

STATE OF NEW MEXICO



OFFICE OF  
**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF INCORPORATION

OF

NEW MEXICO ICE HOCKEY FOUNDATION, INC.,

1794403

The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation 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 State Corporation Commission issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated: MAY 7, 1996

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

*Gloria Iristani*

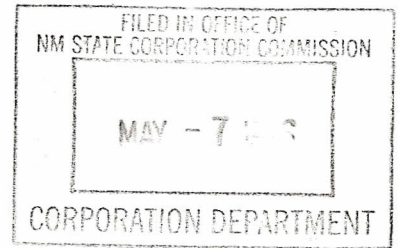
Chairman

*Sharon H. ...*

Director



179440-3



**ARTICLES OF INCORPORATION  
OF**

**NEW MEXICO ICE HOCKEY FOUNDATION, INC.**

**A Non-Profit New Mexico Corporation**

I, the undersigned resident of New Mexico, do hereby incorporate a non-profit corporation under the statutes of the State of New Mexico.

**ARTICLE I  
NAME**

The name of the corporation shall be New Mexico Ice Hockey Foundation, Inc.

**ARTICLE II  
DURATION**

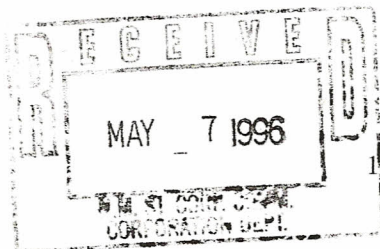
The period of duration of this non-profit corporation shall be perpetual.

**ARTICLE III  
PURPOSES**

This corporation is organized for the purpose of being a non-profit foundation to promote only such activities as are permitted to a 501(c)(3) (IRC 1954) eligible entity, including but not limited to promoting and assisting youth ice hockey to promote the ideals of education, patriotism, integrity, competitiveness, and excellence through the vehicle of organized youth ice hockey.

**ARTICLE IV  
NON-LIABILITY OF DIRECTORS**

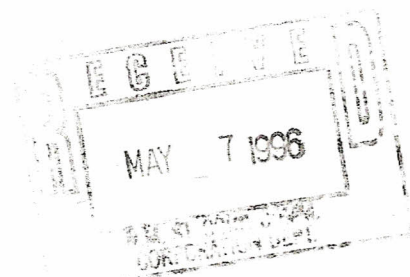
The directors of the New Mexico Ice Hockey Foundation, Inc. shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director unless: (a) the director has breached or failed to perform the duties of the director's office in compliance with § 53-8-25.1 N.M.S.A. 1978; and (b) the breach or failure to perform constitutes willful misconduct or recklessness. The liability and immunity of directors will be in accordance with § 53-8-25.2 and § 53-8-25.3 N.M.S.A. 1978.



Any such assets not so disposed of shall be disposed of by the District Court of the State of New Mexico of the County of Bernalillo, or such other District Court of the State of New Mexico in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said District Court shall determine.

IN WITNESS WHEREOF, I have hereunto set my hand this 7<sup>th</sup> day of May, 1996.

Robert A. Martin  
Incorporator



**ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT**

The address of this corporation's initial registered office is 9530 Tramway Boulevard NE, Albuquerque, New Mexico 87122. The name of this corporation's registered agent at that address is Robert A. Martin.

**ARTICLE VI  
DIRECTORS**

The number of directors constituting the corporation's initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Robert Armstrong Martin	137 Juniper Hill Road NE Albuquerque, NM 87122
John Charles Martin	511 Dartmouth SE Albuquerque, NM 87106
Katherine Pulsifer Martin	511 Dartmouth SE Albuquerque, NM 87106

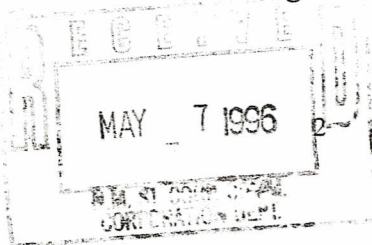
**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert A. Martin	9530 Tramway Blvd. NE Albuquerque, NM 87122

**ARTICLE VIII  
DISSOLUTION (for 501(c)(3) corporations)**

Upon the dissolution of this non-profit corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or to the federal government, or to a state or local government, for a public purpose.

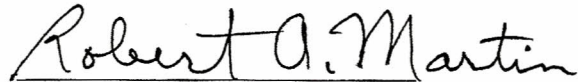


**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED INITIAL REGISTERED AGENT**

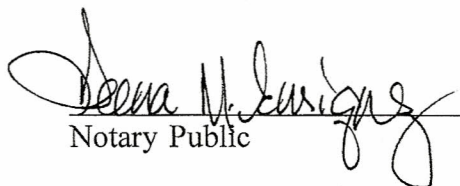
To the State Corporation Commission  
State of New Mexico

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

On this 7th day of May, 1996, before me a Notary Public in and for the State and County aforesaid, personally appeared Robert A. Martin, who is to me known to be the person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the Initial Registered Agent of New Mexico Ice Hockey Foundation, Inc., 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 Nonprofit Corporation Act of the State of New Mexico.

  
Robert A. Martin  
Registered Agent

SUBSCRIBED AND SWORN TO before me this 7th day of May, 1996.

  
Notary Public

Commission Expires:

Sept. 28, 1999

