

STATE OF NEW MEXICO



OFFICE OF

**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF INCORPORATION

OF

SUNDANCE MESA HOMEOWNERS ASSOCIATION, INC.

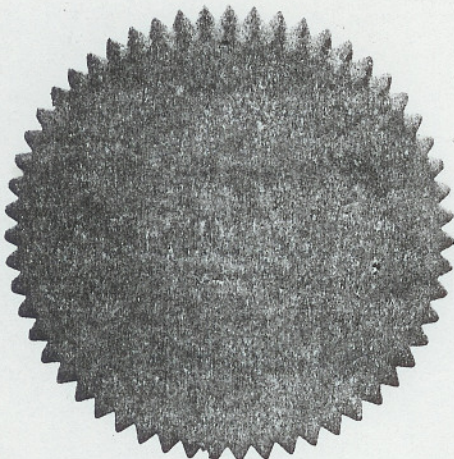
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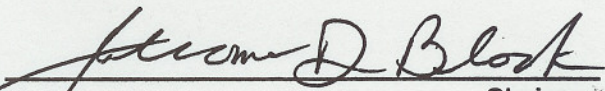
The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the NONPROFIT CORPORATION ACT (53-8-1 to 53-8-99 NMSA 1978) have been received by it and are found to conform to law.


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: JANUARY 18, 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

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

To the State Corporation Commission  
State of New Mexico

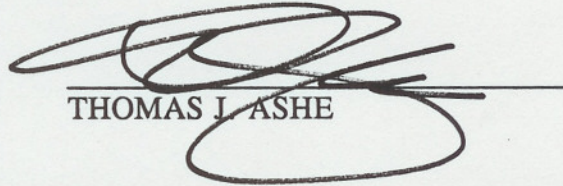
FILED IN OFFICE OF  
STATE CORPORATION COMMISSION  
OF NEW MEXICO

JAN 18 1995

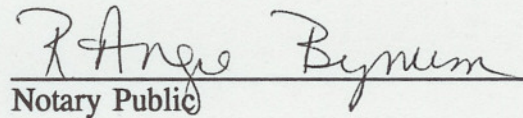
CORPORATION DEPARTMENT

STATE OF NEW MEXICO        )  
                                          ) ss.  
COUNTY OF Sandoval        )

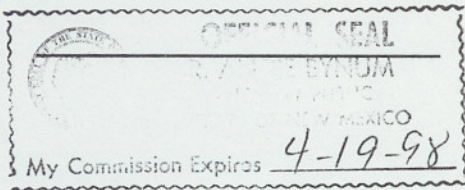
On this 22 day of December, 1994, before me, a Notary Public in and for the state and county aforesaid, personally appeared Thomas J. Ashe, who is known to me to be the undersigned person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the initial Registered Agent of Sundance Mesa Homeowners Association, Inc., the nonprofit corporation which is named in the Certificate of Incorporation pursuant to the provisions of the Nonprofit Corporation Act of the State of New Mexico.

  
THOMAS J. ASHE

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

  
Notary Public

My commission expires:



RECORDED  
JAN 18

FILED IN OFFICE OF  
STATE CORPORATION COMMISSION  
OF NEW MEXICO

JAN 18 1995

CORPORATION DEPARTMENT

ARTICLES OF INCORPORATION OF  
SUNDANCE MESA HOMEOWNERS ASSOCIATION, INC.

In compliance with the provisions of the State of New Mexico Non-Profit Corporation Act, NMSA 1978, §§ 53-8-1 through 53-8-99 (Repl. Pamp. 1983 & Cum. Supp. 1994), the undersigned, KGA Development Corporation, a New Mexico corporation, does hereby certify and adopt in duplicate the following Articles of Incorporation for the Sundance Mesa Homeowners Association, Inc.

ARTICLE I: NAME

The name of the corporation is SUNDANCE MESA 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.

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 maintain, preserve and improve the residential lots, improvements, and common areas within that certain tract of property (hereinafter the "Property") situated in Sandoval County, and more particularly described in the Sundance Mesa Subdivision Comprehensive Declaration of Covenants, Conditions and Restrictions filed with the real property records of said county (hereinafter the "Declaration"), including any additions thereto, as may hereafter be brought within the jurisdiction of this Association; to promote the health, safety and welfare of the residents within the above-described Property; to sponsor for the benefit of its members, social, cultural and/or

artistic events; and to do any and all other things necessary and convenient for the accomplishment or furtherance of any of the purposes stated herein, and to do all things necessary or convenient for the protection and benefit of the Association, and for these purposes to:

(a) Exercise all of the powers and privileges to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Fix, levy, collect and enforce payment by any lawful means, including commencement of legal proceedings or litigation, 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 levies or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, conserve, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property and any interest therein in connection with the affairs of the Association; including but not limited to, the common areas, recreational facilities, parks, roads, bridges, and drainage structures and a system for acquisition, distribution and delivery of water to property owned by existing and future members of the Association;

(d) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, provided that any such mortgage, pledge, deed in trust, or hypothecation shall be in compliance with provisions of applicable law at the time of the conduct, including membership vote if required by applicable law;

(e) Merge, in its sole discretion, with the La Mesa Homeowners Association as one non-profit corporation, which will assume the rights and obligations of the Association and of the La Mesa Homeowners Association, provided that the Association's resolution to merge with the La Mesa Homeowners Association must be approved in accordance with the Declaration and applicable law at the time of such resolution to merge;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, and otherwise extend its jurisdiction and responsibilities to additional tracts of land, provided that any such merger, consolidation or annexation shall be in compliance with provisions of applicable law at the time of such conduct and;

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

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

Thomas J. Ashe is hereby appointed the initial registered agent and Star Route, Box 315, Placitas, New Mexico, 87043, 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 three (3) Directors, who shall be members of the Association or the authorized agent of a member corporation or partnership. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who shall comprise the initial board of directors are:

1. Thomas J. Ashe  
Star Route, Box 315  
Placitas, New Mexico 87043
2. Steven M. Gudelj  
1724 Notre Dame, NE  
Albuquerque, New Mexico 87106
3. Wendy Gudelj  
1724 Notre Dame, NE  
Albuquerque, New Mexico 87106

The Directors shall be elected at the annual meeting and shall serve a two year term. The terms of the Directors shall be staggered. Directors' seat numbered 1 shall be subject to an election of the Association at the first annual meeting. Directors' seats numbered 2 and 3 shall be subject to an election at the next following annual meeting.

## ARTICLE VII: DISSOLUTION

The Association may be dissolved if consistent with the law and the Sundance Mesa Subdivision Comprehensive Declaration of Covenants, Conditions and Restrictions filed with the real property records of Sandoval County. 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,

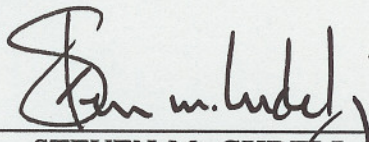
conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII: AMENDMENTS

Amendment to these Articles can be made if consistent with the law and the Sundance Mesa Subdivision Comprehensive Declaration of Covenants, Conditions and Restrictions filed with the real property records of Sandoval County.

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 22<sup>nd</sup> day of December, 1994.

KGA DEVELOPMENT CORPORATION  
Star Route, Box 315  
Placitas, New Mexico 87043

By:   
\_\_\_\_\_  
STEVEN M. GUDELJ, President  
On Behalf of KGA Development Corporation