

ARTICLES OF AMENDMENT OF LAS CRUCES COUNTRY CLUB, INC.

Pursuant to Sec. 53-8-37, NMSA 1978, the following Articles of Amendment were duly adopted in accordance with Sec. 53-8-36, NMSA 1978.

- A. Name of the corporation is Las Cruces Country Club, Inc.
- B. The following Articles of Incorporation are amended as follows:
- C. Sec. 3 of the Articles of Incorporation is amended as follows:
 - (a) To provide and maintain a Country Club on a non-profit basis for the benefit of the members of the Club and their families. The facilities of this organization are for the exclusive use of its members and their bona fide guests.
 - (b) To sue and be sued.
 - (c) To have, and alter at pleasure, a corporate seal, affixing of which shall not affect the validity or enforceability of any instrument.
 - (d) To take and hold an interest in real and personal property.
 - (e) To lease, encumber, convey or dispose of real and personal property.
 - (f) To enter into obligations or contracts and do any act incidental to the transaction of its business or expedient to the purposes stated in the articles of incorporation.
 - (g) To acquire, hold, mortgage, pledge or dispose of shares, bonds, securities and other evidences of indebtedness of any domestic or foreign corporation either public or private, and, if it is owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote.
 - (h) To receive, hold and administer trust funds and endowments for the uses and purposes of said corporation.
 - (i) To conduct its affairs within and without the state.
 - (j) To make, amend and repeal bylaws, not inconsistent with its articles or with law, for the administration and regulation of its affairs.
 - (k) To merge and consolidate with other nonprofit corporations, domestic or foreign, organized for related purposes.
 - (l) To dissolve and wind up by majority vote of its Members in attendance at any

regular meeting upon notice.

(m) To conduct any other business authorized by the New Mexico Non-Profit Corporation Act.

D. Sec. 8 of the Articles of Incorporation is amended as follows:

The period of duration of the corporation shall be perpetual.

E. At the meeting amended said Articles, the Directors unanimously authorized the filing of amended and restated Articles of Incorporation herewith.

F. The meeting of the members was held on November 14, 2006, at which the above amendment was adopted. A quorum was present at the meeting and the amendment received in excess of at least 2/3's vote of the members present at the meeting, or represented by proxy to vote thereon.

G. These Articles are effective upon filing with the Public Regulation Commission.

LAS CRUCES COUNTRY CLUB, INC.

President

ATTEST: _____
Secretary