

STATE OF NEW MEXICO



CERTIFICATE OF INCORPORATION  
OF

SANTA TERESA PASEO HOME OWNERS ASSOCIATION


(90,375)

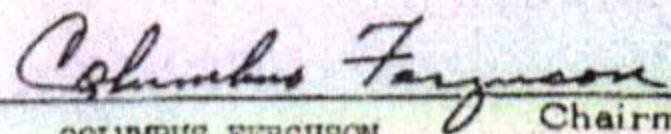
The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed pursuant to the provisions of the ~~NON-PROFIT~~ Corporation Act, have been received by it and are found to conform to law.

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 Articles of Incorporation.

*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 on this 3rd  
day of January, 1977*

Attest:

  
CLARA G. ROMERO, ASSISTANT Director

  
COLUMBUS FERGUSON Chairman



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ARTICLES OF INCORPORATION

OF

CORPORATION AND  
FRANCHISE TAX DEPTS.

SANTA TERESA PASEO HOME OWNERS ASSOCIATION

In compliance with the requirements of the New Mexico NonProfit Corporation Act, Lambert & Winton, Inc. a profit corporation, duly organized and existing under the laws of the State of New Mexico has this day voluntarily formed a corporation not for profit and hereby certifies:

ARTICLE I

The name of the corporation is "Santa Teresa Paseo Home Owners Association", hereinafter called the "Association".

ARTICLE II

The registered office of the Association is located at Country Club Road at McNutt Road, Dona Ana County, New Mexico.

ARTICLE III

Andy J. Winton, whose address is Country Club Road at Mc Nutt Road, Dona Ana County, New Mexico, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

A parcel of land situated within the Santa Teresa Grant, Section 21, T28S, R3E, N.M.P.M, Dona Ana County, New Mexico and is more particularly described by metes and bounds survey as follows:  
Beginning at the Southeast corner of the parcel herein described, whence meandor corner No. 5 on the westerly boundary of the Santa Teresa Grant, bears S39°36'01"W, a distance of 2328.86'; thence N67°34'35"W, a distance of 493.00'; thence N22°25'25"E, a distance of 273.21'; thence N03°26'36"W, a distance of 675.96'; thence S86°33'24"E, a distance of 283.66'; thence S89°12'55"E, a distance of 573.05'; thence S22°25'25"W, a distance of 1216.53' to the point of beginning and containing 15.203 acres more or less and also described as all of Unit No. 3A of the Santa Teresa Subdivision to Dona Ana County, New Mexico, as shown by the official recorded plat thereof,

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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 Association for this purpose to:

(a) exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Clerk of Dona Ana County, New Mexico, and as the same may be amended from time to time as herein 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) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other N.M. Nonprofit 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 each class of members, excepting no assent of members is required for annexation by incorporator as set forth

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(g) 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.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot 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 Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall all be Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

- (b) on December 31, 1981.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-laws

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of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Andy J. Winton	P. O. Box 13029, El Paso, Texas
Joy C. Winton	P. O. Box 13029, El Paso, Texas
Charles Rutledge	P. O. Box 13029, El Paso, Texas
E. Martin Shaeffer	P. O. Box 13029, El Paso, Texas
Don Ringrose	P. O. Box 13013, El Paso, Texas
Velma Beach	151 S. Resler Apt #39, El Paso, Texas
George Harris	121 Apache Gold Loop, Santa Teresa, N.M.
James R. Patton	P.O. Box 12067, Mesilla Park, New Mexico
Doug Myers	5725 Beaumont, El Paso, Texas

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of New Mexico, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 2nd day of December, 1976.

ATTEST  
Charles Sully  
Asst Secretary

LAMBERT & WINTON, INC.

By: Andy J. Winton  
President

STATE OF NEW MEXICO )  
  ) SS.  
COUNTY OF DONA ANA )

The foregoing instrument was acknowledged before me this 2nd day of December, 1976, by Andy J. Winton, President of Lambert & Winton, Inc., a New Mexico corporation, on behalf of said corporation.

William L. Beach  
Notary Public

My Commission expires:  
February 14, 1979

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