

ARTICLES OF INCORPORATION
OF
LAS CRUCES ACADEMY, INC.

adopted and edited to incorporate the amendments of 23 July 2023,
pursuant to the provisions of the New Mexico Nonprofit Corporation Act, the
undersigned corporation adopts the following amended Articles of Incorporation

Article I. The name of the corporation shall be Las Cruces Academy, Inc., NMPRC #2845790, now State Corporation Commission number 2845790.

Article II. The duration of corporate existence shall be in perpetuity.

Article III. The purposes of the Corporation shall be exclusively charitable, educational, and scientific as defined under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically the Corporation shall:

- 1.) establish and maintain a private school, including the grade levels of early kindergarten through 12th grade, that is dedicated to providing an academically rigorous education for gifted and academically advanced students, emphasizing math, science, and language arts.
- 2.) establish a program to be known as Las Cruces Academy Outreach, or LCA Outreach, which shall develop and implement programs designed to improve the possibilities for academic success for all students of the Las Cruces area.
- 3.) Participate in public venues, such as scholastic fairs and public celebrations, and offer public presentations at our own facilities, to demonstrate and to share capabilities in science, math, languages, and other disciplines.

The date of the meeting of members at which the amendment was adopted was 23 July 2023. A quorum of the members (5 of 6) entitled to vote was present and the amendment received votes of all 5 members present.

Article IV. Its principal or registered office in the State of New Mexico shall be:

4904 Calabazilla Road
Las Cruces, NM 88011

The statutory agent shall be Lou Ellen Kay.

Article V. The name and address of each incorporator on the date of founding is as follows:

Lou Ellen Kay	4904 Calabazilla Rd., Las Cruces, NM 88011
Sandra K. Nakamura	670 Windmill Court, Las Cruces, NM 88011
Susan W. Brown	3200 Majestic Ridge, Las Cruces, NM 88011

Article VI. The Board of Trustees (to be known to the New Mexico Public Regulatory Commission as Directors) shall consist of a minimum of three and a maximum of fifteen in number, with the names and addresses of the initial Trustees as follows:

Lou Ellen Kay	4904 Calabazilla Rd., Las Cruces, NM 88011
Sandra K. Nakamura	670 Windmill Court, Las Cruces, NM 88011
Susan W. Brown	3200 Majestic Ridge, Las Cruces, NM 88011

Tenure in office of members of the Board of Trustees shall be for three (3) years, except that from time to time Trustees may be appointed to shorter terms, as provided in the by-laws of the Corporation. The Board of Trustees shall be composed of not less than three (3) nor more than fifteen (15) members appointed in the manner provided by the

by-laws, excluding ex-officio members. The Board shall initially consist of those presently serving as Trustees, and Trustees shall henceforth be elected in the manner provided for in the by-laws.

Article VII. The functions and powers of the Board of Trustees shall include, but not be limited to

- a. directing such actions as are necessary to carry out the purposes of the Corporation
- b. hiring a Head of School as sole employee of the Board, such employee to be charged with all normal operations of the school, including but not limited to hiring and termination of faculty and other employees, review of employees, entrustment with student progress, and financial operations other than acquisition, disposal, and financing of major assets as well as leasing of major facilities, these latter financial operations being reserved to the Board.
- c. ensuring that donations are made to the Corporation
- d. maintaining the active interest of the public in the Corporation
- e. making, altering, and repealing such by-laws and regulations as are necessary to carry out its purposes
- f. electing and appointing such officers and committees as are deemed necessary
- g. authorizing the corporation to: incur expenses to accomplish its purposes, including acquisition of major assets such as real property, incurring and discharging major debt beyond ordinary credit purchases; dispose of major assets.

Article VIII. The Corporation shall be non-profit in character and there shall not be any offer of shares in the corporation.

Article IX. All gifts and contributions received for a designated purpose by the Corporation shall be used for said designated purpose, except for such portions as may be necessary to provide funds for operating expenses of the Corporation, as stated in the By-laws. Contributions and gifts contributed without a specific, designated purpose may be used as the Board of Trustees prescribes. The Board of Trustees is authorized to:

- a.** invest and reinvest said contributions to increase the corpus of said gifts and contributions
- b.** invest and reinvest the proceeds of the sale or disposal of any portion thereof in such loans, stocks, bonds, and other securities, mortgages, common trust funds, or other property, real or personal, as said Board of Trustees may deem suitable
- c.** retain any property contributed in original form, regardless of whether such property or securities are so-called “legal” investments of trust funds.
- d.** employ investment counsel or agents for the management of its investments.

Article X. The Corporation, through its Board of Trustees, may enter into, make, and perform contracts of every kind and description with any and all persons or firms, provided that the subject matter of the contract is within the purposes of the Corporation; specific authority is granted for the Corporation to enter into, make, and perform contracts with donors, grantors, testators, and/or their personal representatives.

Article XI. In addition to the powers set forth above, and the powers granted by statute, the Corporation shall have the following powers:

- a.** To purchase and own real estate and personal property of any nature; to lease, rent, sell, pledge, and mortgage any of its real estate and improvements located thereon, or any of its personal property;
- b.** To borrow or raise money for any of the purposes of the Corporation, and in connection therewith, to execute notes, drafts, bonds, mortgages, or other evidences of indebtedness, and to secure the payment thereof, as may be required.

Article XII. Neither the Corporation, nor its Trustees, as individuals, shall be liable for neglect or illegal action of any of its officers or agents, provided that reasonable care shall have been exercised by the Corporation in the selection and oversight of such agent(s), or officer(s).

Article XIII. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by statute.

Article XIV. If at any time this Corporation shall be dissolved, the corporate assets after payment of any debts shall be distributed, paid over, conveyed, and transferred to other private, non-religious, non-profit educational institutions in the State of New Mexico, as decided by the Board of Trustees.

We, the undersigned, being the current Board of Trustees, and pursuant to the laws of New Mexico, do hereby declare and certify that the facts herein stated are true, and accordingly, we have set our hands hereto, this 23rd day of July 2023.

Lou Ellen Kay

Sandra K. Nakamura

Susan W. Brown

Vincent P. Gutschick

David D. Gutschick

Paul Deason

Pritish Chamania

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Pritish Chamania

Elizabeth Brasher

Susana Salamanca-Riba

The date of the meeting of members at which the amendment of Article III was adopted was 23 July 2023. A quorum of the members (5 of 6) entitled to vote was present and the amendment received the votes of all 5 members present.

DocuSigned by:

David Gutschick

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8/4/2023

David Gutschick

DocuSigned by:

Paul Deason

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8/1/2023

Paul Deason

DocuSigned by:

Vincent Gutschick

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7/26/2023

Vincent Gutschick

DocuSigned by:

Elizabeth Brasher

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8/1/2023

Elizabeth Brasher