



NEW MEXICO PUBLIC REGULATION COMMISSION

Restated Certificate Of Incorporation

OF

SCHOOL FOR ADVANCED RESEARCH

7727348

NEW MEXICO

The Public Regulation Commission certifies that the Restated Articles Of Incorporation, duly signed and verified pursuant to the provisions of the

Nonprofit Corporation Act

(53-8-1 To 53-8-99 NMSA 1978)

have been received by it and are found to conform to law. Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Restated Certificate Of Incorporation and attaches hereto a duplicate of the Restated Articles Of Incorporation.

Dated : **March 28, 2013**

In testimony whereof, the Public Regulation 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.

Stacy Starr-Garcia

Bureau Chief

Ben Hall

Chairman

**RESTATED ARTICLES OF INCORPORATION
OF
SCHOOL FOR ADVANCED RESEARCH**

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Corporation Bureau
MAR 28 2013

The undersigned are, respectively, the Chair and the Secretary of the SCHOOL FOR ADVANCED RESEARCH, a corporation (the "Corporation") organized under the New Mexico Nonprofit Corporation Act (the "Act"), and as officers of the Corporation acting in accordance with the Act and otherwise authorized by the Board of Directors of the Corporation, have executed these Restated Articles of Incorporation in accordance with the Act. These Restated Articles of Incorporation (1) correctly set forth the provisions of the Corporation's Articles of Incorporation, as amended and restated, *in its entirety* by these Restated Articles of Incorporation, (2) have been duly approved by the Board of Directors of the Corporation as required by law, and (3) supersede the original Articles of Incorporation of the Corporation and all amendments thereto and restatements thereof.

ARTICLE I

Name of Corporation

The name of the Corporation is "School for Advanced Research."

ARTICLE II

Duration of Corporation

The period for which the Corporation is organized is perpetual.

ARTICLE III

Purposes

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including, for such purposes, the supporting and making distributions to organizations that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code").

The Corporation is a center for advanced study that carries on and supports scholarship and Native American arts through programs encompassing research, publication and education, to advance understanding in human studies. This specific exempt purpose is not exclusive of any additional purpose the Corporation may determine to pursue which is consistent with the preceding paragraph of this Article III; and to the extent not inconsistent with law and the exempt purposes stated in the preceding paragraph of this Article III, and in furtherance of the specific purpose set forth in the first sentence of this paragraph, the Corporation may engage in any lawful act or activity for which a nonprofit corporation may be organized under the Act.

The Corporation shall have all of the powers of a nonprofit corporation under the Act and New Mexico law, to the extent not inconsistent with its exempt purposes stated in the first paragraph of this Article III.

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ARTICLE IV

Membership

The Corporation shall not have members within the meaning ascribed by the Act.

ARTICLE V

Directors

The affairs of the Corporation shall be governed by a Board of Directors.

ARTICLE VI

Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation set forth in Article III 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 any candidate for public office. Notwithstanding any other provisions of these Restated Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

If at any time the Corporation is, or is treated as if it is, a "private foundation" within the meaning of Section 509 of the Code, then the following additional restrictions shall apply:

(A) The Corporation shall distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(B) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(C) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(D) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code;

(E) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer and convey all of the remaining assets of the Corporation to one or more organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall then be described in Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of those assets not so disposed of by the Board of Directors shall be disposed of by the District Court for the county in which the principal office of the Corporation is then located, exclusively for those purposes or to such organization or organizations, as that Court shall determine, which are organized and operated exclusively for those purposes.

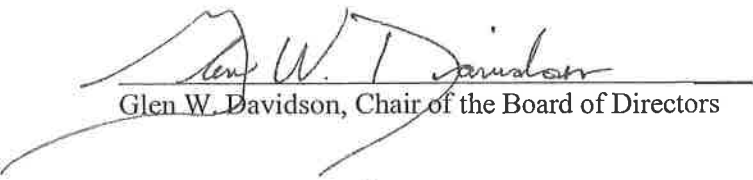
ARTICLE VIII


Indemnification

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or while a director or officer of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the Act as the same exists or may hereafter be amended. The protections afforded by this Article shall not be exclusive of any other protection which may be afforded by the Corporation's Bylaws or contractual undertaking by the Corporation, or by any resolution of the Board of Directors, existing or hereinafter created.

Dated March 1, 2013.

*PREVIOUS NAME: SCHOOL FOR ADVANCED RESEARCH
ON THE HUMAN EXPERIENCE*


Glen W. Davidson, Chair of the Board of Directors


Joan Fortune, Secretary