

STATE OF NEW MEXICO



OFFICE OF

**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF INCORPORATION

OF

SAN PEDRO CREEK ESTATES HOMEOWNERS' ASSOCIATION, INC.

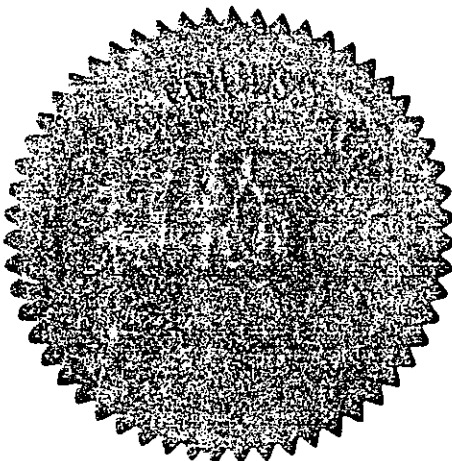
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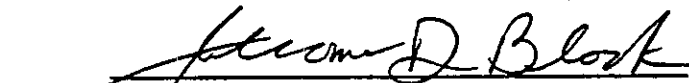
The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the NONPROFIT CORPORATION ACT (53-8-1 to 53-8-99 NMSA 1978) have been received by it and are found to conform to law.

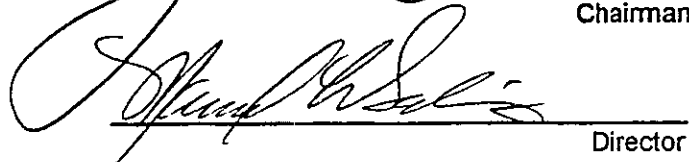
Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated: MARCH 9, 1995

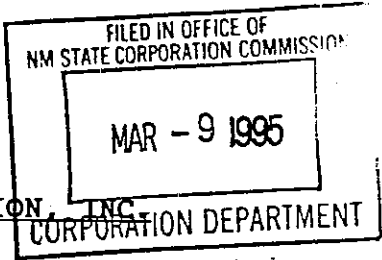
In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



  
Chairman

  
Director

1718642



ARTICLES OF INCORPORATION  
OF  
SAN PEDRO CREEK ESTATES 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 SAN PEDRO CREEK ESTATES 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 property situate in Sandoval County, New Mexico, and more further described as follows:

SAN PEDRO CREEK ESTATES, a subdivision as the same is shown on the Plat thereof as recorded in the Sandoval County Real Estate Records on February 22, 1995, in Vol. 3, Folio 1220A (hereinafter called "the Properties"),

and including any property annexed into the Association in the future;

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

C. To enforce the provisions of and perform the duties set forth in the San Pedro Creek Estates Subdivision Restrictions, A 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 Properties on February 28, 1995 as Document No. 62292, of the Real Estate Records of Sandoval 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 the Lots, including without limitation, any of the following acts:

(1) To establish and collect regular and special assessments or charges to be levied against the members of the Corporation and the Lots 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 roadways, 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 and residents of the Lots.

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 John A. Myers and the address of the registered office of the Corporation is 6400 Uptown Boulevard, NE, Suite 100-West, Albuquerque, New Mexico 87110.

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 of Directors shall be appointed by, and shall serve at the pleasure of, the Grantor, until December 31, 1996. At the Second Annual Meeting of Members, one (1) member of the Board of Directors shall be elected to serve a one (1) year term. 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 December 31, 1996, the initial Board of Directors shall consist of the three (3) persons whose names and addresses appear below:

H. Robert Warren  
5555 N. Via Alcalde  
Tucson, Arizona 85718

Diana Warren  
5555 N. Via Alcalde  
Tucson, Arizona 85718

Ron Pisk  
P.O. Box K  
Hardin, Montana 59034

The Association shall indemnify its directors and officers and former directors and officers against reasonable 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 of having been a director or officer. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. Such director or officer shall not be indemnified if he or she shall be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed of a director or officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding provided that the director or officer must reimburse the corporation if its is subsequently determined that the director or officer was not entitled to indemnification.

ARTICLE VI  
Name and Address of Incorporator

The name and address of the Incorporator is as follows:

John A. Myers, Esq.  
Myers & Oliver, P.C.  
6400 Uptown Blvd., NE  
Suite 100-West  
Albuquerque, New Mexico 87110

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 real estate contract, 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. Each such beneficial owner of a Lot, including the Campbell Farming Corporation, a Montana corporation ("Grantor"), 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 VII. 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. Notwithstanding suspension of the rights of membership, no owner of a Lot shall be denied the right to the use of the Common Area for access to 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, at a meeting duly called, of members

owning two-thirds (2/3) of the Lots, and, in addition, so long as the Grantor owns any Lots, upon the consent of the Grantor.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has made and signed these Articles of Incorporation this 28th day of February, 1995.

  
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JOHN A. MYERS  
Incorporator

