

**The Albuquerque Gem and Mineral Club  
Articles of Amendment**

Pursuant to the provisions of the New Mexico Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

**ARTICLE ONE:** The name of this corporation is The Albuquerque Gem and Mineral Club (#515130).

**ARTICLE TWO:** The following articles are amended as set forth here:

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**Article Two: Purposes**

This nonprofit corporation is organized exclusively for charitable, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes:

- To sponsor educational presentations and programs in New Mexico related to the advancement of the earth sciences and associated subjects;
- To promote the exchange of information and the furtherance of the knowledge of mineralogy, gem-cutting and geology, and to stimulate interest in the development of related studies.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**Nonprofit Declarations**

At all times shall the following operate as conditions restricting the operations and activities of the nonprofit corporation:

1. The corporation shall have no capital stock. No part of the net earnings of this nonprofit corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the nonprofit corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, this nonprofit corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from

federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4. Upon the dissolution of the nonprofit corporation, assets shall be expended for its 501(c)(3) purposes or transferred to the University of New Mexico, New Mexico State University, and/or the New Mexico Institute of Mining and Technology for the granting of scholarships to students in Earth Science related fields. If unable to transfer for such purposes, the assets shall be transferred to one or more qualified 501(c)(3) organizations whose purpose is aligned with the purpose of this nonprofit corporation, to be determined by majority vote of the Board of Directors at that time.

**Article Four:** The period of duration shall be perpetual.

**Article Five:** The corporation shall have one or more classes of members. The designation of such class or classes, the manner of election or appointment and the qualifications and rights of the members of each class shall be set forth in the corporation's bylaws. Current members, as defined by the AGMC Bylaws, are entitled to vote. A member entitled to vote may vote in person or may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

**Article Twelve: Personal Liability**

No member, officer, or Director of this nonprofit corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officer, or Directors be subject to the payment of the debts or obligations of this corporation.


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**ARTICLE THREE:** The date of the meeting of board members at which the amendments were adopted was March 5, 2018. A quorum of the board members entitled to vote was present or represented by proxy and the amendments received a majority of the votes which board members present at the meeting or represented by proxy were entitled to cast.

**ARTICLE FOUR:** These Articles of Amendment shall be effective May 1, 2018.

Dated: March, 5 2018

The Albuquerque Gem and Mineral Club

Signed:

  
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Taylor Selby, President

  
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Dean Klassy, Secretary