

ARTICLES OF INCORPORATION
OF THE
NETWORK FOR WOMEN IN SCIENCE AND ENGINEERING, INC.
(Received 9 May 1979 by the NM St. Corp. Comm. Corp./Franchise Tax Dept.)

[square brackets indicate issues arising from re-typing of faxed copy of original, or deletions of personal information no longer relevant to the organization, or later amendments. Retyped from faxed copy in NMNWSE files on 20 July 2009 by J. Tinka Gammel, revised 3 Nov 2009.]

The undersigned, being of full age, does hereby certify that she on this date formed a corporation under the laws of the State of New Mexico, and does further certify:

ARTICLE I. Name. [As ammended by vote of membership 17 Oct 2009]

The name of the corporation shall be NEW MEXICO NETWORK FOR WOMEN IN SCIENCE AND ENGINEERING, INC.

ARTICLE II. Purposes.

The corporation shall encourage the entry into science and engineering professions of women and minorities. The corporation shall engage in the study of the history and problems involved in such entry and encourage and support science and engineering research on the part of women and minorities.

ARTICLE III. Term.

The corporation shall have a perpetual existence.

ARTICLE IV. Registered Office and Agent.

The registered Agent of the corporation shall be [removed as no longer valid – current board president serves as Agent]. The address of the registered office at which the registered Agent may be reached is [removed as no longer valid – contact NMNWSE at PO Box 1360, Los Alamos, NM 87544, <http://nmnwse.org>, NMNWSE_Board-l@list.unm.edu].

ARTICLE V. Non-Profit Status.

The corporation does not afford pecuniary gains incidentally or otherwise to its members. The corporation shall have no capital stock.

ARTICLE VI. [section title missing in scanned copy].

The name and address of the incorporator is Nancy Martin, [address removed as no longer valid – contact NMNWSE at PO Box 1360, Los Alamos, NM 87544, <http://nmnwse.org>, NMNWSE_Board-l@list.unm.edu].

ARTICLE VII. Directors.

The Board of Directors of the corporation shall consist of no less than three (3) and no more than fifteen (15) members. The initial Board of Directors shall consist of the following three (3) individuals:

NAME	ADDRESS
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Nancy Martin [address removed as no longer valid], Albuquerque, NM
June Gillespie [address removed as no longer valid], Albuquerque, NM
Deborah Bennett [address removed as no longer valid], Los Alamos, NM

ARTICLE VIII. Tax Exemption Limitations.

At all times, and notwithstanding change of name, merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary, or by operation of law, or any other provision hereof:

A. The corporation shall not possess or exercise a power of authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying, and continuing to qualify, as a corporation as described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (hereafter referred to as “the Code”), contributions to which are deductible for Federal income tax purposes; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

B. No part of the assets or net earnings of the corporation shall be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Code.

C. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation as these prohibited activities are defined by law; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

E. At no time shall the corporation engage in any activities which are unlawful under the laws of the United States of America, the State of New Mexico, or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as “prohibited” under Section 503 of the Code.

F. No compensation, loan, or other payment shall be paid or made to any officer, board member, creator, or organizer of the corporation, or substantial contributor to it, except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation and no part of the assets or net earnings, current or accumulated, of the corporation shall ever be distributed or divided among such person or private individual (under the prohibition contained in Section 501(c)(3) of the Code.

G. No solicitation of contributions of the corporation shall be made and no gift, bequest, or devise to the corporation shall be accepted, upon any condition of limitation which, in the opinion of the corporation, may cause the corporation to lose its Federal income tax exemption.

H. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code.

I. The corporation shall not engage in any act or self-dealing, as defined in Section 4941(d) of the Code.

J. The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code.

K. The corporation shall not make any investments [in?] such a manner as to subject the corporation to tax under Section 4944 of the Code.

L. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, its assets, if any remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed [sic] to, and only to, one or more organizations described in Section 501(c)(3) of the Code or for any exempt purposes as described in Section 501(c)(3) of the Code or the corresponding provision of any future U.S. Internal Revenue Law.

ARTICLE IX [mistyped as IV in filed copy]. Amendment.

These Articles of Incorporation may be amended by the Board of Directors, provided that at least two-thirds (2/3) of the Board Members approve of the amendment.

[Signed by Nancy Martin as incorporator.
Nancy was also the original Agent, and a
member of the first Board of Directors.]