

**ARTICLES OF INCORPORATION
OF
New Mexico Lambda Rail, Inc.**

The undersigned, for the purpose of forming a nonprofit corporation under the New Mexico Nonprofit Corporation Act and the New Mexico Research Park Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

New Mexico Lambda Rail, Inc.

ARTICLE II

The corporation shall have a perpetual existence.

ARTICLE III

(a) The corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) for the Internal Revenue Code of 1986 or with corresponding provisions of any future United States Internal Revenue Code (hereinafter, the "Code"). Specifically, the corporation is organized to enable the New Mexico Research Universities to remain in the forefront of scientific, computational, and network research, and high performance computing by having access to the optical network known as National Lambda Rail (NLR) for the benefit of the state's research facilities, to promote education and policy development in science and technology, and for the benefit of New Mexico economic development. The purposes stated in this article are limited to those purposes that come within the meaning of and comply with Section 501(c)(3) of the Code or with corresponding provisions of any future United States Internal Revenue Code.

(b) In furtherance of the charitable, educational and scientific purposes specified in this Article III(a), the corporation is organized, and at all times hereafter shall be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, the New Mexico University Research Consortium, a New Mexico joint powers agency.

(c) The corporation shall be operated, supervised, or controlled by the New Mexico University Research Consortium.

ARTICLE IV

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for

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services rendered and for property. 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 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 holding, any investment and any taxable expenditure which would subject it to tax under Sections 4941, 4943, 4944 or 4945 of the Code.

ARTICLE V

Upon the dissolution of the corporation, any assets subject to legal requirements as to their disposition shall be disposed of consistent with those requirements. All the corporation's remaining assets shall be distributed to the New Mexico University Research Consortium, if it is then still in existence. If the foregoing condition is not satisfied, then the remaining assets shall be distributed as specified in the Joint Powers Agreement establishing the New Mexico University Research Consortium, as amended. In any case, the corporate assets will be distributed first in payment of all liabilities of the corporation and then exclusively for the purposes of the corporation or to charitable, scientific or education organizations then exempt under Sections 501(c)(3) and 509(a)(1) or 509(a)(2) or 509(a)(3) of the Internal Revenue Code and its Regulations, as they now or hereafter exist.

Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. The court shall distribute such property exclusively for exempt purposes or to such organization or organizations which are organized and operated for exempt purposes.

ARTICLE VI

The only member of the corporation shall be the New Mexico University Research Consortium.

ARTICLE VII

The address of the corporation's initial registered office is:

The University of New Mexico,
Office of Vice President for Research & Economic Development
Scholes Hall, Third Floor, MSC 05-3400
Albuquerque, New Mexico 87131-0056

The name of the corporation's initial registered agent at that address is Terry Yates.

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ARTICLE VIII

The initial Board of Directors, who consented to serve as directors, shall consist of six (6) members whose names and addresses are:

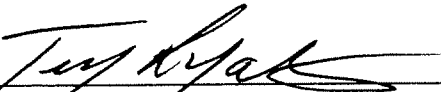
<u>Name</u>	<u>Address</u>
Terry L. Yates, Chair, Vice President for Research Economic Development	The University of New Mexico Scholes Hall, Third Floor MSC05 3400 Albuquerque, New Mexico 87131-0001 vpr@unm.edu
Moir Gerety Director, ITS Computing	The University of New Mexico Information Technology Services (ITS) MSC02 1520 Albuquerque, New Mexico 87131-0001 mcgerety@unm.edu
Dr. Vimal Desai Vice President, Graduate Studies & International Programs	New Mexico State University Box 30001 Las Cruces, New Mexico 88003-8001 (505) 646-2481, fax (505) 646-2480 vprores@nmsu.edu ,
Dr. Michael Hites Vice President for Planning and Information Technology	New Mexico State University Box 30001 Las Cruces, New Mexico 88003-8001 (505) 646-3430, hites@nmsu.edu
Dr. Van Romero Vice President for Research	New Mexico Tech 801 Leroy Place Socorro, New Mexico 87801 (505) 835-5646, fax (505) 835-5649 vromero@nmt.edu
Robert Tacker Director, Information Services	New Mexico Tech 801 Leroy Place Socorro, New Mexico 87801 (505) 835-5527 btakcer@admin.nmt.edu

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STATEMENT OF ACCEPTANCE OF APPOINTMENT BY DESIGNATED INITIAL REGISTERED AGENT

I, Terry L. Yates,

hereby acknowledge that the undersigned individual or corporation accepts appointment as
Initial Registered Agent of NMLR,
the corporation which is named in the annexed Articles of Incorporation.


(Sign on this line if the registered agent named in the Articles of Incorporation is an individual. If this line is signed, the two lines below do not apply and must be left blank.)

CORPORATION ACTING AS REGISTERED AGENT ONLY

(If the following lines are used, the signature line above does not apply and must be left blank)

(If the registered agent named in the Articles of Incorporation is a corporation, type or print the name of that corporation here.)

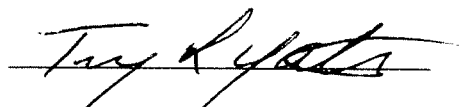
By _____
(An authorized officer of the corporation being appointed as registered agent must sign here)

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ARTICLE IX

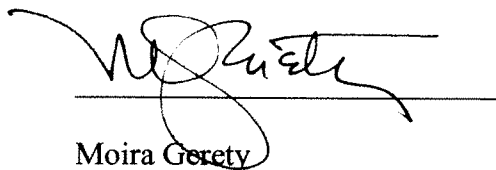
Signatures of the founding members of the Board of Directors (pages 5-7):

UNIVERSITY OF NEW MEXICO (Article IX, Page 5):



Terry L. Yates, Chair, Vice President
for Research Economic Development

The University of New Mexico
Scholes Hall, Third Floor
MSC05 3400
Albuquerque, New Mexico 87131-0001
vpr@unm.edu



Moira Gerety
Director, ITS Computing

The University of New Mexico
Information Technology Services (ITS)
MSC02 1520
Albuquerque, New Mexico 87131-0001
mcgerety@unm.edu

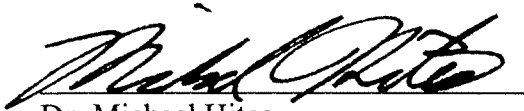
New Mexico Lambda Roll

NEW MEXICO STATE UNIVERSITY (Article IX, Page 6):



Dr. Vimal Chaitanya Desai
Vice President for Research,
Graduate Studies and International
Programs

New Mexico State University
Box 30001
Las Cruces, New Mexico 88003-8001
(505) 646-2481, fax (505) 646-2480
vprores@nmsu.edu,

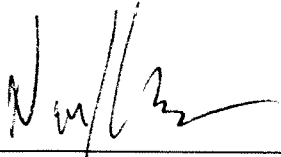


Dr. Michael Hites
Vice President for Planning and
Information Technology
Chief Information Officer

New Mexico State University
Box 30001
Las Cruces, New Mexico 88003-8001
(505) 646-3430,
hites@nmsu.edu

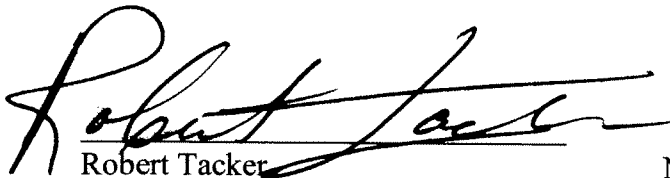
New Mexico Lambda Rail

NEW MEXICO TECH (Article IX, Page 7):



Dr. Van Romero
Vice President for Research

New Mexico Tech
801 Leroy Place
Socorro, New Mexico 87801
(505) 835-5646, fax (505) 835-5649
vromero@nmt.edu



Robert Tacker
Director, Information Services

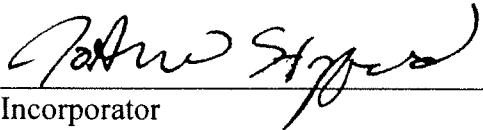
New Mexico Tech
801 Leroy Place
Socorro, New Mexico 87801
(505) 835-5527
btakcer@admin.nmt.edu

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ARTICLE X

The name and address of the incorporator is:

Jo Ann Stringfield,
Interim Senior Associate University Counsel
Office of University Counsel
Scholes Hall, Room 152
MSC05 3310
1 University of New Mexico
Albuquerque, New Mexico 87131-0001



Incorporator

11-9-06

Date