



OFFICE OF

THE STATE CORPORATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

CIELO DOPADO HOMEOWNERS ASSOCIATION, INC.

1662535

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 18, 1994

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



Jim P. Serra

Chairman

John J. [unclear]

Director

MAR 18 1984

ARTICLES OF INCORPORATION
OF
CIELO DORADO HOMEOWNERS ASSOCIATION, INC.

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

ARTICLE ONE

NAME

The name of the Corporation is CIELO DORADO HOMEOWNERS ASSOCIATION, INC.

ARTICLE TWO

DURATION

The period of its duration is perpetual.

ARTICLE THREE

PURPOSE

The purpose of the Corporation is to transact any lawful business for which Nonprofit Corporations may be incorporated under the Nonprofit Corporation Act (53-8-4 NMSA 1978) as now in existence and as may be amended. The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for management, maintenance, preservation and architectural control of the residential lots and common areas within that certain tract of property described as:

CIELO DORADO ESTATES, a Subdivision in Dona Ana County, New Mexico, according to the Plat thereof filed on January 22, 1980, in Book 13, Pages 15-24, Plat Records of Dona Ana County, New Mexico, and all subsequent replats;

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation.

ARTICLE FOUR

REGISTERED AGENT

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

T. O. Gilstrap, Jr.
401 S. Valley Drive
Las Cruces, New Mexico 88001

ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial Board of Directors is nine (9), and the name and address of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualify are:

Ralph Boone
5 Cielo Del Norte
Anthony, New Mexico 88021

William Gardner
6 Cielo Dorado
Anthony, New Mexico 88021

Paul Thomason
22 Cielo Vista
Anthony, New Mexico 88021

K.C. Bourland
22 Cielo Del Rey
Anthony, New Mexico 88021

Lloyd Burson
32 Cielo Vista
Anthony, New Mexico 88021

Bob Chisolm
7 Cielo Lindo
Anthony, New Mexico 88021

Carolyn Navar
36 Cielo Dorado
Anthony, New Mexico 88021

Gary Prusik
4 Cielo Del Rey
Anthony, New Mexico 88021

Les Davis
15 Cielo del Rey
Anthony, New Mexico 88021

ARTICLE SIX

LIABILITY OF DIRECTORS

No Director, past or present, of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director unless:

(1) that Director has breached or failed to perform the duties of the Director's office in compliance with Section 53-8-25.1 NMSA 1978; and

(2) the breach or failure to perform by that Director constitutes willful misconduct or recklessness.

The above provision shall, however, only eliminate the liability of a Director for action taken as a Director or any failure to take action as a Director at meetings of the Board of Directors or of a committee of the Board of Directors or by virtue of action of the Board of Directors without a meeting pursuant to Section 53-8-97 NMSA 1978.

As may be provided in the By-laws of the Corporation, the Board of Directors of the Corporation shall have the power to further define the requirements and limitations of Directors

liability to the Corporation or its members. In the event of a conflict between the Corporation's By-laws and these Articles, these Articles shall control.

ARTICLE SEVEN

INDEMNITY TO DIRECTORS AND OFFICERS

The Corporation shall fully indemnify any director or officer or former director or officer of the Corporation made a party to any proceeding by reason of the fact that said person to be indemnified is or was a director or officer of the Corporation. This indemnity from the Corporation to all of its Directors and Officers or former Directors and Officers shall be to the fullest extent authorized by Section 53-8-26 NMSA 1978, as now in existence and as may hereafter be amended.

In no event, shall any Director or Officer of the Corporation or former Director or Officer of the Corporation be liable to the Corporation or its members for monetary damages for any act or omission in that Officer or Director's capacity as an Officer or Director of the Corporation, except to the extent otherwise provided by a statute of the State of New Mexico.

As may be provided in the By-laws of the Corporation, the Board of Directors of the Corporation shall have the power to further define the requirements and limitations for the Corporation to indemnify Directors, Officers, or others related to the Corporation. In the event of a conflict between the Corporation's By-laws and these Articles, these Articles shall control.

ARTICLE EIGHT

BOARD OF DIRECTORS IMMUNITY FROM LIABILITY

Except as provided below, no member of a Board of Directors, past or present, of this Corporation, shall be held personally liable for any damages resulting from:

(1) Any negligent act or omission of an employee of this Corporation;

(2) Any negligent act or omission of another Director of this Corporation; or

(3) Any action taken as a Director or any failure to take any action as a Director unless:

(a) that Director has breached or failed to perform the duties of the Director's office; and

(b) that breach or failure to perform by that Director constitutes willful misconduct or recklessness.

The immunity provided Directors above shall not extend to acts or omissions of Directors of this Corporation that constitute willful misconduct or recklessness personal to that Director. The above immunity is limited to actions taken as a Director at meetings of the Board of Directors or a committee of the Board of Directors or by action of the Directors without a meeting pursuant to Section 53-8-97 NMSA 1978, as now in existence and as may be amended hereafter.

In the event any Director of the Corporation, past or present, votes to transfer assets of the Corporation in order to avoid claims against Corporate assets resulting from a judgment against

the Corporation, the immunity provided above shall have no force or effect as to that Director.

Any immunity allowed any Director or former Director of the Corporation, shall be to the fullest extent authorized by Section 53-8-25.3 NMSA 1978, as now in existence and as may hereafter be amended.

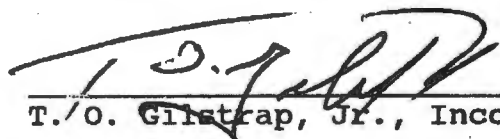
As may be provided in the By-laws of the Corporation, the Board of Directors of the Corporation shall have the power to further define the requirements and limitations with respect to Directors immunity and/or Directors liability to the Corporation or its members. In the event of a conflict between the Corporation's By-laws and these Articles, these Articles shall control.

ARTICLE NINE

INCORPORATOR

The name and address of the incorporator is:

T. O. Gilstrap, Jr.
401 S. Valley Drive
Las Cruces, New Mexico 88001



T. O. Gilstrap, Jr., Incorporator

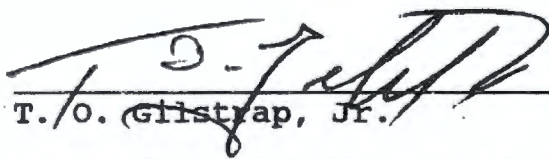
MAR 18 1994

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

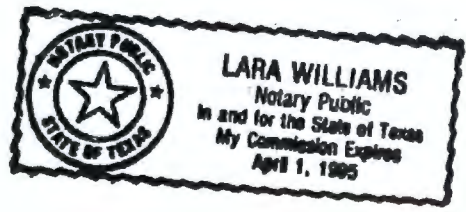
To the State Corporation Commission
State of New Mexico

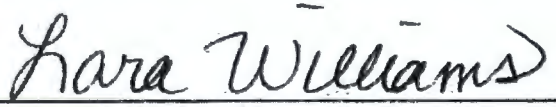
STATE OF TEXAS)
)
COUNTY OF EL PASO)

On this 17th day of March, 1994, before me a Notary Public in and for the State and County aforesaid, personally appeared T. O. GILSTRAP, JR., who is to me known to be the person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the Initial Registered Agent of CIELO DORADO HOMEOWNERS ASSOCIATION, INC., the Corporation which is named in the 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.


T. O. Gilstrap, Jr.

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




Notary Public in and for
the State of Texas

Typed or printed name of Notary
My commission expires: _____

MAR 18 1994

Eric P. Serna
Chairman
Jerome D. Block
Commissioner
Louis E. Gallegos
Commissioner

State of New Mexico
State Corporation Commission

CORPORATION DEPARTMENT

P.O. Drawer 1269
Telephone (505) 827-4511

Santa Fe
87504-1269

APRIL 4, 1994



T.O. GILSTRAP, JR., P.C.
TERRACE GARDENS
600 SUNLAND PARK DRIVE
BUILDING 3, SUITE 100
EL PASO, TX 79912

RE: CIELO DORADO HOMEOWNERS ASSOCIATION, INC.
SCC#1662535

BE ADVISED THAT THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF INCORPORATION, FOR THE ABOVE REFERENCED CORPORATION, EFFECTIVE MARCH 18, 1994. THE ATTACHED CERTIFICATE OF INCORPORATION 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 INCORPORATION.

REQUIRED FILING INFORMATION, WITH THE COMMISSION, FOLLOWS:

THE ENCLOSED FIRST REPORT IS TO BE COMPLETED AND FILED BY MAY 4, 1994, WITH A FILING FEE OF \$10.00. THE ORIGINAL FIRST REPORT IS TO BE FILED WITH OUR OFFICE, THE COPY IS FOR YOUR CORPORATE RECORDS. THEREAFTER, A CORPORATE REPORT MUST BE FILED ANNUALLY ON OR BEFORE THE FIFTEENTH DAY OF THE FIFTH MONTH FOLLOWING THE CORPORATION'S TAXABLE YEAR END. LATE FILING PENALTY OF \$10.00 WILL BE ADDED FOR UNTIMELY FILING OF ANY REPORT. THE FIRST REPORT IS NOT FILED IN LIEU OF ANY REQUIRED CORPORATE REPORT. THE REPORT IS REQUIRED TO BE FILED WHETHER A CORPORATION IS ACTIVE OR INACTIVE OR UNTIL SUCH TIME THAT THE CORPORATION IS RELIEVED FROM FILING THE REPORT AS REQUIRED BY LAW.

A SUPPLEMENTAL REPORT SHALL BE FILED WITHIN THIRTY DAYS IF, AFTER FILING OF THE CORPORATE REPORT, A CHANGE IS MADE AFFECTING THE REPORT. PLEASE CONTACT THIS COMMISSION FOR ADDITIONAL INFORMATION AND SUPPLEMENTAL REPORT FORMS.

IF BYLAWS WERE NOT FILED UPON INCORPORATION BY THE DOMESTIC CORPORATION, THEN BYLAWS, AND SUBSEQUENT AMENDED OR REVISED BYLAWS, SHALL BE ADOPTED AND FILED WITH THE COMMISSION BEFORE THEY BECOME EFFECTIVE. EACH SUBMITTED DOCUMENT MUST BE SIGNED BY THE CHIEF OFFICER AND SECRETARY WITH A \$10.00 FILING FEE.

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
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