



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

NEW MEXICO ART INSTITUTE

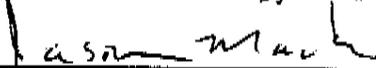
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The Public Regulation Commission certifies that the Articles of Incorporation, duly signed and verified pursuant to the provisions of the
NONPROFIT CORPORATION ACT
(53-8-1 to 53-8-99 NMSA 1978)
have been received by it & are found to conform to law.

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 18, 2008

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

ARTICLES OF INCORPORATION
OF
NEW MEXICO ART INSTITUTE

Pursuant to the provisions of the New Mexico Nonprofit Corporation Act, the undersigned adopts the following Articles of Incorporation.

ARTICLE 1

The name of the corporation shall be the: NEW MEXICO ART INSTITUTE.

ARTICLE 2

The period of duration of the corporation shall be perpetual.

ARTICLE 3

The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code; and subject to the limitations herein, the Corporation shall be empowered to engage in such other activities as may be necessary and proper to accomplish the foregoing purposes, including without limitation, the operation of an educational institution that will instruct and provide educational opportunities to students who have demonstrated artistic abilities and potential, including the management, guidance, direction and promotion of a charter secondary school that provides quality education in New Mexico to such students, and in connection therewith the corporation will not discriminate on the basis of age, sex, race, ethnicity, national origin, disability, sexual orientation or preference.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, other private individuals, or organizations organized and operated for a profit (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 as hereinabove stated).

The corporation shall not intervene in any manner in any political campaign, or carry on any other activities not permitted to be carried on by a corporation which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986. The corporation may engage in those lobbying activities allowed under the Internal Revenue Code either by virtue of the not substantial activity test or by the Section 501(h) election, if applicable.

Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on –

(a) by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code, as an organization described in Section 501(c)(3) of such Code; or

(b) by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

ARTICLE 4

Upon dissolution or liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organizations, which may have been created to succeed the corporation, as long as such an organization or each of such organizations shall then be (1) a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code, or (2) as an

organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Sections 170(c)(2) and 501(c)(3) of such Code; or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected by the Board of Directors of the corporation as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify (1) as a governmental unit under Section 170(c)(1) of the Internal Revenue Code, or (2) as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Sections 170(c)(2) and 501(c)(3) of such Code; or the list of distributee organizations contained in paragraphs (a) and (b) above may be overridden by conditions specified in individual grants to the corporation. However, no such conditions may specify distribution on liquidation to any organization which is not a nonprofit organization qualified (1) as a governmental unit under Section 170(c)(1) of the Internal Revenue Code; or (2) as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Sections 170(c)(2) and 501(c)(3) of such Code.

ARTICLE 5

The address of the corporation's initial registered office is 200 West De Vargas Street, Suite 2, Santa Fe, New Mexico 87501 and the name of the corporation's initial registered agent is Julia Hosford Barnes.

ARTICLE 6

The business of the corporation shall be managed by a Board of Directors consisting of such number of directors, but not less than five (5), as may be provided by the Bylaws of the corporation. The initial Board of Directors shall consist of five (5) members. The names and addresses of the persons who have consented to serve as directors until their successors are elected and qualified pursuant to the Bylaws are:

Garrett Thornburg, 150 Washington Avenue, Suite 300, Santa Fe, New Mexico 87501

Catherine Oppenheimer, 1140 Alto Street, Santa Fe, New Mexico 87501

Sherry Thompson, 553 Canyon Road, Santa Fe, New Mexico 87501-2719

Julia Hosford Barnes, 200 West De Vargas Street, Suite 200, Santa Fe, New Mexico 87501

J.D. Bullington, 1227 Paseo de Peralta, Santa Fe, New Mexico 87501-2758

ARTICLE 7

The name and address of the incorporator is Suzanne Barker Kalangis, 222 East Marcy Street, Suite A, Santa Fe, New Mexico 87501

Dated: June 18, 2008.

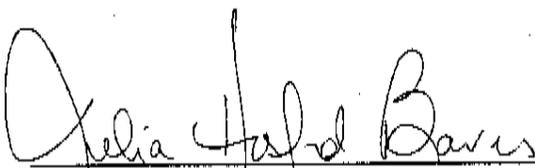
By: Suzanne Barker Kalangis
Suzanne Barker Kalangis, Incorporator

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

TO: Public Regulation Commission
Corporation Division
State of New Mexico

Pursuant to the provisions of Section 53-8-32 of the New Mexico Nonprofit Corporation Act, I, Julia Hosford Barnes, hereby acknowledge my acceptance of appointment as the initial registered agent of the NEW MEXICO ART INSTITUTE, the corporation which is named in the annexed Articles of Incorporation.

Dated: June th 18, 2008

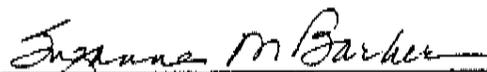


Julia Hosford Barnes

STATE OF NEW MEXICO
COUNTY OF SANTA FE

The foregoing instrument was acknowledged before me by Julia Hosford Barnes on June __, 2008.

(Seal)



Notary Public

My commission expires: July 14, 2010