

**OFFICE OF**  
**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF INCORPORATION

OF

CEDAR CREEK HOMEOWNERS ASSOCIATION, INC.

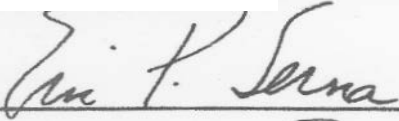
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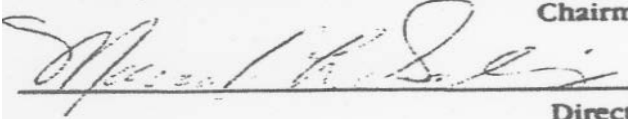
The State Corporation Commission certifies that duplicate originals of the Articles of incorporation attached hereto, duly signed and verified pursuant to the provisions of the NONPROFIT Corporation Act, have been received by it and are found to conform to law.

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: MAY 11, 1990

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

## ARTICLES OF INCORPORATION

OF

CEDAR CREEK HOMEOWNERS ASSOCIATION, INC.,  
A NON-PROFIT CORPORATION

FILED IN OFFICE OF  
STATE CORPORATION  
COMMISSION  
OF NEW MEXICO  
MAY 11, 1990  
CORPORATION DEPT.

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In compliance with the requirements of the State of New Mexico Non-profit Corporations Act, N.M.S.A. Section 53-8-1, et. seq., the undersigned, Robert H. Poling, Sandra S. Poling, John P. Suttman, Shirley T. Suttman, and Steve Gudelj, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a non-profit corporation and do hereby certify and adopt the following Articles of Incorporation for the corporation.

**ARTICLE I**

The name of the Corporation is CEDAR CREEK HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

**ARTICLE II**

The principal office of the Association is located at Post Office Box 747, Lot 8, Linda Placitas Road, Placitas, New Mexico.

**ARTICLE III**

Robert Poling is hereby appointed the initial registered agent and Post Office Box 747, Lot 8, Linda Placitas Road, Placitas, New Mexico 87043 is hereby appointed the initial registered office of this Association.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes. The Association shall not have the power to issue stock or to declare dividends. 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 situated in Sandoval County as described on Exhibit "A" attached hereto and incorporated herein by reference; and to promote the health, safety, and welfare of the residents within the above described property and any additions thereto as may hereafter be bought within the jurisdiction of this Association, and for this purpose to:

(a) Exercise all of the powers and privileges 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 above described property and

recorded, or to be recorded, in the Office of the County Clerk of Sandoval County and as the Same may be amended from time to time as therein provided, said Declaration being incorporated herein as is 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 and any interest therein in connection with the affairs of the Association: including but not limited to, construction,, maintenance, and repair of 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 by a vote of two-thirds of its 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) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common Area, provided that any such merger, consolidation, or annexation shall be approved by the affirmative vote of two-thirds (2/3rds) of its members.

(f) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Act 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 the Declaration or by covenants of record to assessment by the Association, excluding sellers under real estate contract and including purchasers under real estate contract so long as such real estate contract is not in default, 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. The members of the Association shall not be personally liable for the debts of or claims against the Association.

**ARTICLE VI**  
**VOTING RIGHTS**

The Association shall have two classes of voting membership.

**Class A.**

Class A members shall be all members as defined in Article V hereof, with the exception of the Declarant, and they 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 Class A vote for such lot shall be exercised as the owners of such lot among themselves determine but in no event shall more than one Class A vote be cast with respect to any lot.

**Class B.**

The Class B member shall be the Declarant (as defined in the Declaration), and Declarant 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 January 1, 1997.

**ARTICLE VII**

**BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of five (5) Directors, who shall be members of the Association. The number of directors may be changed by amendment of the By-laws 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:

Robert H. Poling  
Post Office Box 747  
Lot 8, Linda Placitas Road  
Placitas, NM 87043

Sandra S. Poling  
Post Office Box 747  
Lot 8, Linda Placitas Road  
Placitas, NM 87043

John P. Suttman  
8608 Aztec, N.E.  
Albuquerque, NM 87111

Shirley T. Suttman  
8608 Aztec, N.E.  
Albuquerque, NM 87111

Steve Gudelj  
Sky Ranch  
Placitas, NM 87043

At the first annual meeting of the members they shall elect one (1) director for a term of one year, two (2) directors for a term of two years, and two (2) directors for a term of three years; and at each annual meeting thereafter the members shall elect one or two 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 (2/3rds) 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 the 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 IX,**  
**DURATION**

The duration of the corporation shall be, perpetual.

**ARTICLE X**  
**AMMENDMENTS**

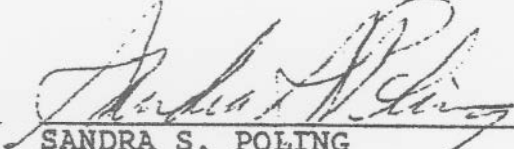
Amendments to these Articles shall require the assent of two-thirds (2/3rds) of each class of members.

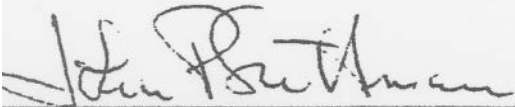
**IN WITNESS WHEREOF**, for the purpose of forming this Association under the laws of the State of New Mexico, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of incorporation this 28th day of February, 1990.

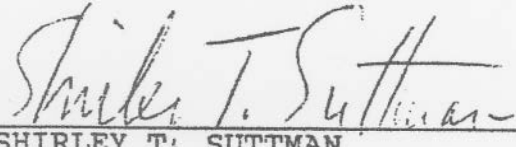


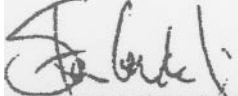
Robert T. Poling

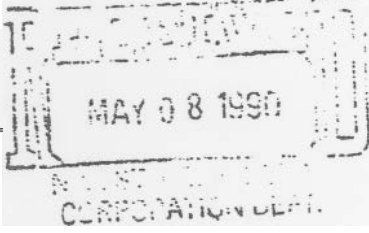
Robert T. Poling

  
SANDRA S. POLING

  
JOHN P. SUTTMAN

  
SHIRLEY T. SUTTMAN

  
STEVE GUDELJ

  
MAY 08 1990  
CORPORATION DEPT.

Poling.56/kam


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

To the State Corporation Commission  
State of New Mexico

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

FILED IN OFFICE OF  
STATE CORPORATION COMMISSION  
OF NEW MEXICO  
MAY11, 1990  
CORPORATION DEPT.

On this 28th day of February, 1990, before me a Notary Public in and for the State and County aforesaid, personally appeared Robert H. Poling, who is to me known to be the person and who, being duly sworn, acknowledged to me that he does hereby accept his appointment as the Initial Registered Agent of Cedar Creek Homeowners Association, Inc. the Corporation which is named in 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.

  
\_\_\_\_\_  
ROBERT H. POLING

Subscribed and sworn to before  
me on the day, month, and year  
first above set forth.

**SIGNATURE OF IVY L PINON**

NOTARY PUBLIC

Commission Expires: 3-10-93

(Notarial seal)



OFFICIAL SEAL  
**IVY L. PINON**  
NOTARY PUBLIC - STATE OF NEW MEXICO  
Notary Bond FILED WITH SECRETARY OF STATE  
My Commission Expires 3-10-93

Cedar.14/kam

