

STATE OF NEW MEXICO



OFFICE OF

THE STATE CORPORATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

GATEWAY OWNERS ASSOCIATION, INC.

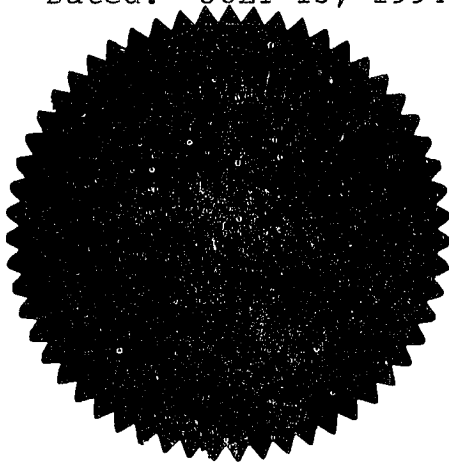
1678762

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: JULY 13, 1994

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



Eric F. Serna

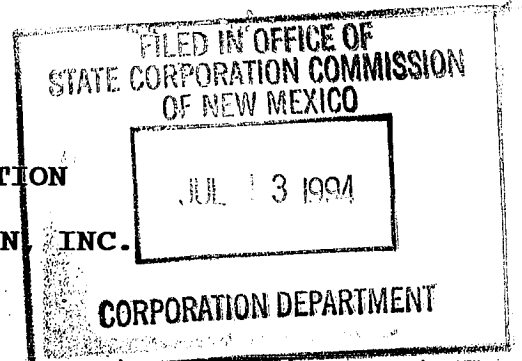
Chairman

Alfred R. Salas

Director

7/16/94

ARTICLES OF INCORPORATION
OF
GATEWAY OWNERS ASSOCIATION, INC.



THE UNDERSIGNED, 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. Capitalized terms used hereinbelow shall have the same meaning as defined in the Restrictions.

ARTICLE I

Name

The name of the Corporation shall be GATEWAY OWNERS 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:

To enforce the provisions of and perform the duties set forth in the "Declaration of Protective Covenants and Restrictions For Gateway North" (hereinafter "the Restrictions") filed for record with respect to the real property described in Exhibit A therein on June 21, 1994, in Vol. MISC. 313, Folio 795, Document No. 43919, of the records of the County Clerk of Sandoval County, New Mexico (hereinafter the "Properties").

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 occupants of real estate situate within the Properties, 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 improvements located within the Properties 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;

JUL 13 1994

(3) To own, acquire, build, operate and maintain landscaping and utilities located within the Common Areas and adjacent public rights-of-way;

(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 and occupants of the improvements located within the Properties.

(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, subcontract, 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 and rights-of-way adjacent thereto consistent with the provisions of Section 528 of the Internal Revenue Code of 1954, as now or hereafter amended.

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 Matthew M. Spangler, and the address of the registered office of the Corporation is 333 Rio Rancho Blvd., Suite 401, Rio Rancho, New Mexico 87124.

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 initial Board of Directors shall serve until December 31, 1995. At the first Annual Meeting of Members, after December 31, 1995, one (1) member of the Board of Directors shall be elected to serve a one (1) year term; one (1) member shall be elected to serve a two (2) year term; and the remaining member of the Board of Directors shall be elected for a three (3) year term. 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. The initial Board of Directors shall consist of the three (3) persons whose names and addresses appear below:

Michael Castillo
c/o Amrep Southwest, Inc.
333 Rio Rancho Blvd., NE
Rio Rancho, New Mexico 87124

Mark Lautman
c/o Amrep Southwest, Inc.
333 Rio Rancho Blvd., NE
Rio Rancho, New Mexico 87124

James Wall
c/o Amrep Southwest, Inc.
333 Rio Rancho Blvd., NE
Rio Rancho, New Mexico 87124

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:

Matthew M. Spangler, Esq.
c/o Lastrapes & Spangler, P.A.
333 Rio Rancho Blvd., NE
Suite 401
Rio Rancho, New Mexico 87124

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 further, 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 two (2) classes of voting membership.

1. Class I. Class I members shall be all those members as defined in Section A of this Article VIII with the exception of Amrep Southwest, Inc., a New Mexico corporation (herein the "Grantor"). Class I members shall be entitled to that number of votes equal to the number of square feet of real estate within the Lot(s) owned by such member divided by

the number of square feet of real estate within the Properties (excluding any tracts of land designated as wholly Common Area), which quotient shall be multiplied by one hundred (100). When more than one person or entity holds the fee simple interest in any Lot, all such persons or entities shall be members, but all such persons or entities must vote as one person and shall have the same number of votes as if the Lot was owned by one person or entity.


2. The Class II member shall be the Grantor, its successors and assigns. The Class II member shall be entitled to that number of votes equal to the number of square feet of real estate within the Lot(s) owned by Grantor divided by the number of square feet of real estate within the Properties (excluding those tracts of land designated as wholly Common Area) which quotient shall be multiplied by three hundred (300); provided that the Class II membership shall cease and become converted to Class I membership when the Grantor no longer owns any Lots within the Properties.

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.

ARTICLE VIII
Amendment

These Articles of Incorporation may be amended, changed, modified or repealed in the manner now or thereafter provided by law upon the affirmative vote of sixty-five percent (65%) of all votes outstanding and the consent of the Class II Member, 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 fifteen (15) nor more than thirty (30) days prior to such meeting. 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 21st day of June, 1994.



Matthew M. Spangler



NONPROFIT CORPORATE REPORT

TO THE STATE PUBLIC REGULATION COMMISSION OF NEW MEXICO

TAXABLE YEAR CLOSING DATE

Due on or before the fifteenth day of the third month following the end of its taxable year.

12/31/99

INSTRUCTIONS ON BACK PAGE
PLEASE TYPE OR PRINT LEGIBLY

1. MAIL TO:

EXACT
CORPORATE
NAME
AND
U.S. MAILING
ADDRESS

GATEWAY OWNERS ASSOCIATION, INC.
333 RIO RANCHO BLVD STE 401
RIO RANCHO NM 87124

Please use this computer pre-addressed form when filing to avoid a delay in processing. If unable to use a pre-addressed form, print NMPRC Certificate of Incorporation/Authority Number, New Mexico Taxation and Revenue ID Number, Corporate Name and Mailing Address and Zip Code in the spaces provided. If pre-printed information is not correct, print the corrected information.

DNP

2. PRINCIPAL PLACE OF BUSINESSES IN NEW MEXICO

333 RIO RANCHO BLVD STE
STREET 401
CITY, ZIP RIO RANCHO NM
87124

3. PRINCIPAL OFFICE OUTSIDE NEW MEXICO
(If different from registered office in state of Incorporation)

STREET _____
CITY, STATE, ZIP _____

4. NMSPRC Certificate of Incorporation/Authority Number

1678762
Refer to above number
in all correspondence

5. NM Taxation & Revenue ID No.

0000000000

6. FOREIGN CORPORATION--REGISTERED OFFICE IN STATE OF INCORPORATION

STREET _____
CITY, STATE, ZIP _____

7. STATE OR COUNTRY OF INCORPORATION

NM

REGISTERED AGENT AND OFFICE LOCATED WITHIN NEW MEXICO FOR SERVICE OF PROCESS
(Filing corporation cannot be its own agent)

NAME MATTHEW M SPANGLER
STREET 333 RIO RANCHO BLVD STE 401
CITY, ZIP RIO RANCHO NM 87124
(Post Office Box unacceptable unless geographical location is given)

9. The names and address of ALL the directors and officers (identify each elected director from an officer's position, and a New Mexico Corporation shall have not less than three directors. Refer to instruction No.9) of the Corporation.

OFFICE/TITLE	NAME AND ADDRESS
President & CEO	James Wall, 333 Rio Rancho Dr NE, Rio Rancho, NM 87124
V. P.	Michael Castillo, 333 Rio Rancho Dr NE, Rio Rancho, NM 87124
Secty/Treas.	James Wall Jr., 333 Rio Rancho Dr. NE, Rio Rancho, NM 87124
Director	Michael Castillo, c/o Amrep Southwest, Inc, 333 Rio Rancho Dr NE, Rio Rancho, NM 87124
Director	James Wall Jr., c/o Amrep Southwest, Inc, 333 Rio Rancho Dr NE, Rio Rancho, NM 87124
Director	James Wall, c/o Amrep Southwest, Inc. 333 Rio Rancho Dr. NE, Rio Rancho, NM 87124

The character of its business in New Mexico, briefly stated, is Prop. Owners Assoc. to manage common areas within a planned development.
(Attach Schedule if needed)

10. Under penalties of perjury, I declare and affirm that I have examined this report, including the accompanying schedules and statements contained therein are true and correct.

Dated _____
Signature and Title: James Wall President Jim
Signature and Title: _____ Secretary/Treasurer Jimmy

The Report shall be signed and sworn to by any two of its directors or officers. If the corporation is in the hands of a receiver, the Report shall be executed on behalf of the corporation by the receiver or trustee.

PAYMENT OF FILING FEE AND LATE FILING PENALTY:

(a) Filing fee due on Corporate Report(a) \$ 10.00
(b) \$100.00 Late Filing Fee Penalty(b)
IRS or PRC Valid extension, if any must be submitted with report at time of submission.
(c) Total Amount due with Corporate Report (lines a+b) ...
PLEASE DO NOT SUBMIT CASH FOR PAYMENT

\$ 10.00

NMSPRC Office Use Only

Amount Remitted Postmark Date