

STATE OF NEW MEXICO



CERTIFICATE OF INCORPORATION

OF

PUEBLOS DE RODEO ROAD OWNERS ASSOCIATION, INC.

1356351

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, 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: JUNE 12, 1987



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

A handwritten signature in dark ink, appearing to read "Vic. P. Serra", written over a horizontal line.

Chairman

A handwritten signature in dark ink, appearing to read "Shirley M. Davis", written over a horizontal line.

Director

JUN 12 1987

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ARTICLES OF INCORPORATION
OF
PUEBLOS de RODEO ROAD OWNERS ASSOCIATION, INC.

CORPORATION DEPT.

The undersigned acting as incorporator(s) of a corporation under the New Mexico Nonprofit Corporation Act (53-8-1 to 53-8-99 NSMA 1978), adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

PUEBLOS de RODEO ROAD OWNERS ASSOCIATION, INC.

SECOND: The period of its duration is:

Ninety-Nine (99) Years from the initial date of incorporation.

THIRD: The purpose or purposes for which the corporation is organized are:

This Association does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes. The Association shall not have the power to issue stock or to declare dividends. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Units and Common Area within the Pueblos De Rodeo Road Subdivision described in "Exhibit A" attached hereto and incorporated herein by reference, or any portion thereof which is conveyed to the Association, and to promote the privacy, health, safety and welfare of the Unit owners within the above-described property, and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the certain Declaration of Covenants, Conditions and Restrictions,

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hereinafter called the "Declaration," applicable to the property and recorded in the Office of the County Clerk of Santa Fe County and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or 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;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of all votes of members;

(e) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of New Mexico by law may now or hereafter have or exercise.

FOURTH: Dissolution.

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of all votes of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

FIFTH: The name of its initial registered agent and the street address and city of the initial registered office in New Mexico are:

Alfred L. Lindsey
2838 Paseo de los Pueblos
Unit 32
Santa Fe, New Mexico 87505

SIXTH: The number of directors constituting the initial board of directors is five (5). The names and addresses of the persons who are to serve as initial directors are:

Alfred Lindsey, 2838-32 Paseo de los Pueblos, Santa Fe, New Mexico 87505

Calvin Hansen, 3216-1/2 La Avenida de San Marcos, Santa Fe, New Mexico 87505

Linda Jensen, 3307 L Avenida de San Marcos, Santa Fe, New Mexico 87505

Adrian Martinez, 2829 Vereda Oriente, Santa Fe, New Mexico 87505

Marietta Raneri, 3350 La Avenida de San Marcos, Santa Fe, New Mexico 87505

SEVENTH: The name and addresses of each incorporator is:

Alfred Lindsey, 2838-32 Paseo de los Pueblos, Santa Fe, New Mexico 87505

Calvin Hansen, 3216-1/2 La Avenida de San Marcos, Santa Fe, New Mexico 87505

Linda Jensen, 3307 L Avenida de San Marcos, Santa Fe, New Mexico 87505

Adrian Martinez, 2829 Vereda Oriente, Santa Fe, New Mexico 87505

Marietta Raneri, 3350 La Avenida de San Marcos, Santa Fe, New Mexico 87505

EIGHTH: Membership.

Every person or entity who is an owner of record of a fee or undivided fee interest in any Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Association.

NINTH: Voting Rights.

The Association shall have one class of voting membership:

Members shall be all Owners, and they shall be entitled to one vote for each Unit owned. When more than one person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Unit.

TENTH: Indemnification of Board of Directors and Association

Each member of the Board of Directors and the Association shall be indemnified by the Owners against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved by reason of their being or having been a member of the Board of Directors, or any settlement thereof, whether or not they are a member of the Board of Directors at the time such expenses are incurred, except in such cases wherein the member of the Board of Directors is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties, provided that in the event of a settlement the indemnification shall apply when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association.

ELEVENTH: Amendments.

Amendments of these Articles shall require the affirmative vote of two-thirds (2/3) of all votes cast in person or by proxy at a meeting duly called for this purpose. Written notice of any such meeting shall be sent to all members not less than fifteen (15) days nor more than thirty (30) days in advance of such meeting. At the first such meeting called, the presence of members or of proxies entitled to cast sixty percent (60%) of all the votes shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. The process of calling additional meetings and reducing the required quorum by one-half (1/2) may be repeated until a quorum is present or until the Board decides that it is not in the best interest of the Association to reduce the required quorum further.

dated: June 3, 1987

Signatures of Incorporator(s):

Alfred L. Lindsay 6/3/87

Linda Jensen 6/3/87

Marietta Raven 6/3/87

Calvin F. Hansen 6/3/87

William Martz 6/7/87

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N.M. ST. CORP. COMM.
Corp./Franchise Tax Dept.

EXHIBIT A

PROPERTY DESCRIPTION OF
PUEBLOS DE RODEO ROAD SUBDIVISION

All the following described lot or parcel of land situate, lying and being in the City and County of Santa Fe, State of New Mexico, more particularly described as follows, to-wit:

Commencing at the corner common to Sections 4, 5, 8 and 9, all in T. 16 N., R. 9E, N.M.P.M., marked by a square headed bolt set in the pavement in Rodeo Road, from which the northwesterly corner of the tract here described lies S 0° 03' W., 25 feet, being a point on the Southerly right of way line of Rodeo Road; thence from said beginning point, the northwesterly corner of this tract, N. 89° 42' E. and along the Southerly boundary line of Rodeo Road 2611.44 feet to the Northwesterly corner of this tract, from whence the N¹/₂ corner of Section 9, being a point in Rodeo Road, bears N. 0° 07' W., 25 feet, and a witness corner bears S. 0° 07' E., 10 feet; thence from said northwesterly corner S. 0° 07' E., 2587.46 feet to the southeasterly corner of this tract being the center of Section 9; thence S. 88° 56' W., 1979.53 feet to a point; thence N. 0° 02' E., 658.91 feet to a point; thence S. 88° 57' W., 659.54 feet to a point on the section line lying between Sections 8 and 9; thence N 0° 03' E. along the midsection line 1963.29 feet to the northwesterly corner of the tract and the point of beginning. All As shown upon a certain plat of survey entitled "Lands Surveyed for Mary Fiorina within Section Nine T16N R9E NPM and Base Santa Fe County, N.M." by Wm D. Hayden from a survey completed on June 19, 1967; recertified February 18, 1972 bearing surveyor's identification No. 50118-C N-30.

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

FILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

JUN 12 1987


To the State Corporation Commission
State of New Mexico

STATE OF NEW MEXICO)
)
COUNTY OF SANTA FE)

SS.: **CORPORATION DEPT.**

On this 12th day of June, 19 87, before me a Notary Public in and for the State and County aforesaid, personally appeared Alfred L. Lindsey, who is to me known to be the person and who, being duly sworn, acknowledged to me that he does hereby accept his appointment as the Initial Registered Agent of PUEBLOS de RODEO ROAD OWNERS ASSOCIATION, INC.

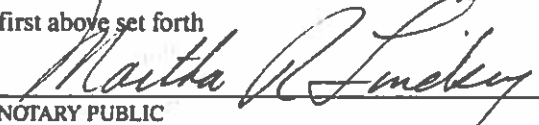
the Corporation which is named in annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the Nonprofit Corporation Act of the State of New Mexico.


REGISTERED AGENT'S SIGNATURE

BY (I) _____

PRESIDENT

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


NOTARY PUBLIC
Commission Expires: November 16, 1988

(Notarial seal)

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Corp./Franchise Tax Depts.

NOTE: (I) If the Agent is a Corporation then the affidavit must be executed by the President or Vice-President of the Corporation.