

DOMESTIC NONPROFIT INCORPORATION

STATE CORPORATION COMMISSION
CORPORATION DEPARTMENT
P.O. BOX 1269
SANTA FE, NEW MEXICO 87504-1269
(505) 827-4511

REQUIREMENTS FOR INCORPORATING A
NEW MEXICO CORPORATION FOR NONPROFIT

The following is a schedule of the fees and requirements as per the New Mexico Nonprofit Corporation Act (53-8-1 to 53-8-99):

Articles of Incorporation.	\$25.00
By-Laws (if any).	\$10.00
Certified Copies (if requested)	\$10.00

(Reproduction copies if provided by the commission to be certified add \$1.00 per page reproduced, minimum \$5.00)

53-2-10. Private Remedy.

- A. Any person who suffers any loss of money or property as a result of being designated a director of a corporation without giving his consent may bring an action against the designating corporation to recover actual damages or one thousand dollars (\$1,000) whichever is greater.
- B. The court may award attorneys' fees and costs to the party prevails. The court may award attorneys' fees to the corporation charged if the court finds that the action brought against the corporation was groundless.
- C. The relief provided in this section is in addition to remedies otherwise available against the same conduct under the common law or other statutes of this state.

53-8-18. Number and Election of Directors.

The number of directors of a domestic nonprofit corporation shall be not less than three.

53-8-30. Incorporators.

One (1) or more persons, including profit and nonprofit corporations, may incorporate a corporation by signing and delivering articles of incorporation in duplicate to the corporation commission.

53-8-31. Articles of Incorporation.

A. The Articles of Incorporation shall set forth:

1. the name of the corporation;
2. the period of duration, which may be perpetual;
3. the purpose or purposes for which the corporation is organized;
4. any provisions, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation; **(Note 1)**
5. the address of its initial registered office, and the name of its initial registered agent as such address **(Notes 2 and 3)**
6. the number of directors constituting the initial board of directors and names and addresses of the persons who are to serve as the initial directors who have consented to serve as a director; and **(Note 2)**
7. the name and address of each incorporator. **(Notes 2 and 4)**

B. It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in the Nonprofit Corporation Act (this article).

C. Unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the articles of incorporation shall be controlling.

53-8-32. Filing of Articles of Incorporation.

Duplicate Originals of the Articles of Incorporation and an Affidavit executed by the designated registered agent in which he acknowledges his acceptance of the appointment by the filing corporation as its registered agent, if the agent is an individual, or an affidavit executed by the president or vice-president of a corporation which is the designated registered agent in which the officer acknowledges the corporation's acceptance of the appointment by the filing corporation as its registered agent, if the agent is a corporation shall be delivered to the corporation commission.

Notes:

1. **Article Fourth shall set forth any provisions, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution and final liquidation.**
2. **Address means a recitation of the mailing address or post office box number and the street address, if within a municipality, or a description of the geographical location if outside a municipality.**

3. Each corporation shall have and continuously maintain in this state:

- A. a registered agent, which agent may be, but need not be, the same as its place of business; and
- B. a registered agent, which agent may be either an individual resident in this state whose business office is identical with the registered office, or a domestic corporation, or a foreign corporation authorized to transact business in this state, having a business office identical with the registered office (the corporation cannot be its own agent).

4. Duplicate original means a document which is signed or executed in duplicate by the incorporators.

5. 53-8-12. Bylaws.

- A. The initial bylaws of a corporation shall be adopted by its board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws. The bylaws may contain any provisions for the regulation and management of the affairs of a corporation not inconsistent with law or the articles of incorporation.
- B. The initial bylaws and any subsequent bylaws whether by amendment, repeal or new adoption shall be executed by the corporation's chief officer and by its secretary or assistant secretary and filed with the commission. Such bylaws shall be void until filed with the commission.

6. 53-8-34. Organization meetings.

- A. An organization meeting of the board of directors named in the articles of incorporation shall be held, either within or without New Mexico, at the call of majority of the incorporators, for the purpose of adopting bylaws, electing officers and the transaction of such other business as may come before the meeting. The incorporators calling the meeting shall give at least three days' notice thereof by mail to each director so named. The notice shall state the time and place of the meeting. The notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address as it appears on the records of the corporation, with postage thereon prepaid.
- B. A first meeting of the members may be held at the call of the directors, or a majority of them, upon at least three days' notice, for the purposes stated in the notice of the meeting.

7. DOCUMENTS SHALL BE TYPEWRITTEN OR PRINTED WITH BLACK PRINT ON 8-1/2" X 11" SIZE WHITE PAPER AND MUST BE LEGIBLE FOR MICROFILMING.

8. "DUPLICATE ORIGINAL" MEANS A DOCUMENT WHICH IS SIGNED OR EXECUTED IN DUPLICATE (TWO SETS WITH ORIGINAL SIGNATURES).

9. ATTACHMENTS SHALL MAKE REFERENCE TO THE SPECIFIC ARTICLE(S) SET FORTH WITHIN THE ARTICLES OF INCORPORATION.

10. **REGULATIONS REQUIRE PAYMENT BY CHECK OR CASHIER'S CHECK, CHECK MUST BE MADE PAYABLE TO THE STATE CORPORATION COMMISSION.**
11. **THE CORPORATE NAME IS NOT APPROVED UNTIL THE DOCUMENTS HAVE BEEN APPROVED FOR STATUTORY COMPLIANCE. A VERBAL INQUIRY DOES NOT GUARANTEE NAME AVAILABILITY**
12. **AS PROVIDED IN SECTION 53-8-91 OF THE NONPROFIT CORPORATION ACT, THIS COMMISSION HAS 15 WORKING DAYS FROM RECEIPT OF DOCUMENTS TO DISAPPROVE ANY DOCUMENT(S) FILED.**
13. **CONTACT THIS COMMISSION ON ANY CHANGE AFFECTING YOUR CORPORATE STATUS WITH THIS COMMISSION.**
14. **THESE GUIDELINES ARE PROVIDED ONLY FOR INFORMATIONAL PURPOSES, HOWEVER, REFERENCE SHOULD BE TO THE NEW MEXICO STATUTES FOR COMPLETE STATUTORY COMPLIANCE OR CONSULT AN ATTORNEY FOR LEGAL ADVICE.**

STATE CORPORATION COMMISSION
CORPORATION DEPARTMENT
CHARTERED DOCUMENTS BUREAU
P.O. BOX 1269
SANTA FE, NEW MEXICO 87504-1269
AREA CODE (505) 827-4511

REQUIREMENTS TO AMEND ARTICLES OF INCORPORATION OF A
NEW MEXICO NONPROFIT CORPORATION

53-8-85. SCHEDULE OF FEES (PAYABLE TO STATE CORPORATION COMMISSION)

AMENDMENT.....\$20.00
CERTIFIED COPY (IF ANY).....\$10.00

(REPRODUCTION COPIES, IF REPRODUCED BY THE COMMISSION, TO BE
CERTIFIED ADD \$1.00 PER PAGE REPRODUCED, MINIMUM \$5.00)

53-8-37. ARTICLES OF AMENDMENT

The Articles of Amendment shall be executed in duplicate original by the corporation by its president or a vice-president and by its secretary or an assistant secretary and shall set forth:

- A. The name of the corporation;
- B. The amendment so adopted;
- C. If there are members entitled to vote thereon:

(1) a statement setting forth the date of the meeting of members at which the amendment was adopted, that a quorum was present at the meeting, and that the amendment received at least two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast; or

(2) a statement that the amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto; and

D. If there are no members or no members entitled to vote thereon, a statement of such fact, the date of the meeting the board of directors at which the amendment was adopted, and a statement of the fact that the amendment received the vote of a majority of the directors in office.

TYPE OR PRINT LEGIBLY
FILE DUPLICATE ORIGINALS
FILING FEE: \$20.00

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 53-8-37 NMSA 1978 of the Nonprofit Corporation Act the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE: The name of the corporation is _____

ARTICLE TWO: The following amendment to the Articles of Incorporation was adopted by the corporation on _____, in the manner prescribed by the New Mexico Nonprofit Corporation Act:

ARTICLE THREE: (Mark ("X") the appropriate action taken):

_____ A quorum of the members entitled to vote was present and the amendment received at least two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast;

_____ The amendment was adopted by a consent in writing signed by all members entitled to vote thereto;

_____ No members are entitled to vote thereon, therefore, the vote of a majority of the board of directors in office voted for adoption of said amendment.

Dated _____

(Name of Corporation)

By _____
Its _____ President

and _____
Its _____ Secretary

(See cover page for authorized signatures)

STATE OF NEW MEXICO



**OFFICE OF
THE STATE CORPORATION COMMISSION**

CERTIFICATE OF INCORPORATION

OF

LAS COLINAS HOMEOWNERS' ASSOCIATION, INC.

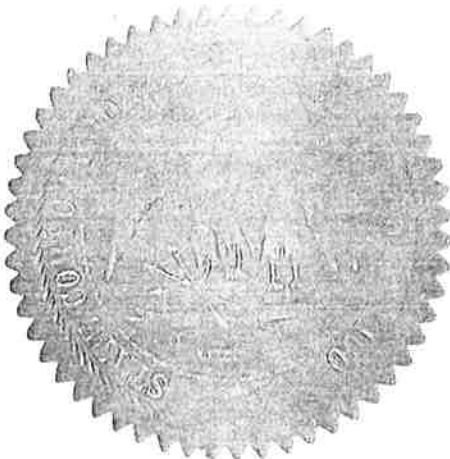
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The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the NONPROFIT CORPORATION ACT (53-8-1 to 53-8-99 NMSA 1978) have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

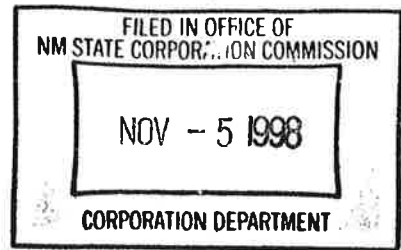
Dated: NOVEMBER 5, 1998

In Testimony Whereof, the State Corporation 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



William D. Block
Chairman

[Signature]
Director



ARTICLES OF INCORPORATION
OF
LAS COLINAS HOMEOWNERS' ASSOCIATION, INC.

THE UNDERSIGNED, being an unincorporated homeowners' association and being desirous of forming a non-profit corporation under the laws of the State of New Mexico, has prepared and hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be LAS COLINAS HOMEOWNERS' ASSOCIATION, INC. (the "Corporation").

The Corporation shall not afford, directly or indirectly, pecuniary gain or profit to its members. The purposes of the Corporation are:

A. To operate exclusively for the benefit of the owners and residents of houses situate within the property situate in Bernalillo County, New Mexico, and more further described as follows (the "Subdivision"):

Lots numbered One (1) through Thirty-Two (32), inclusive and Tracts B, C, D, E and F of LAS COLINAS DEL NORTE SUBDIVISION, a Subdivision in Bernalillo County, New Mexico, as the same are shown and designated on the Plat thereof, filed in the Office of the County Clerk of Bernalillo County, New Mexico on August 8, 1997 in Volume 97C, folio 242.

B. To own, hold and/or manage certain common areas and/or easement areas (hereinafter called "the Common Areas") for the benefit of the owners and residents of the homes situate within the Subdivision; and

C. To enforce the provisions of and perform the duties set forth in the Amended Restrictions of Las Colinas Del Norte, an Amended Declaration of Restrictions, Covenants and Conditions for the Creation and Maintenance of a Planned Residential Development (hereinafter "the Restrictions") filed for record with respect to the Subdivision on July 30, 1998, in Book Misc. 9813, Pages 3670, Document No. 1998085395, of the Real Estate Records of Bernalillo County, New Mexico.

ARTICLE II
Powers

The Corporation shall have the following powers:

A. To perform any and all acts necessary and proper to promote the health, safety and welfare of the owners and residents of houses situate within the Subdivision, including without limitation, any of the following acts:

(1) To establish and collect annual and special assessments or charges to be levied against the members of the Corporation and their houses located within the Subdivision as provided in the Restrictions;

(2) To enforce any and all covenants, conditions and restrictions as set forth in the Restrictions, including any amendments thereto;

(3) To own, acquire, build, operate and maintain landscaping and utilities located within the Common Areas;

(4) To pay taxes, if any, assessed against the Common Areas and to discharge any liens or claims of lien against the Common Areas;

(5) To receive, administer and apply funds generated by annual and special assessments for the common benefit of the owners of lots located within the Subdivision.

B. To perform all acts and exercise all powers authorized by the Non-Profit Corporation Act, Sections 53-8-1 through 53-8-99, N.M.S.A. 1978 Comp., as now or hereafter amended, and to perform all acts and exercise all powers which a nonprofit corporation is authorized to do under all applicable statutes of New Mexico, as now or hereafter amended, including without limitation, the following:

(1) To receive and administer funds and contributions received by gift, deed, bequest or devise and to hold, invest, expend, contribute or otherwise dispose of such funds and contributions for the purposes for which this Corporation is organized;

(2) To borrow money and make, execute or issue bonds, debentures, promissory notes or other corporate obligations for money borrowed, or in payment for property acquired, and to secure the payment of any such corporate obligations by pledge, mortgage, indenture, agreement or otherwise;

(3) To lend money, make loans and engage in financing arrangements of all types for the purposes for which this Corporation is organized;

(4) To acquire by purchase or otherwise personal property of every kind whatsoever and to hold, invest and reinvest same for the purposes for which the Corporation is organized;

(5) To acquire by purchase or otherwise real property and to hold, use, improve, lease, rent, sell, convey or encumber same for the purposes for which this Corporation is organized;

(6) To enter into, make, perform and carry out contracts, agreements, commitments and assurances of every kind for the purposes for which this Corporation is organized; and

(7) In doing, exercising or performing any of the foregoing, to do the same as a contractor, subcontractor, principal, agent, employee or on its own behalf, or in association, partnership, corporation or joint venture with any person, partnership, corporation, joint venture or other business entity.

C. To exercise all powers which the Corporation is authorized to exercise pursuant to these Articles of Incorporation primarily for the purposes of acquisition, construction, management, maintenance and care of Common Areas consistent with the provisions of Section 528 of the Internal Revenue Code of 1954, as now or hereafter amended.

D. The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity which would result in its net earnings inuring to the benefit of any private person.

ARTICLE III

The period of duration of the Corporation shall be perpetual.

ARTICLE IV

Registered Agent and Office

The registered agent of the Corporation is Jeff Dorwart and the address of the registered office of the Corporation is 4921 Alexander, N.E., Suite B, Albuquerque, New Mexico 87107.

ARTICLE V

Board of Directors

The management of the affairs of the Corporation shall be vested in a Board of Directors consisting of not more than five (5) persons and shall initially be three (3) persons. The Board shall be appointed by and serve at the pleasure of the Grantors until December 31, 2001. At the 2001 Annual Meeting of Members, one (1) member of the Board of Directors shall be elected to serve one (1) year terms. The remaining two (2) members of the Board of Directors

shall be elected for two (2) year terms and all subsequent elections for membership to the Board of Directors shall be for two (2) year terms. Directors may be non-members of the Association. The number of Board members may be changed by an amendment to the By-Laws. Until the First Annual Meeting of Members, the initial Board of Directors shall consist of the three (3) persons whose names and addresses appear below:

Jeff Dorwart
4921 Alexander, N.E., Suite B
Albuquerque, New Mexico 87107

Mike Davis
4921 Alexander, N.E., Suite B
Albuquerque, New Mexico 87107

Marilyn Davenport
4921 Alexander, N.E., Suite B
Albuquerque, New Mexico 87107

The Association shall indemnify its directors and officers against expenses, costs and attorney's fees actually and reasonably incurred by them in connection with the defense of any action, suit, or proceeding, civil or criminal in which they are made a party by reason of being or having been a director or officer of the Association unless they are guilty of negligence or misconduct in their performance of their duties as directors or officers.

ARTICLE VI

Name and Address of Incorporator

The name and address of the Incorporator is as follows:

Jeff Dorwart
Kaufman and Broad of New Mexico, Inc.
4921 Alexander, N.E., Suite B
Albuquerque, New Mexico 87107

ARTICLE VII

Membership and Voting Rights

A. **Membership.** Every person or entity who is the beneficial owner of a fee simple interest, including the purchaser under a contract of sale, in any Lot subject to the Restrictions shall be a member of the Association; provided that any person or entity holding such interest as security for the payment of a debt or performance of any obligation shall not be a member; provided, however, that any person or entity who acquires such interest at a judicial sale or by

conveyance in lieu of foreclosure shall be a member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Restrictions.


B. Voting Rights. The Association shall have one (1) class of voting membership. Each member shall be entitled to one vote for each Lot in which they hold the interest required for membership as provided in Section A of this Article VIII. When more than one person or entity holds such interest, all such persons or entities shall be members, but only one vote shall be cast with respect to any Lot.

C. Suspension of Membership and Voting Rights. The rights of membership, including the right to vote and the right to participate in Association affairs, are subject to suspension by the Board for: (1) failure or refusal to pay any assessment levied by the Association for a period of thirty (30) days after the due date of such assessment; or (2) an infraction of, default in or breach of any provision of the Restrictions, the Articles, the By-Laws or the Rules and Regulations of the Association. Suspension of membership rights shall not impair the right of any owner to access their lot.

ARTICLE VIII
Amendment

These Articles of Incorporation may be amended, changed, modified or repealed in the manner now or hereafter provided by law upon the affirmative vote of two-thirds (2/3) of the members entitled to vote in person or by proxy at a meeting duly called for that purpose, written notice of which shall have been sent to all members not less than thirty (30) nor more than fifty (50) days prior to such meeting. Furthermore, these Articles of Incorporation may be amended, changed, modified or repealed in the manner now or hereafter provided by law by the Grantor, as long as the Grantor owns a minimum of one lot. So long as the Grantor owns any Lots, any amendment to these Articles shall require the written consent of VA or FHA. Such written notice of meeting must set forth the purpose of the meeting.

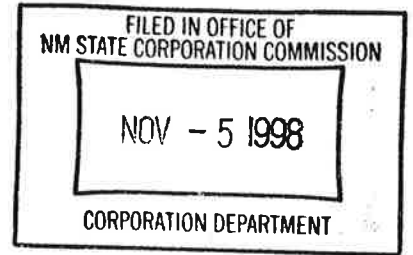
IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has made and signed these Articles of Incorporation this 3 day of November, 1998.



JEFF DORWART
Incorporator

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT

To: **The State Corporation Commission**
State of New Mexico



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

On this 3rd day of November, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared JEFF DORWART, who is to me known to be the person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the initial Registered Agent of LAS COLINAS HOMEOWNERS' ASSOCIATION, INC., 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.



JEFF DORWART
Registered Agent

SUBSCRIBED AND SWORN to before me this 3rd day of November, 1998, by JEFF DORWART.



Notary Public

My Commission Expires:

11-11-98

S.C.C.