

NEW MEXICO PUBLIC REGULATION COMMISSION

COMMISSIONERS

DISTRICT 1 JASON A. MARKS, VICE CHAIRMAN
DISTRICT 2 DAVID W. KING
DISTRICT 3 BEN R. LUJAN, CHAIRMAN
DISTRICT 4 LYNDA M. LOVEJOY
DISTRICT 5 E. SHIRLEY BACA



CORPORATION DEPARTMENT

1120 Paseo de Peralta/P.O. Box 1269
Santa Fe, NM 87504-1269
(505) 827-4508
1-800-947-4722

JUNE 2, 2005

THE GARDENS HOMEOWNERS ASSOC INC.
2647 ALOYSIA LANE NW
ALBUQUERQUE, NM 87104

RE: THE GARDENS HOMEOWNERS' ASSOCIATION, INC.
SCC#2238657

THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF AMENDMENT (REFERENCE #3297306) FOR THE ABOVE CAPTIONED CORPORATION EFFECTIVE MAY 31, 2005. ENCLOSED IS THE CERTIFICATE OF AMENDMENT WHICH SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ATTACHED CERTIFICATE DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION TO TRANSACT ANY BUSINESS WHICH REQUIRES COMPLIANCE WITH OTHER APPLICABLE FEDERAL OR STATE LAWS, INCLUDING, BUT NOT LIMITED TO, STATE LICENSING REQUIREMENTS. IT IS THE CORPORATION'S SOLE RESPONSIBILITY TO OBTAIN SUCH COMPLIANCE WITH ALL LEGAL REQUIREMENTS APPLICABLE THERETO PRIOR TO ENGAGING IN THE BUSINESS FOR WHICH IT HAS OBTAINED THE ATTACHED CERTIFICATE OF AMENDMENT.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION
JG



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

THE GARDENS HOMEOWNERS' ASSOCIATION, INC.

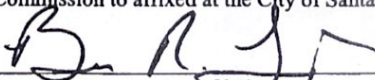
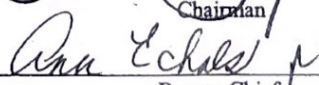
3297306

The Public Regulation Commission certifies that duplicate originals of the Articles of Amendment 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 Public Regulation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: MAY 31, 2005

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 be affixed at the City of Santa Fe.


Chairman

Bureau Chief

SUBMIT ORIGINAL AND A COPY
TYPE OR PRINT LEGIBLY

3297306

Nonprofit Corporation
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

FILED IN OFFICE OF
NM PUBLIC REG. COMM.

MAY 31 2005

Pursuant to the provisions of the New Mexico Nonprofit Corporation Act, the undersigned CORPORATION BUREAU corporation adopts the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

ARTICLE ONE: The name of the corporation is (include NMPRC#): SCC 2238657
THE GARDENS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE TWO: The following articles are amended as set forth here: (identify by article number and attach additional pages if necessary)

- ① Title: ART II Sec 3 (b)(6)
- ② Art. II, sec 3(a)
- ③ Art. II, sec 3(b)(2)
- Art. II, sec 3(b)(4)

- ④ ART III
- ⑤ ART IV
- ⑥ ART VII
- ⑦ ART IX

ARTICLE THREE: (select the appropriate action taken)

The date of the meeting of members at which the amendment was adopted was Nov. 13, 2004.
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.

OR

The amendment was adopted by a consent in writing signed by all members entitled to vote thereon.

OR

The date of the meeting of the board of directors at which the amendment was adopted was _____. The corporation has no members, or no members entitled to vote thereon, therefore the amendment was adopted by a majority of the board of directors in office.

ARTICLE FOUR: If these Articles of Amendment are not to be effective upon filing with the commission, the effective date is: (if an effective date is specified here, it cannot be a date prior to the date the articles are received by the commission) N/A

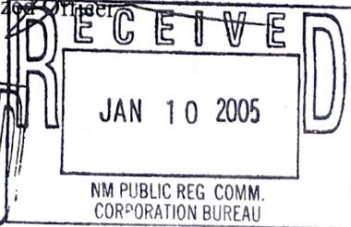
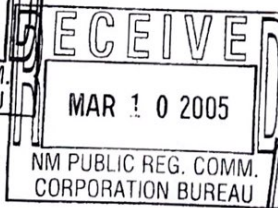
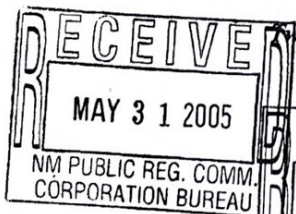
Dated: 1-01-2005

THE GARDENS HOMEOWNERS' ASSOCIATION, INC.
Name of Corporation

Two officers must sign:

By Steven J. Gonzalez
Signature of Authorized Officer VICE-PRESIDENT

By [Signature]
Signature of Authorized Officer



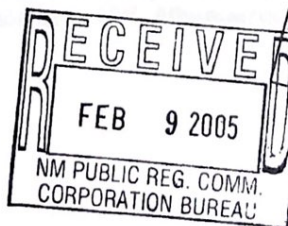
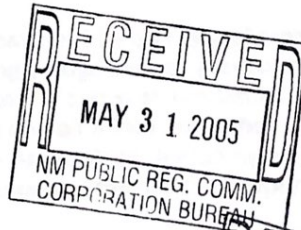
Form DNP-AM
(revised 07/03)

Amendments to Articles of Incorporation
For The Gardens Homeowners' Association, Inc.

Articles

1. Title: changed to "Amended"
2. Art. II, sec. 3(a): tract c-6 added
3. Art. II, sec. 3(b)(2): "landscaping" added; last part deleted.
4. Art. II, sec. 3(b)(4): "membership" changed to "members voting";
"100%" changed to "75%"
5. Art. II, sec. 3(b)(6): "recording of liens" added
6. Art. III: new agent & address
7. Art. VI: several changes and deletions. Notably, only residents can be
Directors. Agents can no longer be Directors.
8. Art. VII: "similar" changed to "the same as"
9. Art. IX: entirely new conflict provision

See attached Articles of Amendment



The Gardens Homeowners' Association, Inc.
2647 Aloysia Lane NW
Albuquerque, NM 87104

FILED IN OFFICE OF
NM PUBLIC REG. COMM.

MAY 3 1 2005

CORPORATION BUREAU

ARTICLES OF AMENDMENT

1. Title: Changed to read **AMENDED ARTICLES OF INCORPORATION OF
THE GARDENS HOMEOWNERS' ASSOCIATION, INC.**

2. Article II, Sec. 3(a): Amended to read:

The specific purposes for which the Association is formed are to:

- a. Take title to and own and operate the common areas described as follows:

Tracts C1 (2.1131 Ac.), C2 (1.4573 ac.), C3 (.5539 ac.), C4 (2.5104 ac.)
C5 (.5168 ac.), and C-6 (.4154ac.) in Unit I of the Subdivision and Tract A
(.9363 ac.) in Unit III of the Subdivision, as identified in the Declaration.

3. Article II, Sec. 3(b) numbers (2), (4) and (6) amended to read:

- b. Maintain and manage such common areas. Maintenance of such common
areas shall consist of:

2. As to Tracts C2, C3, C4, C5, and C6, (Private Common Area): grading,
seeding, landscaping, planting, maintenance, irrigation, fertilizing and
mowing such area.

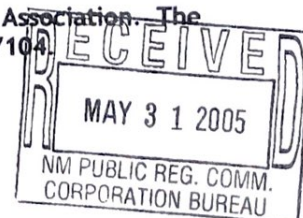
4. Maintain and/or replace the perimeter walls, fences, and gates including the
electronic entry gates at Mountain Road and Manhattan Place, and including the
landscaping adjoining Unit I along Mountain Road.

It is the intent that the powers of the Association be limited to those acts
necessary or incidental to undertake and carry out the purposes states in this
Article II. Undertakings, activities and purposes beyond those specifically stated
herein may be undertaken only when approved by a 75% majority vote of the
members voting at a special meeting of the members called for the specific
purpose of reviewing and considering such additional undertakings or purposes,
and the 75% majority vote shall include 75% of the owners of property adjoining
the common area proposed for such additional undertaking, activity or purpose.

6. Fix, levy, collect and enforce payment by any lawful means, including
commencement of legal proceedings, litigation, or recordation of lien(s), all
charges of assessments pursuant to the terms of the Declaration; to pay all
expenses in connection therewith and all office and other expenses incident to
the conduct of the business of the Association, including all licenses, taxes, or
governmental charges, levied or imposed against the property of the Association.

4. Article III amended to include new agent and address

D'nette Pennington is hereby appointed registered agent of the Association. The
Registered office is 2647 Aloysia Lane NW, Albuquerque, NM 87104.



5. Article VI amended to read:

The business and affairs of this Association shall be conducted and managed by a Board of Directors, who shall be members and residents of the Association. The Terms "members" and "residents" shall have the same meaning as those terms are defined in the Declaration and Bylaws of the Association. The Bylaws of the Association shall establish provisions for the qualifications, term, election and number of Directors.

6. Article VII amended to read:

The Association may be dissolved if consistent with the law and the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to a corporation, society, organization or public agency to be used for purposes the same as to those for which this Association was created.

7. Article IX amended to read:

In the case of any conflicts between these Articles and Declaration of Restrictions, Covenants and Conditions for the Gardens on the Rio Grande Subdivision (the "Declaration"), or any amendments thereto, the Declaration shall control.

In witness whereof, the Board of Directors
of the Association of the State of Texas
has caused this Certificate to be signed by its
Secretary and its President and the seal of
said Association to be hereunto set on this 17th day of
April, 2003.

[Handwritten signatures and names]



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

THE GARDENS HOMEOWNERS' ASSOCIATION, INC.

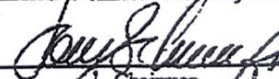
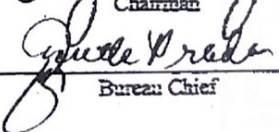
2238657

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: MARCH 13, 2002

In testimony whereof, the Public Regulation 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.


Chairman

Bureau Chief

2238657

**ARTICLES OF INCORPORATION OF
THE GARDENS HOMEOWNERS' ASSOCIATION, INC.**



In compliance with the provisions of the State of New Mexico Nonprofit Corporation Act, NMSA 1978, §§53-8-1 through 53-8-99, the undersigned does hereby certify and adopt in duplicate the following Articles of Incorporation for THE GARDENS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I: NAME

The name of the corporation is THE GARDENS HOMEOWNERS' ASSOCIATION, INC., (hereinafter called the "Association").

ARTICLE II: OBJECTS AND PURPOSES

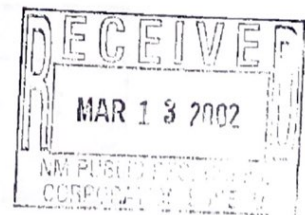
The objects and purposes for which the Association is formed are as follows:

Section 1. This Association does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes. The Association is formed in accordance with and to undertake the functions, duties, and responsibilities of the homeowner's association as described in the Amended Declaration of Restrictions, Covenants, and Conditions for The Gardens on the Rio Grande Subdivision, Unit I and Unit III, recorded in the office of the County Recorder of Bernalillo County, New Mexico on July 13, 1999 as document no. 199092212, Book 9910, Page 1963, herein referred to as the "Declaration".

Section 2. The Association shall not have the power to issue stock or to declare dividends.

Section 3. The specific purposes for which the Association is formed are to:

- a. Take title to and own and operate the common areas described as follows:
Tracts C1 (2.1131 ac.), C2 (1.4573 ac.), C3 (.5539 ac.), C4 (2.5104 ac.), C5 (.5168 ac.) in Unit I of the Subdivision and Tract A (.9363 ac.) in Unit III of the Subdivision.



b. Maintain and manage such common areas. Maintenance of such common areas shall consist of:

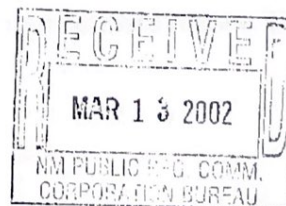
1. As to Tract C1 and Tract A (private streets, including street lights): maintenance of surface, repair of cracks and potholes and general maintenance to keep the streets in a safe condition; creation of a reserve fund to provide for major repairs or replacement; signage and traffic control devices and maintenance, repair and replacement of such signs and traffic control devices; maintaining street lights, including cost of electricity.

2. As to Tracts C2, C3, C4, C5 and C6 (Private Common Area): grading, seeding, irrigation, fertilizing and mowing such area; landscaping of Tract C5 and maintenance of such landscaping.

3. Operate, maintain, and replace as necessary the private irrigation system serving the Private Commons Areas.

4. Maintain and/or replace the perimeter walls, fences, and gates including the electronic entry gates at Mountain Road and Manhattan Place, and including the landscaping adjoining Unit I along Mountain Road.

It is the intent that the powers of the Association are limited to those acts necessary or incidental to undertake and carry out the purposes stated in this Article II. Undertakings, activities and purposes beyond those specifically stated herein may be undertaken only when approved by a 75% majority vote of the membership at a special meeting of the members called for the specific purpose of reviewing and considering such additional undertakings or purposes, and the 75% majority vote shall include 100% of the owners of property adjoining the common area proposed for such additional undertaking, activity, or purpose.



5. Exercise all of the powers and privileges to perform all of the duties and obligations of the Association as set forth in the Declaration.

6. Fix, levy, collect and enforce payment by any lawful means, including commencement of legal proceedings or litigation, all charges of assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident or the conduct of the business of the Association, including all licenses, taxes, or governmental charges, levied or imposed against the property of the Association.

7. To bring suit or participate or commence any proceeding, whether judicial or administrative as necessary to protect the interests of the Association.

8. To exercise all other powers allowed by Statute.

**ARTICLE III: INITIAL REGISTERED OFFICE
AND INITIAL REGISTERED AGENT**

William T. Caniglia is hereby appointed the initial registered agent and 2707 Campbell Road NW, #18, Albuquerque, New Mexico, 87104, is hereby appointed the initial registered office of this Association.

ARTICLE IV: DURATION

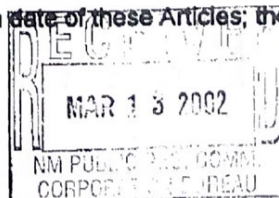
The Association shall have perpetual existence.

ARTICLE V: MEMBERSHIP

The eligibility for membership shall be as stated in the Declaration. The Bylaws shall set forth any additional qualifications for membership.

ARTICLE VI: BOARD OF DIRECTORS

The business and affairs of this Association shall be conducted and managed by a Board of Directors, who shall be members of the Association or the authorized agent of a member corporation or partnership. The number of the initial Board of Directors shall be three and shall serve a term of three years from date of these Articles; the



names and addresses of the persons who shall comprise the initial board of directors are:

1. William T. Caniglia 2707 Campbell Road NW, #18
Albuquerque, NM 87104
2. Richard L. Gonzales 315 Laguna Seca NW
Albuquerque, NM 87104
3. Tom Slates 2626 Aloysia Lane NW
Albuquerque, NM 87104

The By-Laws of the Association shall establish the term of the initial Board of Directors and provisions for the term, election and number of directors in the future.

ARTICLE VII: DISSOLUTION

The Association may be dissolved if consistent with the law and the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to a corporation, society, organization or public agency to be used for purposes similar to those for which this Association was created.

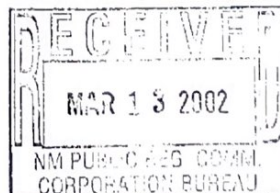
ARTICLE VIII: AMENDMENTS

Amendment to these Articles can be made if consistent with the law and the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of New Mexico, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 7th day of January, 2002.

By William T. Caniglia
WILLIAM T. CANIGLIA
2707 Campbell Road NW, #18
Albuquerque, NM 87104

Date: 01/07/02



By *[Signature]*
RICHARD L. GONZALES
315 Laguna Seca NW
Albuquerque, NM 87104

Date: 04/07/02

Incorporators

On the 12th day of March 2002 before me, a Notary Public in and for the state and county aforesaid, personally appeared William T. Corliss, who is known to me to be the undersigned person and who, being by me duly sworn, acknowledged to me that he does hereby accept and appoint me, the said Registered Agent of The Garden Homeowners' Association, Inc., a certain profit corporation which is named in the Certificate of Incorporation pursuant to the provisions of the Non-profit Corporation Act of the State of New Mexico.

[Signature]
WILLIAM T. CORLISS

[Signature]
January 23, 2003

[Signature]
NOTARY PUBLIC

RECEIVED
MAR 13 2002
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**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 12 day of March, ~~2001~~²⁰⁰², before me, a Notary Public in

and for the state and county aforesaid, personally appeared William T. Caniglia, who is known to me to be the undersigned person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the Initial Registered Agent of The Gardens Homeowner's Association, Inc., the non-profit corporation which is named in the Certificate of Incorporation pursuant to the provisions of the Non-profit Corporation Act of the State of New Mexico.



WILLIAM T. CANIGLIA

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

My commission expires:
January 28, 2003



NOTARY PUBLIC

