



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

THE ANN CAMPANA JUDGE FOUNDATION

2269090

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

NONPROFIT CORPORATION ACT

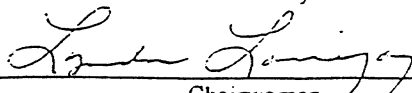
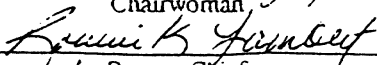
(53-8-1 to 53-8-99 NMSA 1978)

have been received by it & are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Certificate of Incorporation & attaches hereto, a duplicate of the Articles of Incorporation.

Dated: JULY 19, 2002

In testimony whereof, the Public Regulation of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to affixed at the City of Santa Fe.


Chairwoman

Bureau Chief

**ARTICLES OF INCORPORATION
OF
THE ANN CAMPANA JUDGE FOUNDATION**



The undersigned, for the purposes of forming a nonprofit corporation under the provisions of the New Mexico Nonprofit Corporation Act, Section 53-8-1, et seq., NMSA 1978, hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of the corporation (the "Corporation") is THE ANN CAMPANA JUDGE FOUNDATION.

**ARTICLE II
DURATION**

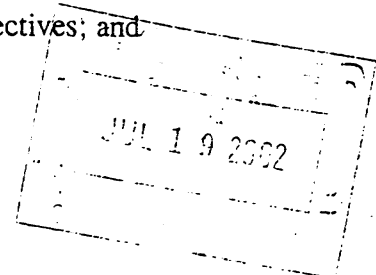
The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized and at all times shall be operated, on a non-profit basis exclusively:

(1) to promote, undertake, support and fund philanthropic projects in and relating to developing countries, especially those projects focused on water, health and sanitation. The Corporation will conduct projects on its own, but grants will also be made both to individuals and other non-profit organizations. Philanthropic projects of the following types will be supported by the Corporation:

- a) community water supply development, especially those emphasizing relief, training and self-sufficiency;
- b) community sanitation/health and related projects;
- c) projects designed to foster community-level economic self-sufficiency;
- d) those projects in the aforementioned areas that emphasize student involvement; and
- e) other appropriate projects deemed by the Board of Directors to be consistent with the Corporation's nonprofit objectives; and



(2) to receive and administer funds for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such funds may include, but are not limited to, grants, contracts, gifts and bequests from individuals and from for-profit, government and non-profit sources.

The Corporation shall engage in any lawful act or activity to advance the specific purposes set forth above.

ARTICLE IV **RESTRICTIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and property received. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Code").

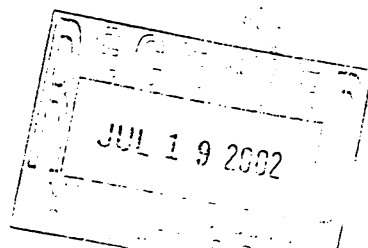
B. This Paragraph B. shall apply only if the Corporation is or becomes a private foundation as that term is defined by Section 509 of the Code. The Corporation shall expend or distribute its income for each year at such time and in such amount and manner as not to subject it to tax under Section 4942 of the Code; and shall refrain from any act of self dealing, any retention of excess business holdings, any investment and any taxable expenditure which would subject it to tax under Sections 4941, 4943, 4944, or 4945 of the Code.

ARTICLE V **DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation for the purposes of the Corporation, or to one or more organizations exempt under section 501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE VI **INITIAL REGISTERED OFFICE** **AND INITIAL REGISTERED AGENT**

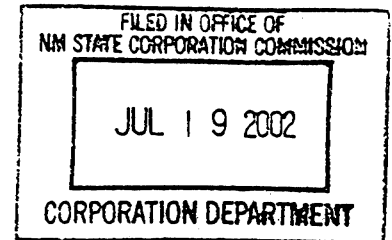
The street address of the initial registered office of the Corporation is 431 Sycamore Street NE, Albuquerque, New Mexico 87106. The name of the initial registered agent of the Corporation, an individual resident in New Mexico whose business office is at the above address, is MICHAEL E. CAMPANA.



ARTICLE VII
BOARD OF DIRECTORS

The number of directors of the Corporation shall be at least three (3) but no more than seven (7). The initial Board of Directors shall consist of five persons. Thereafter, the Board of Directors shall consist of the number of persons as shall be fixed by the Bylaws, subject to the above restriction as to number of directors. The initial directors who shall hold office until their successors shall take office, are as follows:


Name	Address
MICHAEL E. CAMPANA	431 Sycamore Street NE Albuquerque, NM 87106
EMILY CRUMP	15 South Docena Drive Ivins, Utah 84738
LORING GREEN	5060 North Via Condesa Tucson, Arizona 85718
NANCY KORTRIGHT	124 Maple Grove Lane Mooresville, North Carolina 28117
PETER A. XELLER	487 Dawson Road Delmar, New York 12054

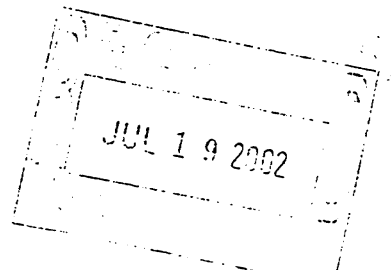


ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of the Corporation are:

Name	Address
MICHAEL E. CAMPANA	431 Sycamore Street NE Albuquerque, NM 87106


MICHAEL E. CAMPANA
Incorporator



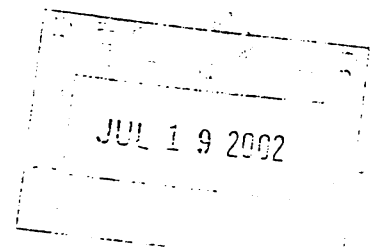
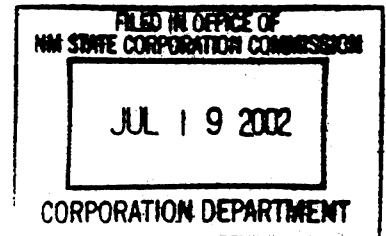
STATE OF NEW MEXICO)
) ss.
COUNTY OF BERNALILLO)

This instrument was acknowledged before me this 18 day of July, 2002, by
MICHAEL E. CAMPANA as an Incorporator of the Corporation.

J W Moore
NOTARY PUBLIC

My Commission Expires:

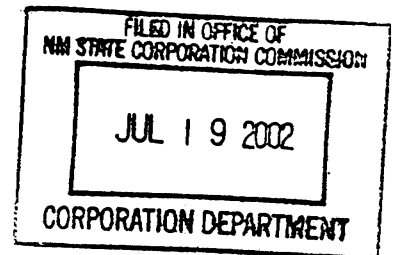
3.2.05



**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT**

To: STATE PUBLIC REGULATION COMMISSION
STATE OF NEW MEXICO

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



On this 18 day of July, 2002, before me, a Notary Public in and for the State of New Mexico and County of Bernalillo, personally appeared MICHAEL E. CAMPANA, who is known to me to be the undersigned person and who, being by me duly sworn, acknowledged to me that he does accept his appointment as the Initial Registered Agent of THE ANN CAMPANA JUDGE FOUNDATION, the Corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the Nonprofit Corporation Act of the State of New Mexico.

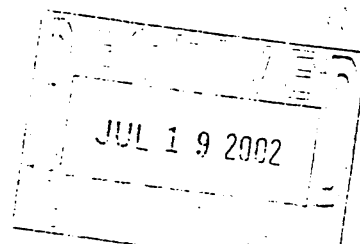
Michael E. Campana
MICHAEL E. CAMPANA
Registered Agent

SUBSCRIBED AND SWORN TO before me the day, month and year first set forth above.

J W Moore
NOTARY PUBLIC

My commission Expires:

3-02-05



**BYLAWS
OF
ANN CAMPANA JUDGE FOUNDATION**

ARTICLE I - MEMBERS

Section 1. No Members. The Corporation shall have no members.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Management. The affairs and the property of the Corporation shall be managed by the Board of Directors (hereinafter sometimes referred to as the Board). The Directors shall act only as a Board and individual Directors shall have no power as such.

Section 2. Number, Tenure and Qualification. The Directors serving as of the date of adoption of these Bylaws shall hold office until the first annual meeting of the Board of Directors of the Corporation pursuant to these Bylaws. Beginning with the first annual meeting, the number of Directors shall be not less than three (3) nor more than seven (7), as the Board shall determine. An individual may serve as a member of the Board of Directors for a maximum of two consecutive terms. At the first annual meeting of the Board of Directors held pursuant to these Bylaws, the Board of Directors shall be elected as follows: The initial Board shall determine the number of directors and then the directors shall be divided into a maximum of three (3) classes, each class, to the extent possible, consisting of an equal number of directors. The first class of directors shall be elected for terms of one (1) year, the second class of directors shall be elected for terms of two (2) years and, if applicable the third class of directors shall be elected for terms of three (3) years. Thereafter, upon the expiration of the terms of the directors in a class, successive directors shall be elected at the annual meeting of the Board of Directors and shall hold office for the term of three (3) years, and until their successors shall be duly elected and qualified.

Section 3. Annual Meeting. The annual meeting of the Board shall be held in the month of January each year, or as soon thereafter as may be convenient, for the purpose of electing Officers and Directors of the Corporation, and for the purpose of transacting such business as may come before the meeting. At each annual meeting, the Board of Directors shall elect a Chair, and a Vice Chair, of the Board of Directors. The Chair shall preside at all meetings of the Board of Directors at which he or she is present. If the Chair is absent from a Board of Directors meeting for any reason, then the Vice Chair shall preside at such meeting.

Section 4. Regular Meetings. The Board of Directors shall meet at the times and places to be determined by the Board of Directors, to make management decisions. A schedule of the regular meetings of the Board of Directors for each fiscal year shall be set by the Board of Directors at the annual meeting.

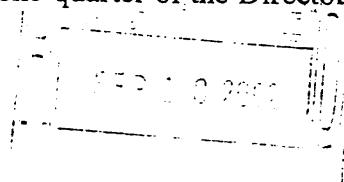
Section 5. Special Meetings. Special meetings of the Board shall be called at any time by the Secretary upon the request of the President or no less than one-quarter of the Directors.

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NM PUBLIC REG. COMMISSION

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CORPORATION BUREAU



Section 6. Place of Meetings. All meetings of the Board shall be held at such places within or out of the State of New Mexico as shall be specified in the respective notices of such meetings or waivers thereof.

Section 7. Notice of Meetings. Notice of every meeting of the Board, whether an annual meeting, a regular meeting or a special meeting, shall be served personally, by mail or by e mail on each Director not more than forty-five (45) nor less than seven (7) days before the meeting. Annual and regular meetings of the Board shall be general meetings and open for the transaction of any business within the powers of the Board without special notice of such business except in any case where special notice is required by law, by the Articles of Incorporation or by the Bylaws. Notice of special meetings shall state the purpose or purposes for which the meeting is called, and the notice of any meeting shall state the time when and the place where it is to be held. If mailed, such notice shall be directed to each Director entitled to notice at his address as it appears on the books or records of the Corporation. No notice of the time, place or purpose of any meeting need be given to any Director who attends such meeting or to any Director who in writing, executed and filed with the records of the Corporation, either before or after the holding of such meeting, waives such notice.

Section 8. Quorum. At all meetings of the Board the presence of one-half (1/2) of the Directors then serving (but not less than two) shall be necessary and sufficient to constitute a quorum, and, except as otherwise provided by law or by the Bylaws, the act of a majority of the Directors present shall be the act of the Board.

Section 9. Voting. At all meetings of the Board, or of any committee thereof, all matters shall be decided by the vote of a majority of a quorum of the Board cast in person. Any Director may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 10. Nominations. At least fifteen (15) days prior to the annual meeting, the Nominating Committee established pursuant to Article IV, Section 3, after obtaining the consent of each candidate, shall serve on the Directors, by mail, facsimile, e mail or hand delivery, a list of candidates for each of the Director positions to be filled. Additional nominations for the Board may be made directly by the Board of Directors from time to time. The slate of candidates for the positions to be filled shall include all the nominees selected by the Nominating Committee and all the nominees nominated by the Board of Directors.

Section 11. Election of Directors. The Directors shall be elected annually by the Directors at their annual meeting. Directors shall be elected by a plurality of the votes cast. Each person elected a Director shall continue in office until the annual meeting at which his or her term expires and until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation or removal in accordance with the Bylaws. Additional Directors to fill any vacancy or vacancies caused by any increase in the number of Directors or by the death,

resignation or removal of any Director, may be elected at any meeting called for that purpose. Directors shall be elected from those individuals nominated pursuant to Article II, Section 10 of these Bylaws.

Section 12. Resignation and Removal of Directors. Any Director may be removed at any time with or without cause and with or without notice at any meeting of the Board by a vote of two thirds (2/3) of the Directors of the Corporation then serving. Any Director may resign at any time.

Section 13. No Meeting Required. Any action which is required or permitted to be taken at a meeting of the Directors, or a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors, or members of the committee. The consent shall have the same effect as a unanimous vote. Such action shall be effective as of the date specified in the consent.

Section 14. Compensation. The Directors shall not receive compensation for their services as such but the Board may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity or receiving compensation for any such services.

Section 15. Indemnification. Any person made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director, Officer or employee of the Corporation, or of any corporation or other entity for which he or she served as a director or officer at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, costs and attorney fees actually and reasonably incurred by him or her in connection with the defense of such action, suit or proceeding, civil or criminal, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for willful misconduct or recklessness in the performance of his or her duties. Such indemnification shall include any amounts paid to satisfy a judgement or to compromise or settle a claim. Advance indemnification shall be allowed of a Director, Officer or employee of the Corporation for reasonable expenses to be incurred in connection with a defense of an action, suit or proceeding provided that the Director, Officer or employee shall reimburse the Corporation if it is subsequently determined that the Director, Officer or employee is not entitled to indemnification. The foregoing right of indemnification shall be deemed exclusive of any other rights to which any such Director, Officer or employee may be entitled as a matter of law.

ARTICLE III - OFFICERS

Section 1. Number of Officers. The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. One person may hold two or more of the aforesaid offices. The Board may also establish such other offices of the Corporation as it may

determine and it may define the powers and duties of each. No Officer need be a Director of the Corporation.

Section 2. Election of Officers. The Officers shall be elected annually at each annual meeting of the Board by a plurality of the votes cast and may succeed themselves in office. Each person elected an Officer shall continue in office until the next annual meeting after his or her election or until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation or removal in accordance with the Bylaws. Vacancies of Officers caused by death, resignation, removal or increase in the number of Officers may be filled by a majority vote of the Board at a special meeting of the Directors called for that purpose or at any regular meeting.

Section 3. Appointment of Additional Officers. The Board at any meeting may appoint additional Officers, agents, and employees and determine their duties, terms of office and compensation, and it may delegate such authority to any officer or committee.

Section 4. Removal of Officers. Any Officer may be removed at any time with or without cause and with or without notice by a vote of the majority of the Board at any meeting of the Board.

Section 5. President. The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over the affairs and property of the Corporation and over its several Officers, and shall generally do and perform all acts incident to the office of President. The President shall also have such other powers and duties as may be assigned to him or her from time to time by the Board or as prescribed by these Bylaws. When authorized by the Board, the President may execute in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation. The President shall receive such compensation for his or her services as the Board may authorize.

Section 6. Vice President. The Board may elect one or more Vice Presidents and shall determine their duties and compensation. In general, a Vice President shall perform all the duties of the President at his or her request or in his or her absence or disability, and if more than one Vice President is elected, they shall serve in the order designated by the Board, or by the President if no order has been specified by the Board. When so acting, a Vice President shall have all the powers of and be subject to all the restrictions upon, the President. When authorized by the Board, any Vice President may also sign and execute, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation. The Vice President shall perform such other duties as from time to time may be assigned to him by the Board or by the President.

Section 7. Treasurer. The Board shall elect a Treasurer and shall determine the Treasurer's duties and compensation. In general, the Treasurer shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep, or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities and transactions of the Corporation. The Treasurer shall deposit all moneys and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks, trust companies, or other depositaries as may be designated in the manner provided in Section 6 of Article IV hereof. The Treasurer shall disburse the funds of the Corporation based upon proper vouchers for such disbursements. The Treasurer shall perform all the duties normally incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board or the President. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The expense of such bond shall be paid by the Corporation.

Section 8. Secretary. The Board shall elect a Secretary and shall determine the Secretary's duties and compensation. The Secretary shall act as secretary of, and keep the minutes of, all meetings of the Board and of the members in one or more books provided for that purpose, and whenever required by the President, the Secretary shall perform like duties for any committee; provided that in the absence of the Secretary, the majority of the Directors present at any meeting thereof may designate any person to act as Secretary for such meeting. The Secretary shall see that all notices are duly given in accordance with these Bylaws and as required by law; the Secretary shall be custodian of the seal, if any, of the Corporation and shall affix and attest the seal to any and all documents the execution of which on behalf of the Corporation under its seal shall have been specifically or generally authorized by the Board; the Secretary shall have charge of the books, records and papers of the Corporation relating to its organization as a Corporation and shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. The Secretary shall perform all the duties normally incident to the office of Secretary and such other duties incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Board or by the President.

ARTICLE IV - COMMITTEES

Section 1. Executive Committee. A majority of the whole Board may initially appoint an Executive Committee to serve during the interim until the next ensuing annual meeting of the Board and, thereafter, the Executive Committee may be elected annually at the annual meeting of the Board by a majority of the whole Board. The Executive Committee shall consist of not less than two Directors and its number may be changed from time to time by a majority of the whole Board. Vacancies in the committee may be filled by a majority of the whole Board at any meeting. Any member or members of the Executive Committee may be removed from membership on said committee at any time with or without cause by a vote of the majority of the whole Board at any meeting of the Board. The Executive Committee shall, during the intervals between meetings of the Board, possess and exercise all of the powers of the Board in the

management of the affairs and property of the Corporation except as otherwise provided by law, the Bylaws or by resolution of the Board. The presence of a majority of the members of the Executive Committee shall be necessary and sufficient to constitute a quorum and the act of a majority of the members of the Committee present shall be the act of the Committee. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. All actions by the Committee shall be reported to the Board at its next meeting succeeding such action and shall be subject to revision and alteration by the Board, provided that no rights of third persons shall be affected by any revision or alteration.

Section 2. Finance Committee. The Board may appoint a Finance Committee consisting of not less than two Directors, and its number may be changed from time to time by the Board. The Committee shall advise the Board concerning the Corporation's income, the investment of its funds, and other financial matters. The recommendations of the Committee shall be submitted to the Board at its next meeting.

Section 3. Nominating Committee. The Board shall appoint a Nominating Committee consisting of not less than two Directors, and its number may be changed from time to time by the Board. The Committee shall screen and consider the qualifications of potential candidates for the Board of Directors of the Corporation. The Committee shall carry out the responsibilities assigned to under the terms of Article II, Section 10, hereof.

Section 4. Miscellaneous Committees. A majority of the whole Board may from time to time by resolution, constitute such other committees of at least two Directors and such other, Officers, employees, or other individuals as a majority of the Board shall determine from time to time. Such other committees shall have such functions, powers and duties as the Board or Executive Committee shall determine. Unless the Board shall provide otherwise, each such committee shall enact rules and regulations for its government.

ARTICLE V - GRANTABLE AMOUNTS AND GRANT MAKING

Section 1. Grantable Amounts. From time to time, but not less than once per fiscal year, the Board of Directors shall determine the amount of income of the Corporation that is available for making grants (the "Grantable Amount"). The Board of Directors shall use its discretion in determining, and shall use its best efforts to maximize, the Grantable Amount, setting aside only such amounts as may be reasonably required for the operation of the Corporation.

Section 2. Grant Making Immediately after the Board of Directors has determined the Grantable Amount, the Board shall direct the Treasurer to make payment of the Grantable Amount to such projects as selected by the Board, in such proportions as the Board of Directors by resolution shall determine. No amount granted by the Corporation shall be earmarked by the Corporation for influencing legislation as that term is used in Section 4911 of the Internal Revenue Code.

ARTICLE VI - MISCELLANEOUS PROVISIONS

Section 1. Offices. The Board may establish, from time to time, one or more offices of the Corporation at any place or places within or out of the State of New Mexico and may maintain such office or offices for such period or periods of time as it may deem expedient.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on December 31st in each year.

Section 3. Execution of Contracts. The President, acting with the Secretary or any Assistant Secretary, may enter into any contract or execute any contract or other instrument in the name and on behalf of the Corporation, unless the Board shall otherwise determine. The Board may authorize any Officer, employee or agent, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or by the Board, no Officer, employee or agent shall have any power to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 4. Loans. No loan shall be contracted on behalf of the Corporation unless authorized by the Board.

Section 5. Commercial Paper. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or evidences of indebtedness of the Corporation, shall be executed on behalf of the Corporation by such officer or officers, or employee or employees, as the Board may, by resolution, from time to time determine.

Section 6. Contributions. Any contributions, bequests or gifts made to the Corporation, as well as monies obtained through fund raising activities, shall be accepted or collected and deposited only in such manner as shall be designated by the Board.

Section 7. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may from time to time select or as may be selected by any Officer or employee of the Corporation to whom such power may from time to time be delegated by the Board; and for the purpose of such deposit, any officer, or any employee to whom such power may be delegated by the Board, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

Section 8. Notices. Except as may otherwise be required by law, any notice required to be given under these Bylaws shall be in writing and signed by the President or the Secretary; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid envelope, addressed to the person entitled thereto at his last post

office address appearing on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Any notices required to be given under these Bylaws may be waived by the person entitled thereto in writing (including telegraph, cable, radio or wireless), whether before or after the meeting or other matter in respect of which such notice is to be given, and in such event such notice need not be given to such person.

ARTICLE VII - SEAL

If the Board shall adopt a seal, it shall be circular in form and shall have inscribed around the border thereof the name of the Corporation and in the center the words "Corporate Seal--State of New Mexico--2000." The seal shall be kept in the custody of the Secretary. If and when so directed by the Board, a duplicate of the seal may be kept and used by such other officer or employee of the Corporation as may be designated.

ARTICLE VIII - AMENDMENT OF BYLAWS

These Bylaws or any of them may be altered, amended or repealed, or new Bylaws may be made, only by a majority vote of the whole Board at a regular or special meeting, provided that notice of such alteration, amendment or repeal shall be included in the notice of such meeting.

ADOPTION IX OF BYLAWS

The foregoing Bylaws have been duly adopted by the Board of Directors of the Corporation.

ANN CAMPANA JUDGE FOUNDATION

By Michael E. Campana
Michael E. Campana, President

By Mary F. Campana
Mary F. Campana, Secretary

