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OFFICE OF THE STATE CORPORATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

NEW MEXICO STATE OF NEW MEXICO, INC.

INCORPORATED

The State Corporation Commission certifies that duplicate copies of the Articles of Incorporation, attached hereto, have been filed and are on file in the records of the State Corporation Commission.

And in witness whereof, the said Commission 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, New Mexico, on this 28th day of November, 2011.

In Testimony Whereof, the State Corporation 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

Director

FILE DUPLICATE ORIGINALS

ARTICLES OF INCORPORATION
OF

DE - 9 1993

Southwest Center for Biological Diversity, Inc.
(NAME OF CORPORATION)

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 Southwest Center for Biological Diversity, Inc.

SECOND: The period of its duration is perpetual

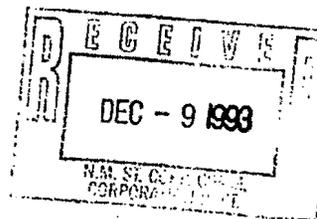
THIRD: The purpose or purposes for which the corporation is organized are:

To advance conservation efforts in the southwest.

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes and for the prevention of cruelty to animals, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

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

See attached schedule.



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

NAME	ADDRESS
Kieran Suckling	104 West Yankee Street Silver City, New Mexico 88061

SIXTH: An affidavit signed by each director stating that she/he consents to being a director is on file with the Corporation; the number of directors constituting the initial board of directors is three and the names and addresses of the persons who are to serve as the directors are: (Three or more)

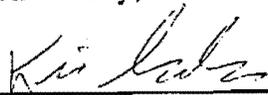
(ATTACH SCHEDULE, IF NEEDED)

NAME	ADDRESS
Kieran Suckling	104 West Yankee Street Silver City, New Mexico 88061
Peter J. Galvin	104 W. Yankee Street Silver City, New Mexico 88061
Todd Schulke	104 W. Yankee Street Silver City, New Mexico 88061

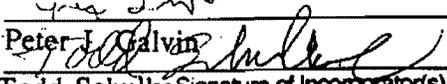
SEVENTH: The name and address of each incorporator:

NAME	ADDRESS
Kieran Suckling	104 W. Yankee Street Silver City, New Mexico 88061
Peter J. Galvin	104 W. Yankee Street Silver City, New Mexico 88061
Todd Schulke	104 W. Yankee Street Silver City, New Mexico 88061

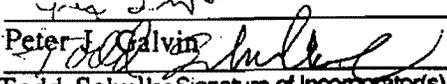
DATED: November 20, 1993



Kieran Suckling



Peter J. Galvin



Todd Schulke Signature of Incorporator(s)

SOUTHWEST CENTER FOR BIOLOGICAL DIVERSITY, INC.

CONTINUATION SCHEDULE

FOURTH:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, its trustees, 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 Third 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 or in opposition to 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 Internal Revenue Code, or corresponding section of any future federal tax code or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT

To the State Corporation Commission
State of New Mexico

DEC - 9 1993

STATE OF New Mexico)
) SS.:
COUNTY OF GRANT)

On this 24th day of December, 19 93, before me a Notary Public in and for the State and County aforesaid, personally appeared Kieran Suckling, 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 Southwest Center for Biological Diversity, Inc.

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.



REGISTERED AGENT'S SIGNATURE

Kieran Suckling

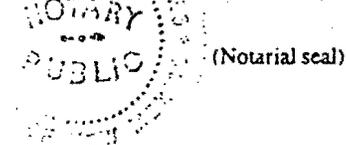
BY (I)

~~PRESIDENT~~

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

Batbe M. Divisone
NOTARY PUBLIC

Commission Expires: 09-29-95



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



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

CENTER FOR BIOLOGICAL DIVERSITY, INC.

3185741

The Public Regulation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, 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 and 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 Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: AUGUST 2, 1999

In testimony whereof, the State 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



ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

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 Southwest Center for Biological Diversity, Inc.

ARTICLE TWO: The following amendments to the Articles of Incorporation was adopted by the corporation on June 20, 1999 in the manner prescribed by the New Mexico Nonprofit Corporation Act:

The document attached hereto as Exhibit "A" sets forth the Amendments to the Articles of Incorporation. The amendments include Articles I and III.

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;

 X 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.

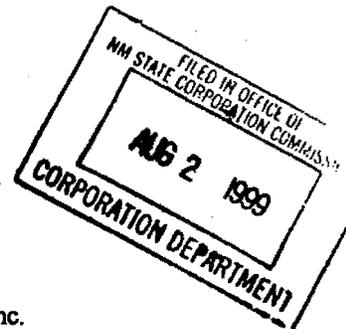
Dated 7/16/99

Southwest Center for Biological Diversity, Inc.
(Name of Corporation)

By *[Signature]*
Its President

and *[Signature]*
Its Secretary

Exhibit "A"
AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
Southwest Center for Biological Diversity, Inc.



1. Article I is amended to read as follows:

The name of the corporation is Center for Biological Diversity, Inc.

2. Article III is amended to read as follows:

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

To advance conservation efforts in North America. This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

This corporation is organized exclusively, for charitable, religious, educational, and scientific purposes, and for the prevention of cruelty to animals, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

CENTER FOR BIOLOGICAL DIVERSITY, INC.

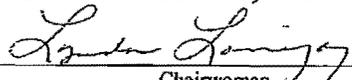
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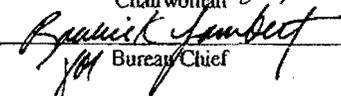
The Public Regulation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the
NONPROFIT CORPORATION ACT
(53-8-1 to 53-8-99 NMSA 1978)
have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: DECEMBER 2, 2002

In testimony whereof, the Public Regulation 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.

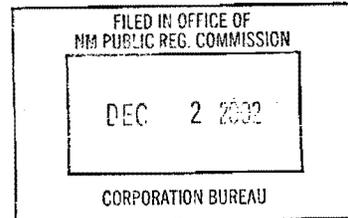


Chairwoman


Bureau Chief

TYPE OR PRINT LEGIBLY
FILE DUPLICATE ORIGINALS
FILING FEE: \$20.00

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION



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 Center for Biological Diversity, Inc.

ARTICLE TWO: The following amendment to the Articles of Incorporation was adopted by the corporation on October 10, 2002 in the manner prescribed by the New Mexico Nonprofit Corporation Act:

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;

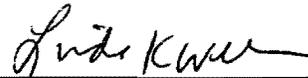
 The amendment was adopted by a consent in writing signed by all members entitled to vote thereto;

 X 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 10/10/02

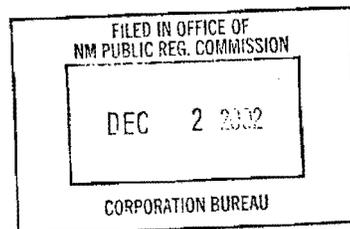
Center for Biological Diversity, Inc.
(Name of Corporation)

By 
Its President

and 
Its Secretary

5
DEC 2 2002

EXHIBIT "A"
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
Center for Biological Diversity, Inc.



Article IV is amended to read as follows:

The Property of this corporation is irrevocably dedicated to Charitable, educational and scientific purposes, and no part of the net income or assets of the corporation shall inure to the benefit of, or be distributable to its members, its trustees, 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 thereof. No substantial part of the activities of the Corporation shall be in 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 or in opposition to 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 Internal Revenue Code or corresponding section of any future federal tax code or by (b) a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code

Article V is added and reads as follows: .

Upon dissolution or 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 by the Board of Directors to a nonprofit fund, foundation, or corporation for one or more exempt purposes and has established its tax exempt status under Internal Revenue Code Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior court of county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Upon dissolution or winding up of the Corporation, the use and disposition of real or personal property owned or used by this Corporation in states other than New Mexico shall be limited to the purposes stated in the foregoing paragraph in such manner as to satisfy the requirements of the laws of such states for exemption of such property from property taxation in such states.



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

CENTER FOR BIOLOGICAL DIVERSITY, INC.

3312279

The Public Regulation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, 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 and 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 Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: APRIL 28, 2006

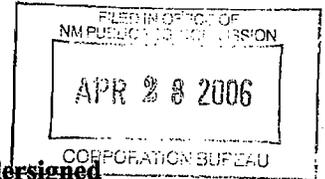
In testimony whereof, the Public Regulation of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe.

Chairman

Bureau Chief

SUBMIT ORIGINAL AND A COPY
TYPE OR PRINT LEGIBLY

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#): Center for Biological Diversity, Inc.

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

The document attached hereto as Exhibit "A" sets forth the Amendment to the Articles of Incorporation. The amendment includes Article III.

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

The date of the meeting of members at which the amendment was adopted was _____.
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 November 17, 2004. 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: 4-14-06

Center for Biological Diversity, Inc.

Name of Corporation

Two officers must sign:

By

[Signature]
Signature of Authorized Officer

By

[Signature]
Signature of Authorized Officer

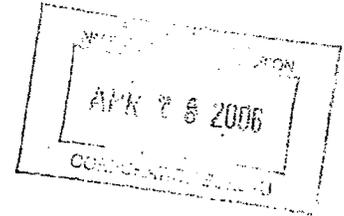
Form DNP-AM
(revised 07/03)

RECEIVED

APR 28 2006

NM PUBLIC REG. COMM.
CORPORATION BUREAU

Exhibit "A"
AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
Center for Biological Diversity, Inc.



2. Article III is amended to read as follows:

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

To advance conservation efforts. This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

This corporation is organized exclusively, for charitable, religious, educational, and scientific purposes, and for the prevention of cruelty to animals, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

RECEIVED

APR 28 2006

NM PUBLIC REG. COMM.
CORPORATION BUREAU