meetings of the general membership shall be held at least quarterly but may be held more often. The specific manner in which such meetings will be conducted shall be governed by the ByLaws of the corporation.

TENTH: The corporation shall, to the fullest extent permitted by the Nonprofit Corporation Act (53-8-26 of the **NMSA** 1978), as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against all expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any ByLaws, agreement, vote of members or disinterested directors or otherwise, both as to action in his/**her** official capacity and as to action in another capacity while holding such office, and shall constitute as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except as otherwise required by the provisions of the Not for Profit Corporation Act of the State of New Mexico, as the same may be amended or supplemented.

TWELFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, trustees, 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 set forth in Article **Four** 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, carry on any other activities that are not in furtherance of the purposes of the corporation. These purposes are consistent with the activities of a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or any future federal tax code, or a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code or the corresponding section of any future tax code.

THIRTEENTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be governed 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 may determine, which are exclusively organized and operated for such purposes.

FOURTEENTH: The ByLaws of the corporation may be amended at any regular or special meeting of the Board of Directors by two-thirds (2/3) vot of those in attendance, provided that they have been notified ten (10) days in advance of that meeting.

Signed on 4/25/00

Vivian G. Wolfe
Initial Registered Agent/Secretary
of Las Esperanzas, Inc

[Signature]
Incorporator/Vice-President

AMENDMENTS

DATED: AUGUST 15, 2001

LAS ESPERANZAS, INC.
(Note 1) CORPORATE NAME

AND Elizabeth H. Lannert
(Note 5) Its President

AND Vivian G. Wolfe
(NOTE 5) Its Secretary

AMENDMENTS

Dated 2/17/02

Las Esperanzas, Inc.
(Name of Corporation)

By Elizabeth H. Lannert
Its _____ President

and Vivian G. Wolfe
Its _____ Secretary

See cover page for authorized signatures

