

ARTICLES OF INCORPORATION
OF
LAS CRUCES ACADEMY, INC.

Article I. The name of the corporation shall be Las Cruces Academy, Inc.

Article II. The duration of corporate existence shall be in perpetuity.

Article III. The purposes of the Corporation shall be to:

- 1.) establish and maintain a private school, including the grade levels of pre-kindergarten through 12th grade, that is dedicated to providing an academically rigorous education for gifted and academically advanced students, emphasizing math, science, and language arts;
- 2.) establish a program to be known as Las Cruces Academy Outreach, or LCA Outreach, which shall develop and implement programs to improve the education levels of other students in the Las Cruces area; and
- 3.) establish a science museum that functions as an educational extension of Las Cruces Academy, for the benefit of the students of the Academy and the members of rest of the community.

Article IV. Its principal or registered office in the State of New Mexico shall be:

4904 Calabazilla Road
Las Cruces, NM 88011

The statutory agent shall be Lou Ellen Kay.

Article V. The name and address of each incorporator is as follows:

Lou Ellen Kay	4904 Calabazilla Rd., Las Cruces, NM 88011
Sandra K. Nakamura	670 Windmill Court, Las Cruces, NM 88011
Susan W. Brown	3200 Majestic Ridge, Las Cruces, NM 88011

Article VI. The Board of Trustees (to be known to the New Mexico Public Regulatory Commission as Directors) shall consist of a minimum of three and a maximum of twenty in number, with the names and addresses of the initial Trustees as follows:

Lou Ellen Kay	4904 Calabazilla Rd., Las Cruces, NM 88011
Sandra K. Nakamura	670 Windmill Court, Las Cruces, NM 88011
Susan W. Brown	3200 Majestic Ridge, Las Cruces, NM 88011

Tenure in office of members of the Board of Trustees shall be for three (3) years, except that from time to time Trustees may be appointed to shorter terms, as provided in the by-laws of the Corporation. The Board of Trustees shall be composed of not less than three (3) nor more than twenty (20) members appointed in the manner provided by the by-laws, excluding ex-officio members. The Board shall initially consist of those presently serving as Trustees, and Trustees shall henceforth be elected in the manner provided for in the by-laws.

Article VII. The functions and powers of the Board of Trustees shall include, but not be limited to

- a.** directing such actions as are necessary to carry out the purposes of the Corporation
- b.** ensuring that donations are made to the Corporation

- c.** maintaining the active interest of the public in the Corporation
- d.** making, altering, and repealing such by-laws and regulations as are necessary to carry out its purposes
- e.** electing and appointing such officers and committees as are deemed necessary
- f.** authorizing the corporation to incur expenses to accomplish its purposes

Article VIII. The Corporation shall be non-profit in character and there shall not be any offer of shares in the corporation.

Article IX. All gifts and contributions received for a designated purpose by the Corporation shall be used for said designated purpose, except for such portions as may be necessary to provide funds for operating expenses of the Corporation, as stated in the By-laws. Contributions and gifts contributed without a specific, designated purpose may be used as the Board of Trustees prescribes. The Board of Trustees is authorized to:

- a.** invest and reinvest said contributions to increase the corpus of said gifts and contributions
- b.** invest and reinvest the proceeds of the sale or disposal of any portion thereof in such loans, stocks, bonds, and other securities, mortgages, common trust funds, or other property, real or personal, as said Board of Trustees may deem suitable
- c.** retain any property contributed in original form, regardless of whether such property or securities are so-called “legal” investments of trust funds.
- d.** The Board of Trustees is further authorized to employ investment counsel or agents for the management of its investments.

Article X. The Corporation, through its Board of Trustees, may enter into, make, and perform contracts of every kind and description with any and all persons or firms, provided that the subject matter of the contract is within the purposes of the Corporation; specific authority is granted for the Corporation to enter into, make, and perform contracts with donors, grantors, testators, and/or their personal representatives.

Article XI. In addition to the powers set forth above, and the powers granted by statute, the Corporation shall have the following powers:

- a.** To purchase and own real estate and personal property of any nature; to lease, rent, sell, pledge, and mortgage any of its real estate and improvements located thereon, or any of its personal property;
- b.** To borrow or raise money for any of the purposes of the Corporation, and in connection therewith, to execute notes, drafts, bonds, mortgages, or other evidences of indebtedness, and to secure the payment thereof, as may be required.

Article XII. Neither the Corporation, nor its Trustees, as individuals, shall be liable for neglect or illegal action of any of its officers or agents, provided that reasonable care shall have been exercised by the Corporation in the selection and oversight of such agent(s), or officer(s).

Article XIII. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by statute.

Article XIV. If at any time this Corporation shall be dissolved, the corporate assets after payment of any debts shall be distributed, paid over, conveyed, and transferred to other private, non-religious, non-profit educational institutions in the State of New Mexico, as decided by the Board of Trustees.

We, the undersigned, being the incorporators named above, for the purpose of forming a corporation, and pursuant to the laws of New Mexico, do hereby declare and certify that the facts herein stated are true, and accordingly, we have set our hands hereto, this _____ day of _____, _____.

_____ Lou Ellen Kay

_____ Sandra K. Nakamura

_____ Susan W. Brown

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Nonprofit Corporation
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

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#): #2845790
Las Cruces Academy, Inc.

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

The following two Articles have been amended to conform more closely to regulations as set by the federal Internal Revenue Service.

Article III – The purpose of the Corporation shall be to: See attached page.

ARTICLE THREE: (*select the appropriate action taken*)

The date of the meeting of members at which the amendment was adopted was 24 October 2007.
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 _____. 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: 25 October 2007

Las Cruces Academy, Inc.
Name of Corporation

Two officers must sign:

By _____
Signature of Authorized Officer

By _____
Signature of Authorized Officer

Article III. The purposes of the Corporation shall be exclusively charitable, educational, and scientific as defined under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Specifically the Corporation shall:

- 1.) establish and maintain a private school, including the grade levels of pre-kindergarten through 12th grade, that is dedicated to providing an academically rigorous education for gifted and academically advanced students, emphasizing math, science, and language arts.
- 2.) establish a program to be known as Las Cruces Academy Outreach, or LCA Outreach, which shall develop and implement programs designed to improve the possibilities for academic success for all students of the Las Cruces area.
- 3.) establish a science museum that functions as an educational extension of Las Cruces Academy, to enhance the education of the students of the Academy and the members of rest of the community.