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COPY

ARTICLES OF INCORPORATION  
OF

APR 3 1987

Santa Fe Botanical Garden  
(Name of Corporation)

CORPORATION DEPT.

The undersigned acting as incorporator(s) of a corporation under the New Mexico Nonprofit Corporation Act (53-8-1 to 53-8-99 NMSA 1978), adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Santa Fe Botanical Garden

Second: The period of its duration is Perpetual

THIRD: The purpose or purposes for which the corporation is organized are:

To collect and display a wide variety of plant specimens; to preserve rare and endangered plants; to carry out plant-related research and to educate the public through displays, classes and the sale of seeds, books, plants and other horticultural materials.

FOURTH: (If dissolution provision is not forth within this Articles of Incorporation, then powers enumerated under the Nonprofit Corporation Act will prevail).

Attachment

FIFTH: The name of its initial registered agent and the street address and city of the initial registered office in New Mexico are:

Kathleen Dittmer 529 1/2 Armijo St. Santa Fe, NM 87501

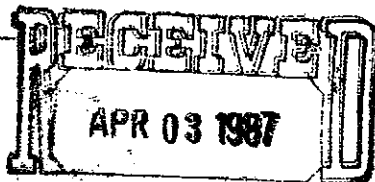
SIXTH: The number of directors constituting the initial board of directors is 3, and the names and addresses of the persons who are to serve as initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Kathleen Dittmer	529 1/2 Armijo St. Santa Fe, NM 87501
Anna Bryson	804 Camino del Monte Sol Santa Fe, NM 87501
Philip Holliday	705 E. Alameda#2 Santa Fe, NM 87501

SEVENTH: The name and addresses of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Kathleen Dittmer	529 1/2 Armijo St. Santa Fe, NM 87501
Anna Bryson	804 Camino del Monte Sol Santa Fe, NM 87501
Philip Holliday	705 E. Alameda St. #2 Santa Fe, NM 87501

DATED: March 31, 1987



N.M. ST. CORP. COMM.  
CORPORATION DEPT

Kathleen Dittmer  
Anna Bryson  
Philip Holliday  
Signature of Incorporator(s)

**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 Santa Fe )

SS.:

On this 31 day of March, 19 87, before me a Notary Public in and for the State and County aforesaid,  
personally appeared Kathleen A. Dittmer, who is to me known to be the person and who, being duly  
sworn, acknowledged to me that he does hereby accept his appointment as the Initial Registered Agent of \_\_\_\_\_  
Santa Fe Botanical Garden

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

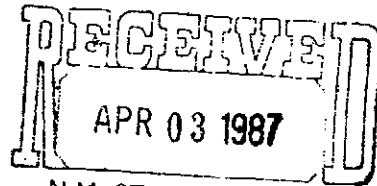
Kathleen A. Dittmer  
REGISTERED AGENT'S SIGNATURE

BY (1) \_\_\_\_\_  
PRESIDENT

Subscribed and sworn to before me on the day, month, and year  
first above set forth

Bernadette Porulle  
NOTARY PUBLIC  
Commission Expires: March 31, 1990

(Notarial seal)



N.M. ST. CORP. COMM.  
CORPORATION DEPT

NOTE: (1) If the Agent is a Corporation then the affidavit must be executed by the President or Vice-President of the Corporation.

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FILED IN OFFICE OF  
STATE CORPORATION COMMISSION  
OF NEW MEXICO

ARTICLES OF AMENDMENT

SEP 27 1988

TO THE

ARTICLES OF INCORPORATION

CORPORATION DEPT.

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:

FIRST: The name of the corporation is Santa Fe Botanical Garden

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation on September 19, 1988, in the manner prescribed by the New Mexico Nonprofit Corporation Act:

(INSERT AMENDMENT)

Article Three is to be amended to read as follows: The Santa Fe Botanical Garden is organized exclusively for educational and charitable purposes within the meaning of 501 (c) (3) of the Internal Revenue Code under which we will collect and display a wide variety of plant specimens; preserve rare and endangered plants; carry out plant-related research and educate the public through displays, classes and the sales of seeds, books, plants and other horticultural materials. (See Attachment.)

THIRD (Mark an X by 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.

September 26, 1988

Dated \_\_\_\_\_.

Santa Fe Botanical Garden  
(Name of Corporation)

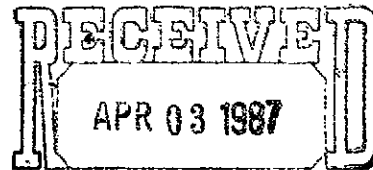
By Kathleen Dimes  
Its \_\_\_\_\_ President

and Michael J. ...  
Its \_\_\_\_\_ Secretary

(See cover page for authorized signatures)

**Attachment**

Upon dissolution of the Santa Fe Botanical Garden, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Santa Fe Botanical Garden shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable or social welfare purposes and which has established its tax exempt status under either of Sections 501 (c) (3) or 501 (c) (4) of the Internal Revenue Code of 1954, as amended, and which is engaged in activities substantially similar to those of the Santa Fe Botanical Garden.



N.M. ST. CORP. COMM.  
CORPORATION DEPT