



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

THE MANZANO CONSERVATION FOUNDATION



2258556

The Public Regulation Commission certifies that the Articles of Incorporation, 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 & 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 & attaches hereto, a duplicate of the Articles of Incorporation.

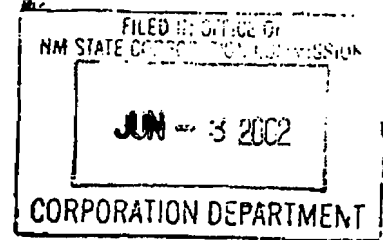
Dated: JUNE 3, 2002

In testimony whereof, the 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

225 8556

Articles of Incorporation
Of
The Manzano Conservation Foundation



The undersigned, for the purpose of forming a nonprofit corporation under the New Mexico Nonprofit Corporation Act, hereby certifies:

1. The name of the corporation is The Manzano Conservation Foundation (the "Corporation").
2. The duration of the Corporation is perpetual.
3. The Corporation is formed exclusively for charitable, educational and scientific purposes as defined under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), including development of conservation education programs and protection and conservation of undeveloped land, ground and surface water, the water shed and other natural resources in Valencia County, New Mexico.
4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, members of the Board of Directors, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered. 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 concerning) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170 of the Code.

5. On the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Code.

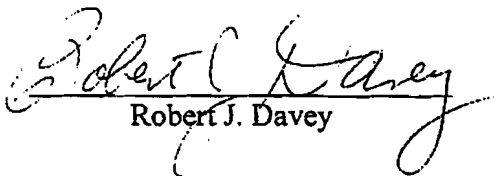
If this Corporation holds any assets in trust, the Corporation shall dispose of those assets in such a manner as may be directed by judgment of the appropriate court of the county in which the Corporation's principal office is located, or on petition by the Attorney General or by any person concerned in the liquidation.

6. In the event that this Corporation becomes a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject this Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.
7. The Corporation will have one member who is Valley Improvement Association of Belen, NM.
8. The address of the initial registered office 386 W. Rio Communities Blvd., Belen, NM, 87002, and the name of the initial registered agent at that address is Robert J. Davey.
9. The number of directors constituting the initial board of directors is five, and the names and address of the persons serving as the initial directors are:

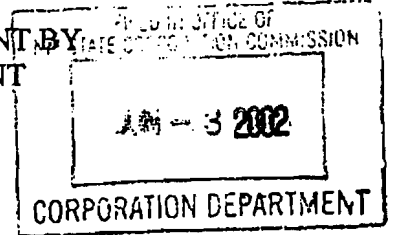
Robert J. Davey	386 W. Rio Communities Blvd. Belen, NM 87002
Paul Baca	1301 South Main St. Belen, NM 87002
Dale Pipher	617 Frederico Blvd. Belen, NM 87002
Karen Marcotte	924 Park Ave., SW Albuquerque, NM 87102
Pavlos Panagopoulos	515 W. Reinken Ave. Belen, NM 87002

10. The name and address of the incorporator is Robert J. Davey, 386 W. Rio Communities Blvd., Belen, NM 87002.

Dated this 29 day of MAY, 2002.


Robert J. Davey

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT BY
DESIGNATED INITIAL REGISTERED AGENT



To the State Corporation Commission
State of New Mexico

STATE OF NEW MEXICO)
) ss.
COUNTY OF VALENCIA)

On this 29th day of May, 2002, before me, a Notary Public in and for the state and county aforesaid, personally appeared Robert J. Davey who is known to me to be the undersigned person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the initial Registered Agent of The Manzano Conservation Foundation, pursuant to the provisions of the Nonprofit Corporation Act of the State of new Mexico.

Robert J. Davey
Registered Agent

SUBSCRIBED AND SWORN TO before me the day, month and year first set forth.

Dee Dee Scott
Notary Public

My Commission Expires:
8-19-2004