

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**

**ANGEL FIRE COMMUNITY FOUNDATION**  
**(NMPRC#0957274)**

The corporation, following approval by a majority of its directors in office, hereby authorizes and adopts the following Restated Articles of Incorporation for the Angel Fire Community Foundation under the New Mexico Nonprofit Corporation Act which correctly set forth the provisions of the Articles of Incorporation of the corporation, as amended, and that these Restated Articles of Incorporation supercede the original Articles of Incorporation and all amendments thereto:

**ARTICLE I**

The name of the corporation is ANGEL FIRE COMMUNITY FOUNDATION.

**ARTICLE II**

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

**ARTICLE III**

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the supporting and making distributions to organizations that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code"). The corporation is primarily dedicated to raising charitable funds to provide grants to non-profit organizations serving Angel Fire and the Moreno Valley. Subject to the foregoing, the corporation may also engage in all other activities which are permissible by law.

**ARTICLE IV**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE V

Upon the dissolution of the corporation, the Directors, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal offices of the corporation are located, exclusively for the purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VI

The name of the corporation's registered agent and the street address of the registered office in New Mexico are: Stan Harrell, 3415 Mountain View Blvd (P.O. Box 41), Angel Fire, New Mexico 87710.

## ARTICLE VII

There shall be at least three (3) directors constituting the board of directors of the corporation who shall be elected in the manner and for the terms established in the By Laws. The names and addresses of the current directors of the corporation are as follows:

Luther Robinson  
Box 1064, Hwy 434  
Angel Fire, NM 87710

Charles Wilson  
HCR 71, Box 23A  
Eagle Nest, NM 87718

Joe Warren  
Box 2086, Hwy 434  
Angel Fire, NM 87710

## ARTICLE VIII

The current officers of the corporation and their addresses are as follows:

Stan Harrell – President  
Box 49, Hwy 434  
Angel Fire, NM 87710

Rich Hill – Vice-President  
Box 212, Hwy 434  
Angel Fire, NM 87710

Bill Mason – Treasurer  
Box 1334, Hwy 434  
Angel Fire, NM 87710

Rebecca McCracken – Secretary  
Box 1239, Hwy 434  
Angel Fire, NM 87710



### ARTICLE IX

The incorporator is James M. Rosel, whose address is Post Office Box 2228, Santa Fe, New Mexico 87501.

### ARTICLE X

The Corporation shall not have any members.

### ARTICLE XI

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 or officer 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: June 10, 2008.

ANGEL FIRE-SOUTHERN MORENO VALLEY  
COMMUNITY CORPORATION

By: \_\_\_\_\_

  
Stan Harrell, President

By: \_\_\_\_\_

  
Rich Hill, Vice-President