



CERTIFICATE OF INCORPORATION
OF

NEW MEXICO BLACK LAWYERS ASSOCIATION

113,574-8

The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed pursuant to the provisions of the Nonprofit Corporation Act, have been received by it and are found to conform to law.

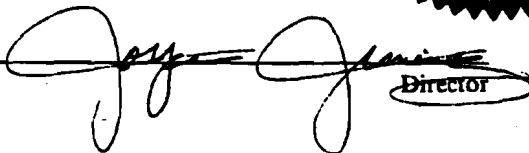
Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Incorporation, and attaches hereto a duplicate original of Articles of Incorporation.

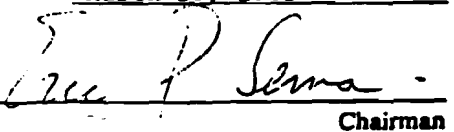


In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe on

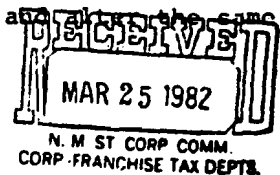
March 25, 1982

Attest:


Director


Chairman

activities of the New Mexico and American Bar Associations. The corporation shall have the power to sue and be sued in its corporate name; to have and use a corporate seal, and, ~~at all times, the same~~



MAR 25 1982

ARTICLES OF INCORPORATION OF THE
NEW MEXICO BLACK LAWYERS ASSOCIATION CORPORATION AND
A NONPROFIT CORPORATION FRANCHISE TAX DEPTS.

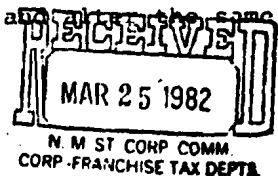
I, the undersigned incorporator of the New Mexico Black Lawyers Association, a nonprofit corporation, of 218 Broadway, S.E., Albuquerque, New Mexico, 87102, do hereby certify that I am a natural person above the age of twenty-one (21) years, acting as an incorporator of a nonprofit corporation by authority of Section 52-8-1, to and including 53-8-99, N.M.S.A., 1978 Comp., and I do hereby adopt the following Articles of Incorporation for such corporation:

I

The name of the Corporation shall be the NEW MEXICO BLACK LAWYERS ASSOCIATION.

II

The purposes for which said corporation is formed are as follows: To conduct a program of continuing legal education for the membership; to improve the method of judicial selection and tenure; to study the needs of the State and community for legislation, and to present recommendations to the Legislature in the public interest; to protect the civil rights of the citizens of the community through the legal profession; to take appropriate action to prevent unauthorized practice of law in all cases where the interests of the public may be, injuriously affected thereby, and to improve the administration of justice by studies and recommendations on procedural rules, legal aid, and lawyer referral service; to coordinate the activities of the membership with the activities of the New Mexico and American Bar Associations. The corporation shall have the power to sue and be sued in its corporate name; to have and use a corporate seal, and to do all the same



at pleasure; to appoint agents as its purposes require, and to fix their compensation and define their duties; to make contracts, incur liabilities and borrow money, and to own, hold, and dispose of real and personal property. None of the funds or property of the corporation shall ever inure to the benefit of any member, director, or officer of the corporation. Further, the purpose shall be to advance the science of jurisprudence, improve the administration of justice, preserve the independence of the judiciary of our cities, states and nation; to uphold the honor and integrity of the legal profession; to promote professional and social intercourse among the members of the American Bar and the International Bar; to promote legislation that will improve the economic condition of all of the citizens of the United States; to aid all citizens regardless of race, sex or creed in their efforts to secure a free and untrammled use of the franchise guaranteed by the Constitution of the United States; to protect civil and political rights of the citizens and the residents of the several states of the United States. Further, to effect any lawful purpose authorized by the laws of the State of New Mexico.

III

This corporation is formed for a purpose not involving pecuniary gain to its members, paying no dividends or other pecuniary remuneration directly or indirectly to its members as such, and having no capital stock and no substantial part of the activities of this corporation shall be the carrying on of propagan-da or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), and political campaign on behalf of any candidate for public office, and is meant to qualify under 501(c)(3) of the Internal Revenue Code.

IV

The period of duration of corporate existence shall be perpetual.

V

The name and address of the incorporator is:

Raymond Hamilton
6212 Flor De Mayo, N.W.
Albuquerque, New Mexico 87102

VI

The number of Board of Directors of said corporation shall be at least three (3), which are elected or appointed by the membership of said corporation and such trustees shall continue to hold office for a period of their election or appointment. The Board of Directors shall convene for no less than quarterly meetings.

VII

The registered office of the corporation shall be 218 Broadway, S.E., Albuquerque, New Mexico, 87102, and the registered agent shall be Tommy Jewell, Esquire, 218 Broadway, S.E., Albuquerque, New Mexico, 87102.

VIII

The first Board of Directors shall be:

Raymond Hamilton
6212 Flor De Mayo, N.W.
Albuquerque, New Mexico 87102

Hannah Best —
Two Park Central Tower, Suite #416
300 San Mateo, N.E.
Albuquerque, New Mexico 87108

Tommy Jewell
218 Broadway, S.E.
Albuquerque, New Mexico 87102

and shall hold office until the first meeting of the corporation.

IX

In the event of the dissolution of the corporation, all assets and all property, real, personal, or mixed shall be transferred and disbursed to non-profit organizations selected by the Board of Directors.

X

Membership in the Association shall be open to any member of the Bar of the Supreme Court of the State of New Mexico, or who is approved for membership as provided in the By-Laws. The By-Laws of the Association shall contain provisions for admission to membership, payment of dues, and expulsion from membership in the Association, and may provide for associate members and student members whose qualifications need not be those for membership.

XI

These Articles may be amended at any regular or special meeting of the Board of Directors by a two-thirds vote of the members present, or at any meeting of the regular members of the Association by a majority of members present. An amendment adopted by the members of the Association may not be amended or repealed by the Board of Directors.

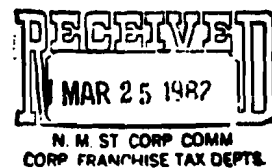
Raymond Hamilton
RAYMOND HAMILTON, INCORPORATOR

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

The foregoing Articles of Incorporation were acknowledged before me this 5th day of March, 1982.

[Signature]
NOTARY PUBLIC

My Commission Expires:



AFFIDAVIT OF REGISTERED AGENT

CORPORATION AND
FRANCHISE TAX DEPTS.

COMES NOW Tommy Jewell, Attorney At Law, and first being duly sworn, upon his oath deposes and states as follows:

1. That he hereby accepts the position as designated registered agent of the NEW MEXICO BLACK LAWYERS ASSOCIATION, and will faithfully perform all of the duties in connection with being a registered agent for this corporation.

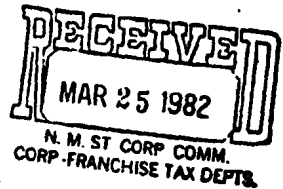
Tommy Jewell
TOMMY JEWELL

SUBSCRIBED AND SWORN TO before me this 3rd day of March, 1982.

Angela B. Juarez
NOTARY PUBLIC

My Commission Expires:

April 18, 1984



NEW MEXICO BLACK LAWYERS ASSOCIATION

CONSTITUTION

ARTICLE I

Name

This Association shall be known as the New Mexico Black Lawyers Association.

ARTICLE II

Purposes

The purposes for which this Corporation is formed are as follows: to conduct a program of continuing legal education for the membership; to improve the method of judicial selection and tenure; to study the needs of the State and community for legislation, and to present recommendations to the Legislature in the public interests; to make available to the public the results of studies by the legal profession on matters involving the public interest; to protect the civil rights of the citizens of the community through the legal profession; to take appropriate action to prevent unauthorized practice of law in all cases where the interests of the public may be injuriously affected thereby, and to improve the administration of justice by studies and recommendations on procedural rules, legal aid, and lawyer referral service, and to coordinate the activities of the membership with the activities of the New Mexico and American Bar Associations. The corporation shall have the power to sue and be sued in its corporate name; to have and use a corporate seal, and alter the same at pleasure; to appoint agents as its purposes require, and to fix their compensation and define their duties; to make contracts, incur liabilities and borrow money, and to own, hold, and dispose of real and personal property. None of the funds or property of the corporation shall ever inure to the benefit of any member, director, or officer of the corporation; the further purposes of this Corporation shall be to advance the science of jurisprudence, improve the administration of justice, preserve the independence of the judiciary

of our cities, states and nation; to uphold the honor and integrity of the legal profession; to promote professional and social intercourse among the members of the American Bar and the International Bar; to promote legislation that will improve the economic condition of all of the citizens of the United States; to aid all citizens regardless of race, sex or creed in their efforts to secure a free and untrammelled use of the franchise guaranteed by the Constitution of the United States; to protect civil and political rights of the citizens and the residents of the several states of the United States.

ARTICLE III

Membership

Section 1. There shall be three (3) classifications of membership in the N.M.B.L.A.: Regular, Associate and Student.

Section 2. Any lawyer who is in good standing before the Bar of any jurisdiction may become a Regular Member of this Association upon application and approval of the Board of Directors of this Association.

Section 3. Any person who has graduated from an accredited law school and who has demonstrated an interest in the principles and objectives of the N.M.B.L.A. may, upon application and approval of the Board of Directors become an Associate Member of this Association.

Section 4. Any student matriculating at any accredited school of law may upon application and approval of the Board of Directors become a Student Member of this Association.

ARTICLE IV

Annual Membership Meeting

Section 1. The Association shall have an Annual Membership Meeting at which the membership shall elect the general officers and members of the Board of Directors; formulate overall policy and direction, and if necessary, amend the By-Laws and/or Constitution of this Association. The Association shall remain assembled until all business

shall be completed or an adjournment taken by majority vote.

Section 2. Delegates to the Annual Meeting shall be financial members of the Association.

Section 3. The N.M.B.L.A. shall meet on such dates and at such places as indicated in its By-Laws.

ARTICLE V

General Officers

Section 1. Officers: The officers of the Association shall consist of the President, Vice-President, the Secretary and the Treasurer.

Section 2. Eligibility: Each officer must be a member in good standing of the Association, must have attended two of the preceding three Meetings and must be present and registered at the Annual Meeting at which he or she is elected.

Section 3. Election and Terms: All officers shall serve for a period of one (1) year. The President shall be eligible to succeed himself/herself in his office, limited to one (1) successive term.

Section 4. If any office becomes vacant, the Board of Directors shall elect an eligible member to fill the office for the unexpired term. Service in an office for the unexpired term shall not make the officer ineligible for nomination or election to an office.

Section 5. Duties: The President shall be the Chief Executive Officer of the Association and shall preside at meetings of the Board of Directors and the Annual Meeting. Unless otherwise provided, he/she shall, with the approval of the Board of Directors appoint the Parliamentarian, General Counsel and the Chairman and members of each committee of the Association and of the Board. The President may appoint such special assistants and/or consultants as he may deem necessary and appropriate.

The Vice-President shall perform such duties as the President and the Board may assign and except as otherwise provided.

The Secretary shall keep the respective minutes and records of the Annual and Regular meetings, and any special meeting of the Association, and the Board of Directors; shall keep the roster of membership of the Association; receive and keep as the property of the Association, all papers, addresses and reports to and of the Association and give all notices required.

The Treasurer shall receive and supervise the safekeeping and expenditures of the funds and investments of the Association, and shall report periodically on the financial conditions of the Association to the Board of Directors. The Treasurer's report shall be submitted for examination and shall be subject to audit by independent accountants designed by the Board of Directors.

Other officers shall perform such duties as the Board of Directors may assign.

All officers shall perform such duties as shall usually devolve upon similar officers.

ARTICLE VI

Board of Directors

Section 1. Power and Functions: The Governing Body of the Association shall be known as the Board of Directors. The Board of Directors shall control, formulate policy for, and administer the affairs of the Association. It has all the powers of the Annual Membership when that body is not in session except for the election of officers.

Section 2. Composition: The Board of Directors shall be composed of: The President, Vice-President, and the Secretary.

Section 3. Eligibility and Term: All members of the Board of Directors must be members in good standing of the Association and may serve successive terms, except for the President, who is limited to one successive term.

Section 4. Vacancies: If any vacancy occurs in the Board of Directors, the Board of Directors shall elect an eligible member to fill

the vacancy for the unexpired term.

ARTICLE VII

By-Laws

By-Laws not inconsistent with the provisions of this Constitution may be adopted or amended by a majority of the members present and voting in the Annual Membership Meeting.

ARTICLE VIII

Supreme Law

This Constitution of the New Mexico Black Lawyers Association and the By-Laws which shall be adopted pursuant thereto shall be the Supreme Law of the New Mexico Black Lawyers Association, and every member, officer and jurisdiction shall be bound thereby.

ARTICLE IX

Amendments

These articles may be amended at any Annual Meeting by 60% of the members present and voting.

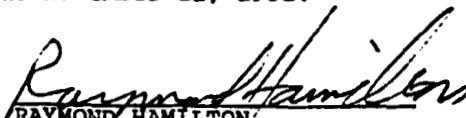
ARTICLE X

Effective Date of Constitution

This Constitution shall go into effect and become law immediately on adoption.

CERTIFICATE

The New Mexico Black Lawyers Association Constitution
provided herein is a true and correct copy of the NMBLA
Constitution adopted on or about November 11, 1981.


RAYMOND HAMILTON
President, NMBLA

NEW MEXICO BLACK LAWYERS ASSOCIATION

BY-LAWS

CHAPTER I

Official Office

The headquarters of the New Mexico Black Lawyers Association shall be in Albuquerque, New Mexico.

CHAPTER II

Membership Fee

The individual membership dues in the N.M.B.L. Association shall be \$25.00 for regular members, \$15.00 for associate members and \$5.00 for student members. All dues become due and payable on the 15th day of January of each year. No person shall be qualified to exercise any right or privilege of membership who is delinquent in membership dues. The fiscal year shall be January 1 through December 30.

CHAPTER III

Membership Meeting

The membership shall meet once a month at a time and place designated by a majority vote of the members.

Annual Membership Meeting

The annual membership meeting shall be held in Albuquerque, New Mexico at a time and place to be designated by a majority vote of the members.

CHAPTER IV

Committees

Any committee necessary shall be appointed by the President.

CHAPTER V

Elections

All elections shall be by ballot and the majority of the votes cast in the Annual Meeting shall be necessary to elect. In case no nomi-

General Officers and Duties

See Constitution, Article ____.

CHAPTER VII

Expenditures of Officers

The President, Vice President, Secretary and Treasurer shall be allowed such monies for expenditures as the Board of Directors shall annually provide. In no case shall they exceed such expenditures unless approved by the General Membership.

CHAPTER VIII

Parliamentary Authority

Robert's Rules of Order as revised shall be the guide of this Association in all its deliberations.

CHAPTER IX

Official Seal

The New Mexico Black Lawyers Association shall have an official seal which shall be in the care, keeping and custody of the Secretary of this Association, and the said Secretary shall impress it upon such official documents or papers as should properly bear the seal of the New Mexico Black Lawyers Association.

CHAPTER X

Amendment of By-Laws

These By-Laws may be amended at any Annual Meeting by a majority vote of the members present and voting.