

STATE OF NEW MEXICO



CERTIFICATE OF INCORPORATION  
OF

PLAZA SAN CARLOS, A CONDOMINIUM RESIDENTIAL ENTERPRISE

114,430-2

The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed pursuant to the provisions of the Nonprofit Corporation Act, 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 Articles of Incorporation.

*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 on*

June 7, 1982

Attest:

Director

Chairman

ARTICLES OF INCORPORATION

OF

PLAZA SAN CARLOS ASSOCIATION

FILED IN OFFICE OF  
STATE CORPORATION COMMISSION  
OF NEW MEXICO

JUN - 7 1982

Pursuant to the New Mexico  
Apartment Ownership Act and the  
Nonprofit Corporation Act

CORPORATION AND  
FRANCHISE TAX DEPTS.

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of New Mexico, does hereby make, certify and publish the following Articles of Incorporation:

ARTICLE I

The objects and purposes of the Association, for which it is formed, are as follows:

1. To administer, manage, maintain, operate, repair, restore, improve and enhance the general welfare of the property known as PLAZA SAN CARLOS, a condominium residential enterprise, in Albuquerque, New Mexico, hereinafter called the "Condominium Property".
2. To have and to exercise all of the powers, statutory or established under the common law, of nonprofit corporations which are not in conflict with these Articles of Incorporation. This statement of capacity, authority and power is to be broadly construed without the necessity of specific enumeration.
3. The Association shall have all of the powers and duties set forth in the New Mexico Building Unit Ownership Act except as limited by these Articles and the "Declaration of Condominium Ownership and of Covenants, Conditions and Restrictions for PLAZA SAN CARLOS, a condominium residential enterprise", and all of the powers and duties reasonably necessary to operate the condominium property as set forth in the Declaration, and as it may be amended from time to time hereafter, including but not limited to the following:
  - (a) To make and collect assessments against members to defray the costs, expenses and losses of the condominium property.
  - (b) To use the proceeds of assessments in the exercise of its powers and duties.
  - (c) To administer, manage, maintain, operate, repair, restore, improve and enhance the condominium property, and to acquire property, real and personal, for such purposes.

- (d) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members.
  - (e) To acquire, repair, replace, or reconstruct improvements after casualty or to improve the condominium property further.
  - (f) To make and amend reasonable regulations respecting the use of the condominium property.
  - (g) To enforce by legal means the provisions of the New Mexico Building Unit Ownership Act, the Declaration, these Articles of Incorporation, the By-Laws of the Association, and regulations of the Association governing the use of the condominium property.
  - (h) To obtain management of the condominium property and to delegate to such management all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association.
  - (i) To obtain management and operation of portions of the common areas and facilities acceptable to separate management or operation and to rent or lease such portions.
  - (j) To employ personnel to perform the services required for the proper operation of the condominium property.
  - (k) To pay advalorem taxes.
4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and by the By-Laws of the Association.

#### ARTICLE II

The following limitations are placed on the capacity, authority and power of the Association.

- 1. The Association may not receive from others additional real property to be administered by the Association except as may be provided in the Declaration or in an amended Declaration.
- 2. The Association may not mortgage the Common Areas except as may be provided in the Declaration or in an amended Declaration.
- 3. The Association may not dissolve unless its Board of Directors gives each member thirty (30) days prior written notice of the proposed dissolution and the proposed dissolution is ratified by a three-fourths (3/4) vote of the corporation's members in attendance, in person or by proxy, at a duly called meeting.
- 4. Upon dissolution the corporation must transfer the corporate assets to an appropriate public agency which will devote the assets to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. If such transfer is refused, however, the assets shall be transferred to any organization which will

devote the assets to purposes as nearly as practicable the same as those to which they are required to be devoted by the corporation.

#### ARTICLE III

The Association does not and will not afford pecuniary gain, incidentally or otherwise, to its members. The Association is formed for an object and a purpose not involving pecuniary gain to its members; it will not pay dividends or other pecuniary remuneration, directly or indirectly, to its members and will not have any capital stock, provided these Articles shall not prevent this corporation from paying reasonable compensation for services rendered by its members.

#### ARTICLE IV

The period of duration of corporate existence is perpetual.

#### ARTICLE V

The address of the initial registered office of the Association is 6303 Fourth Street Northwest, Albuquerque, New Mexico, and the name of its initial registered agent at such address is JANET M. LEPPKE.

#### ARTICLE VI

These Articles may be amended by resolution of the Board and an affirmative vote of two-thirds (2/3) of the members at a meeting duly called, all in accordance with the laws of the State of New Mexico, but no amendment shall be effective to impair any rights of members that are governed by the Declaration.

#### ARTICLE VII

The name and address of the incorporator of the Association is as follows:

JANET M. LEPPKE  
6303 Fourth Street N.W.  
Albuquerque, New Mexico 87107


#### ARTICLE VIII

The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

JANET M. LEPPKE	6303 Fourth Street N.W. Albuquerque, New Mexico 87107
GARY L. LEPPKE	6303 Fourth Street N.W. Albuquerque, New Mexico 87107
ALAN D. LEPPKE	6303 Fourth Street N.W. Albuquerque, New Mexico 87107

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

1 day of December, 1988.


  
JANET M. LEPPKE

STATE OF NEW MEXICO

COUNTY OF BERNALILLO

The foregoing instrument was duly acknowledged before me this

1st day of December, 1988, by JANET M. LEPPKE.

  
Nancy Falladino  
Notary Public

My Commission Expires:

1-15-84

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(DOMESTIC/FOREIGN-SUCCESSOR)

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

**FILED IN OFFICE OF**  
**STATE CORPORATIONS COMMISSION**  
**NEW MEXICO**

To the State Corporation Commission  
State of New Mexico

JUN - 7 1982

STATE OF NEW MEXICO

COUNTY OF BERNALILLO

SS.:

**CORPORATION AND**  
**FRANCHISE TAX DEPTS.**

On this 1st day of December, 1981, before me, a Notary Public in and for the State and County aforesaid, personally appeared Janet M. Leppke, who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Successor Registered Agent of Plaza San Carlos, a condominium residential enterprise, which is a (1) New Mexico Business Corporation authorized to transact business in the State of New Mexico pursuant to the provisions of the Business Corporation Act of the State of New Mexico.

Janet M. Leppke  
REGISTERED AGENT

BY(2)

Janet M. Leppke  
PRESIDENT

Subscribed and sworn to before  
me on the day, month, and year  
first above set forth

Nancy Palladino  
NOTARY PUBLIC

Commission Expires: 4/15/84

(notarial seal)

NOTE: 1. Insert State of Incorporation.  
2. If the Agent is a Corporation then the affidavit must be executed by the President or Vice-President of the Corporation.