



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

MARIPOSA COMMUNITY ASSOCIATION, INC.


2471035

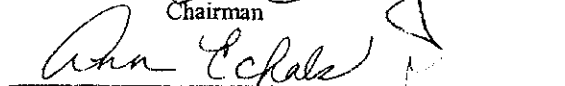
The Public Regulation Commission certifies that the Articles of Incorporation, duly signed and verified pursuant to the provisions of the
NONPROFIT CORPORATION ACT
(53-8-1 to 53-8-99 NMSA 1978)
have been received by it & are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Certificate of Incorporation & attaches hereto, a duplicate of the Articles of Incorporation.

Dated: JUNE 22, 2004

In testimony whereof, the Public Regulation of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to affixed at the City of Santa Fe.

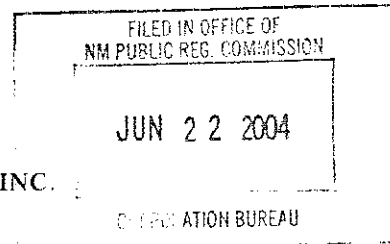

Chairman


Bureau Chief

ARTICLES OF INCORPORATION

OF

MARIPOSA COMMUNITY ASSOCIATION, INC.
(a New Mexico nonprofit corporation)



The undersigned, acting as Incorporator of a corporation under the New Mexico Nonprofit Corporation Act, adopts the following Articles of Incorporation for the corporation:

Article 1. Name. The name of the corporation is Mariposa Community Association, Inc ("Association").

Article 2. Principal Office. The address of the initial principal office of the Association is 3791 Southern Boulevard, Suite 202, Rio Rancho, New Mexico 87124

Article 3. Duration. The Association shall have perpetual duration

Article 4. Applicable Statute. The Association is organized pursuant to the provisions of the New Mexico Nonprofit Corporation Act

Article 5. Definitions. All capitalized terms used herein that are not defined shall have the same meaning as set forth in the Community Charter for Mariposa Residential Property ("Charter"), recorded or to be recorded in the office of the Clerk of the County Court of Sandoval County, New Mexico

Article 6. Purposes and Powers. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members

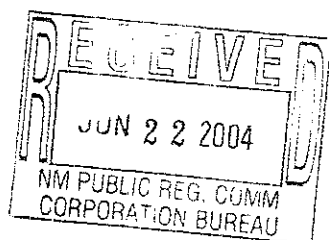
A In way of explanation and not of limitation, the purposes for which it is formed are:

(i) to be and constitute the Association to which reference is made in the Charter, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association as specified therein, as specified in the By-laws of Mariposa Community Association, Inc ("By-Laws"), and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of real property subject to the Charter.

B In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Charter or By-Laws, may be exercised by its board of directors:

(i) all of the powers conferred upon nonprofit corporations by common law and New Mexico statutes in effect from time to time; and

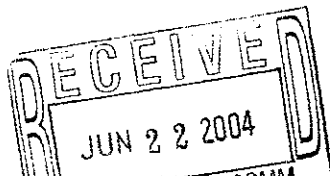


(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Charter, including, without limitation, the following:

- (a) to fix and to collect assessments or other charges to be levied;
- (b) to manage, control, operate, maintain, repair, and improve the Common Area (as defined in the Charter) and any other property for which the Association has a right or duty to provide such services pursuant to the Charter, other applicable covenants, or any agreement or contract;
- (c) to promulgate and to enforce covenants, conditions, rules, regulations, or restrictions affecting Mariposa (as defined in the Charter) to the extent the Association may be authorized to do so under the Charter or By-Laws;
- (d) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Charter;
- (e) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;
- (f) to borrow money for any purpose, subject to such limitations as may be set forth in the By-Laws;
- (g) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;
- (h) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals; and
- (i) to provide any and all supplemental municipal services to the property subject to the Charter as the Board may deem necessary or proper

C The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article

Article 7. Membership. The Association shall be a membership corporation without certificates or shares of stock. Each Person who is the record owner of a Unit (as such capitalized terms are defined in the Charter and the By-Laws) subject to the Charter is a member and shall be entitled to vote as set forth herein and in the Charter and the By-Laws



Article 8. Board of Directors.

A The Association's affairs shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three directors.

B The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until their resignation or removal, are as follows:

Jack Eichorn
3791 Southern Boulevard
Suite 202
Rio Rancho, New Mexico 87214

Tom Franchini
3791 Southern Boulevard
Suite 202
Rio Rancho, New Mexico 87214

Lauda Miles
3791 Southern Boulevard
Suite 202
Rio Rancho, New Mexico 87214

C The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the By-Laws.

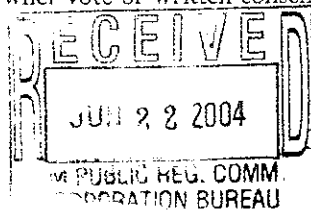
D The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 9. Indemnification of Directors. To the extent consistent with the New Mexico Nonprofit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, the Association shall indemnify its officers and directors to the extent required by the Charter and By-Laws. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 10. Dissolution. Except as otherwise required under applicable New Mexico law, the Association may be dissolved only upon a resolution duly adopted by the board of directors and the affirmative vote of Members representing at least two-thirds (2/3) of the Owner votes in the Association and, so long as the Founder membership exists, the consent of the Founder Member.

Article 11. Merger and Consolidation. Except as otherwise required under applicable New Mexico law, the Association may merge or consolidate only upon a resolution duly adopted by its board of directors and the affirmative vote of Members representing at least two-thirds (2/3) of the Owner votes in the Association and the consent of the Founder membership so long as the Founder membership exists.

Article 12. Amendments. These Articles may be amended only upon a resolution duly adopted by the board of directors, the affirmative vote of Members representing at least two-thirds (2/3) of the Association's total Owner vote or written consent signed by all Members entitled to vote with respect

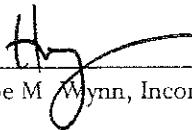


thereto, and Founder's consent so long as Founder owns any property subject to the Charter or has the unilateral right to subject additional property to the Charter

Article 13. Incorporator. The name and address of the incorporator are as follows: Hope M Wynn, Myers, Oliver & Price, P C , 1401 Central, NW, Albuquerque, New Mexico 87104.

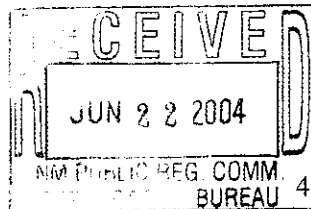
Article 14. Registered Agent and Office. The initial registered office of the Association is Hope M Wynn, Myers, Oliver & Price, P C., 1401 Central, NW, Albuquerque, New Mexico 87104

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.



Hope M Wynn, Incorporator

526601/Mariposa/AOI/062204/kas



STATEMENT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT

FILED IN OFFICE OF
NM PUBLIC REG. COMMISSION

JUN 22 2004

I, Hope M Wynn, hereby acknowledge that the undersigned individual or corporation accepts appointment as Initial Registered Agent of Mariposa Community Association, Inc, the corporation which is named in the annexed Articles of Incorporation.

Ho

(Sign on this line if the registered agent named in the Articles of Incorporation is an individual. If this line is signed, the two lines below do not apply and must be left blank.)

(If the following lines are used, the signature line above does not apply and must be left blank)

(If the registered agent named in the Articles of Incorporation is a corporation, type or print the name of the corporation here.)

By _____
(An authorized officer of the corporation being appointed as registered agent must sign here)

