

ARTICLES OF INCORPORATION



ARTICLE ONE: The corporate name of the corporation is:

The Friends of the Taos Charter School

ARTICLE TWO: The period of its duration is: Perpetual

ARTICLE THREE: The purpose for which the corporation is organized:
(ATTACH SCHEDULE, IF NEEDED)

See Schedule A

ARTICLE FOUR: (If dissolution provision is not set forth within these Articles of Incorporation, then powers enumerated under the Nonprofit Corporation Act will prevail.)
(ATTACH SCHEDULE, IF NEEDED)

See Schedule B

ARTICLE FIVE: The name of its initial registered agent and registered office street address (PO BOX unacceptable unless geographical location is given), city and ZIP Code in New Mexico are:

NAME

ADDRESS

James Thompson

421 Liebert St., Taos, NM, 87571



ARTICLE SIX: The number of directors constituting the initial board of directors is 3, and the names and addresses of the persons who have consented to serve as the initial directors are:

(ATTACH SCHEDULE, IF NEEDED)

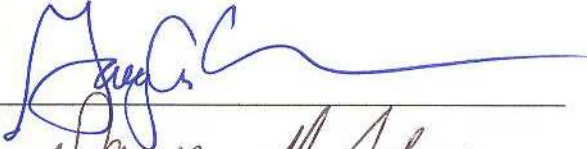
NAME	ADDRESS	MAIL	PHYSICAL
Gary Embler	POBox 201 Arroyo Hondo, NM. 87513,	/131 Los rios St.,	Arroyo Hondo 87513
James Thompson,	POBox 3450, Taos, NM., 87571/	421 Liebert St.,	Taos, NM. 87571
Dawn Johnson	POBox 1481, Ranchos de Taos, NM., 87557,	1413 Phillips St.	Taos, NM. 87571

ARTICLE SEVEN: The name and address of each incorporator:

(ATTACH SCHEDULE, IF NEEDED)

NAME	ADDRESS
Gary Embler	POBox, 1418, Taos, NM 87571 131 Los Rios St. Arroyo Hondo, NM. 87513
James Thompson,	POBox 3450, Taos, NM. 87571 / 421 Liebert St. Taos, NM 87571
Dawn Johnson	POBox 1481, Ranchos de Taos, NM, 87557, 1413 Phillips St., Taos, NM, 87571

DATED: 2/22/2000



 Dawn M. Johnson

 Signature of Incorporator(s)

(FILE DUPLICATE ORIGINALS)

SCHEDULE A (Article 3)

The purpose of this corporation is to acquire and hold funds and or property for the use of the Taos Charter School, a public school in the Taos Municipal School District, Taos, New Mexico.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes as the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation {except as otherwise provided by Section 501 (h) of the Internal Revenue Code}, and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of the Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

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SCHEDULE B (Article 4)

Upon dissolution of this corporation, its assets remaining after payments, or provisions for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose.

Distribution shall be to The Taos Community Foundation, P.O. Box 1925, Taos, NM, 87571, if it qualifies pursuant to the preceding sentence at the time of dissolution.

FILING FEE: \$20.00

3205291

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

JUL 13 2000
CORPORATION DEPARTMENT

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 The Friends of the Taos Charter School.

ARTICLE TWO: The following amendment to the Articles of Incorporation was adopted by the corporation on July 12, 2000, in the manner prescribed by the New Mexico Nonprofit Corporation Act:

Changing Article I to "The Friends of Taos Charter Schools" (see addendum) +
Changing Article III to add to the purpose - see addendum (Schedule C)

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

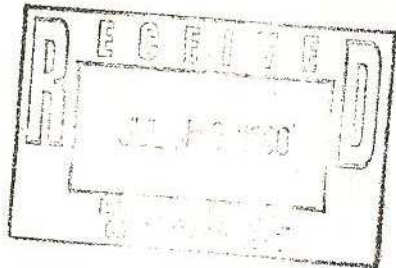
 A quorum of the members entitled to vote was present and the amendment received at least two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast;

 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 7/12/00

The Friends of the Taos Charter School
(Name of Corporation)



By [Signature]
Its V.P. President

and [Signature]
Its Secretary

(See cover page for authorized signatures)

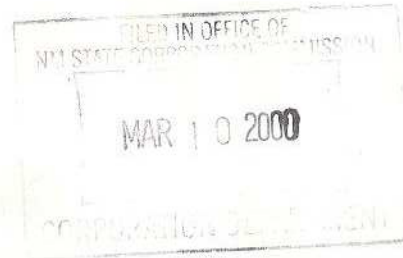
[Signature]
Its President

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT**

To: The STATE CORPORATION COMMISSION
STATE OF NEW MEXICO

STATE OF New Mexico

COUNTY OF Taos



On this 2nd day of March, ~~19~~ ²⁰⁰⁰, before me a Notary Public in and for the State and County aforesaid, personally appeared James G. Thompson, who is to me known to be the person and who acknowledged to me that the undersigned individual/corporate entity does hereby accept the appointment as the Initial Registered Agent of Friends of the Taos Charter School

_____ the corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the New Mexico Nonprofit Corporation Act.

[Signature]
Registered Agent's Signature (Individual)

OR

Registered Agent's Corporate Name

By _____
Signature of Agent's President / Vice President

(NOTARY SEAL)

[Signature]
NOTARY PUBLIC

My Commission Expires: Feb. 3, 2002

