

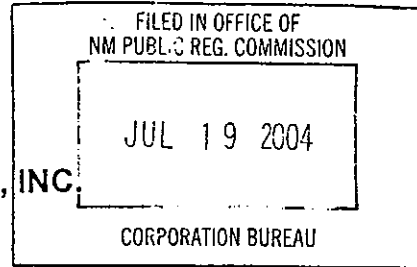
**ARTICLES OF INCORPORATION**  
**OF**  
**VENTANA RANCH WEST**  
**COMMUNITY ASSOCIATION, INC.**

ARTICLES OF INCORPORATION  
OF  
VENTANA RANCH WEST COMMUNITY ASSOCIATION, INC.

TABLE OF CONTENTS

ARTICLE I.....	NAME	1
ARTICLE II.....	POWERS	2
ARTICLE III.....	DURATION	4
ARTICLE IV.....	REGISTERED AGENT AND OFFICE	4
ARTICLE V.....	NONPROFIT STATUS	4
ARTICLE VI.....	BOARD OF DIRECTORS	5
ARTICLE VII.....	NAME AND ADDRESS OF INCORPORATOR	6
ARTICLE VIII.....	MEMBERSHIP AND VOTING RIGHTS	6
ARTICLE IX.....	AMENDMENT	6

**ARTICLES OF INCORPORATION  
OF  
VENTANA RANCH WEST COMMUNITY ASSOCIATION, INC.**



IN COMPLIANCE with the requirements of NMSA (1978), Sections 53-8-1 to 53-8-99, the Nonprofit Corporation Act, the undersigned natural person, being of full age and the incorporator for the purpose of forming a corporation not for profit, does hereby certify and adopt the following articles of incorporation for such corporation. The terms used herein shall have the meanings set forth in the Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements For Ventana West as amended from time to time as filed for record with respect to the Properties on March 11, 2004 in Book 2004-C, Page 84, of the Real Estate Records of Bernalillo County, New Mexico.

**ARTICLE I  
NAME**

The name of the corporation shall be THE VENTANA RANCH WEST COMMUNITY ASSOCIATION, INC., (the "Association") a New Mexico nonprofit corporation, and the location of the principal office of the Association shall be in Bernalillo County, New Mexico, or such other place as is designated from time to time by the Board of Directors.

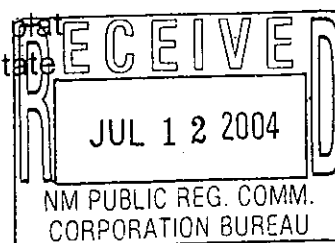
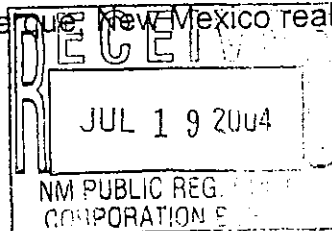
The Association shall not afford, directly or indirectly, pecuniary gain or profit to its members. The purposes of the Association are:

A. To operate for the benefit of the owners and residents of Lots and Tracts located within the property in Bernalillo County, New Mexico, and more further described as follows:

Tract 1-A of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 11.5865 net acres more or less.

Tract 1-B of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 8.8628 net acres more or less.

Tract 2 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate



records on March 11, 2004, Book 2004-C, Page 84, totaling 28.2684 net acres more or less.

Tract 3 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 28.2684 net acres more or less.

Tract 4 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 28.2684 net acres more or less.

Tract 5 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 28.2684 net acres more or less.

Tract 6 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 23.2773 net acres more or less.

Tract 7 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 19.3213 net acres more or less.

Tract 8 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 19.3213 net acres more or less.

Tract 9 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 19.3213 net acres more or less.

Tract 10 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 19.3213 net acres more or less.

Tract 11 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 19.3213 net acres more or less.

Tract 12 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 19.3213 net acres more or less.

Tract 13 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 19.3213 net acres more or less.

Tract 14 of the plat of Ventana Ranch West as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Book 2004-C, Page 84, totaling 19.3213 net acres more or less.

together with other Lots and Tracts subsequently annexed into the Association pursuant to the Declaration (the "Properties").

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

C. To enforce the provisions of and perform the duties set forth in the Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements For Ventana Ranch West, as amended from time to time, (hereinafter "the Declaration") filed for record with respect to the Properties on March 11, 2004 in Book 2004-C, Page 84, of the Real Estate Records of Bernalillo County, New Mexico.

## **ARTICLE II**

### **POWERS**

The Association shall have the following powers:

A. To perform any and all acts necessary and proper to promote the common benefit, enjoyment, health, safety and welfare of the owners and residents of lots situate within the Properties, including without limitation, any of the following acts:

(1) To establish and collect periodic and special assessments or charges to be levied against the members of the Association and their lots located within the Properties as provided in the Declaration;

(2) To enforce any and all agreements, covenants, conditions and restrictions as set forth in the Declaration, including any amendments thereto;

(3) To own, acquire, build, operate and maintain 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, special and penalty assessments for the common benefit of the owners and residents of lots located within the Properties;

(6) To receive, administer, apply and apply funds generated by any public improvement district that may be created or applicable to the Properties.

B. To perform all acts and exercise all powers authorized by the Nonprofit Corporation Act, Sections 53-8-1 through 53-8-99, NMSA 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, spend, contribute or otherwise dispose of such funds and contributions for the purposes for which this Association is organized;

(2) To borrow money and make, execute or issue bonds, (including public improvement district 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 acquire by purchase or otherwise personal property of every kind whatsoever and to hold, invest and reinvest same for the purposes for which the Association is organized;

(4) 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 Association is organized;

(5) to enter into, make, perform and carry out contracts, agreements, commitments and assurances of every kind for the purposes for which this Association is organized; and

(6) 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 Association 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 Association shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity which would result in net earnings of the Association inuring to the benefit of any private person.

### **ARTICLE III DURATION**

The period of duration of the Association shall be perpetual.

### **ARTICLE IV REGISTERED AGENT AND OFFICE**

The registered agent of the Association is Karla Zagar and the address of the registered office of the Association is 10 Tramway Loop NE Albuquerque, New Mexico 87122.

### **ARTICLE V NONPROFIT STATUS**

This Association does not and shall not afford monetary gain incidental or otherwise to any of its members. Upon dissolution of the Association, the assets of the Association, both real and personal, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation,

association, trust or other organization, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of Association Properties shall be effective to divest or diminish any rights or title to any member vested in him under the recorded covenants and deeds applicable to the Properties, unless made in accordance with the provisions of such covenants and deeds.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The management of the affairs of the Association shall be vested in a Board of Directors consisting of not more than five (5) persons and shall initially be three (3) persons. So long as there is a Class II Member as defined in the Declaration, the Class II Member shall appoint the Board of Directors. At the First Annual Meeting of Members held after the Association ceases to have a Class II Member, two (2) members of the Board of Directors shall be elected to serve a one (1) year term. The remaining 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. An increase in the number of Board members above five (5) may be changed by an amendment to the Bylaws. The initial Board of Directors shall consist of the three (3) persons whose names and addresses appear below:

Robert Murphy	c/o Sandia Properties Ltd., Co. 10 Tramway Loop NE Albuquerque, NM 87122
Tony Sciarrillo	c/o Sandia Properties Ltd., Co. 10 Tramway Loop NE Albuquerque, NM 87122
Kurt Browning	c/o Sandia Properties Ltd., Co. 10 Tramway Loop NE Albuquerque, NM 87122

The Association shall indemnify its directors and officers in accordance with Section 53-8-26 NMSA (1978) against 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 or having been a director or officer of the Association unless they are guilty of gross negligence or misconduct in their performance of their duties as directors or officers.

**ARTICLE VII**  
**NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator, who is a natural person of adult age, is ROBERT M. MURPHY, #10 Tramway Loop, NE, Albuquerque, New Mexico 87122.

**ARTICLE VIII**  
**MEMBERSHIP AND VOTING RIGHTS**

Membership and voting rights are contained in the Ventana Ranch West Declaration.

**ARTICLE IX**  
**AMENDMENT**

These Articles of Incorporation may be amended, changed, modified or repealed in the manner now or hereafter provided by law upon the consent of the Class II Member, if a Class II Membership continues to exist. If a Class II Membership no longer exists, these Articles of Incorporation may be amended, changed, modified, or repealed upon the affirmative vote of fifty five percent (55%) of a quorum of the Class I Members entitled to vote in person or by proxy at a meeting duly called for that purpose, written notice of which shall have been sent to all Members not less than ten (10) nor more than fifty (50) days prior to such meeting. For purposes of this provision, a quorum shall consist of a majority of the Members entitled to vote in person or by proxy. Such written notice of meeting must set forth the purpose of the meeting.

IN WITNESS WHEREOF, the undersigned Incorporator of this Association has made and signed these Articles of Incorporation this 9<sup>th</sup> day of July 2004.

  
\_\_\_\_\_  
Robert M. Murphy

STATE OF NEW MEXICO )

) ss.

COUNTY OF BERNALILLO )

On this 9<sup>th</sup> day of July, 2004, before me personally appeared ROBERT M. MURPHY, who being by me first duly sworn declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

My commission expires

