



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF COMPARISON

OF

MAINSTREET TRUTH OR CONSEQUENCES


4238085

The Public Regulation Commission certifies that the attached is a true and complete copy of the ****5**** page document(s) on file in this office.

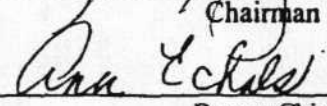
This Certification is in accordance with Section 53-8-93 NMSA 1978.

DATED: DECEMBER 1, 2009

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 affix at the City of Santa Fe.



Chairman



Bureau Chief

Nonprofit Corporation
ARTICLES OF INCORPORATION
of
MainStreet Truth or Consequences

FILED IN OFFICE OF
NM PUBLIC REG. COMM

DEC 01 2009

CORPORATION BUREAU

The undersigned, acting as incorporator(s) to form a corporation under the New Mexico Nonprofit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the Corporation is MainStreet Truth or Consequences.

ARTICLE TWO: The period of duration of the Corporation is perpetual.

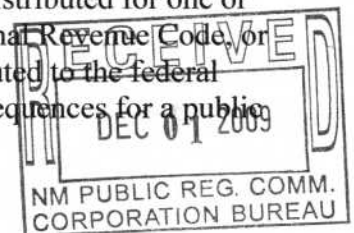
ARTICLE THREE: The Corporation is organized exclusively for charitable purposes as defined by section 501(c)(3) of the Internal Revenue Code, or by the corresponding section of any future federal code, to promote the revitalization of the historic downtown area of the city of Truth or Consequences, New Mexico through education, historic preservation, beautification, promotion of community and civic pride, and combating the underlying reasons for the physical and economic deterioration of the downtown district. The corporation shall have all of the powers granted in the Non-Profit Corporation Act (§53-8-1 through §53-8-99, N.M.S.A., 1978), unless specifically excepted in these Articles or in the By-Laws of the corporation.

ARTICLE FOUR: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Three 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 the corresponding section of any future federal code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FIVE: Provisions for the regulation of the internal affairs of the corporation, except as provided in these Articles of Incorporation shall be determined and fixed by the By-Laws of the corporation as adopted and amended from time to time by the Board of Directors.

ARTICLE SIX: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the State of New Mexico or to the City of Truth or Consequences for a public purpose.



ARTICLE SEVEN:

(1) The New Mexico street address of the corporation's initial registered office is:

418 N. Broadway St.
Truth or Consequences
New Mexico 87901

(2) The name of the initial registered agent at the address of the initial registered office is:

Joyce Perry

ARTICLE EIGHT: The names and addresses of the initial board of directors are:

Linda DeMarino

Jake Foerstner

Sidney S. Bryan

Gina Kelley

Steven M. Spaw

Wendy Sager-Evanson

Kathy Cramblet

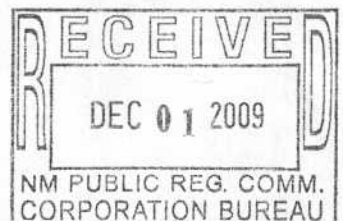
Steve Green

Blair Wyman

Eliana Aubin

William King

Sinead Marron



ARTICLE NINE: The name and address of each incorporator is:

Linda DeMarino

Jake Foerstner

Sidney S. Bryan

Gina Kelley

Steven M. Spaw

Wendy Sager-Evanson

Kathy Cramblet

Steve Green

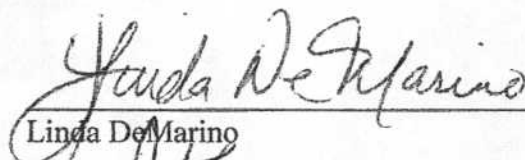
Blair Wyman

Eliana Aubin

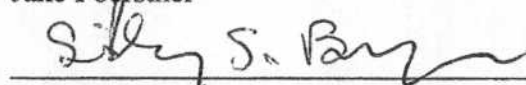
William King

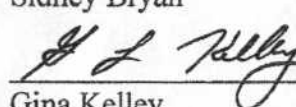
Sinead Marron

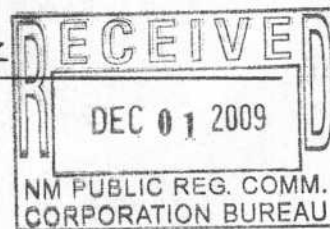
Dated: 11/24/09


Linda DeMarino


Jake Foerstner


Sidney Bryan


Gina Kelley



Steve Spaw

Steve Spaw

Wendy Sager-Evanson

Wendy Sager-Evanson

Kat Gramblet

Kat Gramblet

Steve Green

Steve Green

Blair Wyman

Blair Wyman

Eliana Aubin

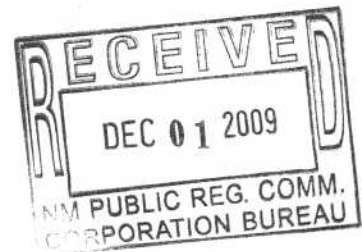
Eliana Aubin

Bill King

Bill King

Sinead Marron

Sinead Marron



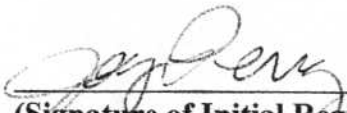
**STATEMENT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT**

FILED IN OFFICE OF
NM PUBLIC REG. COMM.

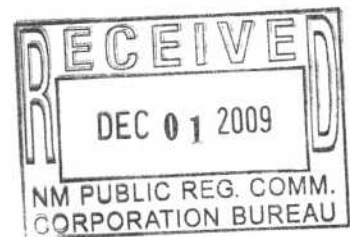
DEC 01 2009

I, Joyce Perry, hereby acknowledge that the undersigned individual or corporation accepts
appointment as Initial Registered Agent of MainStreet Truth or Consequences the corporation
which is named in the annexed Articles of Incorporation.

CORPORATION BUREAU



(Signature of Initial Registered Agent)



STATEMENT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED SUCCESSOR REGISTERED AGENT

Linda DeMarino

I, _____,

Hereby acknowledge the acceptance of appointment as Successor Registered Agent of

MainStreet Truth or Consequences

the Domestic Nonprofit Corporation, or Foreign Nonprofit Corporation, or Sanitary Project Act Corporation, or Cooperative Association, which is the successor registered agent.

(Sign on this line if the registered agent name in is the successor as an individual. If this line is signed, the two lines below do not apply and must be left blank.)

Linda DeMarino 12/19/11

.....
CORPORATION ACTING AS A REGISTERED AGENT ONLY

(If the following lines are used, the signature line above does not apply and must be left blank)

(If the registered agent is a corporation and is the successor, type or print the name of that corporation here.)

By _____

(An authorized officer of the corporation being appointed as registered agent must sign here and print name above)

FILING FEE \$10.00
NONPROFIT

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

To: **PUBLIC REGULATION COMMISSION
Of the STATE OF NEW MEXICO:**

Pursuant to the provisions of Section 53-8-9, if a domestic nonprofit corporation, or 53-8-71, if a foreign nonprofit, corporation or 53-4-6.2, if a domestic cooperative corporation, or 3-29-17.2, if a Sanitary Project Act corporation, of the New Mexico Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of New Mexico, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of New Mexico.

ARTICLE ONE: The name of the corporation is MainStreet Truth or Consequences

ARTICLE TWO: The street address of its present registered office is 207 Foch St, Truth or Consequences, NM 87901

ARTICLE THREE: The street address (P.O. Box is unacceptable unless geographical location is given) and city to which its registered office is to be changed is PO Box 1602, Truth or Consequences, NM 87901

ARTICLE FOUR: The name of the present registered agent is Joyce Perry

ARTICLE FIVE: The name of its successor registered agent is Linda De Marino

ARTICLE SIX: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

I declare that I have examined this report, including accompanying statements, and to the best of my knowledge and belief it is true and complete.

Dated: December 19, 2011
MainStreet Truth or Consequences

(Corporate Name)

By: Linda De Marino Linda DeMarino, President, Board of DIRECTOR
(Must be signed by an authorized officer)