

STATE OF NEW MEXICO



OFFICE OF

**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF INCORPORATION

OF

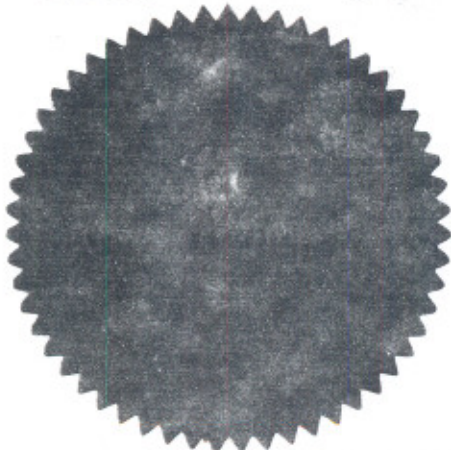
CUMBRE VISTA HOMEOWNERS' ASSOCIATION (CVHA)

1658020

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 7, 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

A handwritten signature in cursive script, appearing to read "Jim F. Serra".

Chairman

A handwritten signature in cursive script, appearing to read "David R. ...".

Director

1658020

**BY-LAWS  
OF  
CUMBRE VISTA  
HOMEOWNERS' ASSOCIATION**



**ARTICLE I**

Name

The name of this association shall be CUMBRE VISTA HOMEOWNERS' ASSOCIATION, INC.

**ARTICLE II**

Membership

Section 1. Members. The Association shall have one class of members, comprising all record owners of fee interests in and to any lot in Tract K (Cumbre Vista), a single-family lot development in Estancia Primera, Santa Fe, New Mexico.

Section 2. Voting Rights. The voting rights of the members shall be one vote for each lot within Tract K (Cumbre Vista).

Section 3. Meetings. (a) The members shall meet at least annually for the purpose of electing the members of the Board of Directors and to conduct any other business properly scheduled before such meeting.

(b) Special meetings of the members may be called at any time by the President, with the concurrence of the Board of Directors, or upon written request of one-fourth (1/4) of the lot owners.

(c) The Secretary shall mail to each member a notice of each meeting of the Association at least ten (10) days prior to such meeting, stating the time, place, and purpose thereof.

Section 4. Proxies. A vote may be cast in person or by proxy. A proxy shall be duly executed in writing, shall be valid only for the particular meeting designated therein and must be filed with the Secretary before the appointed time of the meeting. Such proxy shall be deemed revoked only upon actual receipt by the person presiding over the meeting of notice of revocation from the person or persons executing the proxy. No proxy shall be valid for a period longer than one (1) year from the date of execution thereof.

Section 5. Quorum. Except as otherwise provided in these By-Laws, the presence in person or by proxy of owners having thirty-eight percent (38%) or more of the votes in the Association shall constitute a quorum at all meetings of the Association.

**ARTICLE III**

MAR - 7 1994

Board of Directors

Section 1. Number, Tenure, and Qualifications. The number of directors of the corporation shall be five (5). At the first annual meeting of the Association, the Board members shall be divided into two classes of as nearly equal as possible. The members of the first class shall have an initial term of one (1) year. The



members of the second class shall have an initial term of two (2) years. Thereafter, members of each class shall have terms of two (2) years.

Section 2. Duties and Powers. The Board of Directors shall have control and management of the affairs of the corporation. The Directors shall in all cases act as a Board and regularly convene, and in the transaction of any business, the act of the majority present at a meeting, except as otherwise provided by law, shall be the act of the Board, provided a quorum is present. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper, not inconsistent with law or these By-laws.

Section 3. Method of Election. Election to the Board of Directors shall be by secret, written ballot cast at the annual meeting of the Association or delivered to the Board of Directors or its designee prior to the start of the annual meeting. Cumulative voting is expressly prohibited. Obtaining a simple majority of the lots entitles a person (who is a member of the Association) to serve on the Board.

Section 4. Resignation and Removal. Any elected Director may be removed from the Board, with or without cause, by a majority vote of the lot owners. In the event of death, resignation, or removal of a Director, the successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor Board member.

Section 5. Powers. (a) The Board of Directors shall exercise for the Association all powers, duties, and authority listed in the Declaration or delegated to the Association which are not reserved expressly to its membership, or to the EPCSA or its membership.

(b) Establish, assess, and collect dues to pay for legitimate Association expenses and collect and transmit dues assessed by the EPCSA.

Section 6. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the lot owners.

(b) Supervise all officers, agents, and employees of the Association and see that their duties are properly performed.

(c) Address and enforce those duties listed in Article 4, Section 4 of the Declaration.

(d) Address those responsibilities regarding the annual budget, regular assessments, and special assessments explained in Article 5 of the Declaration.

Section 7. Meetings.

(a) Regular Meetings. Regular meetings of the Board of Directors shall be held at a frequency to be established by the Board at such place and hour as fixed by the President or the person convening the meeting. However, no less than two (2) meetings will be held per year.

(b) Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by three (3) Directors, after not less than three (3) days notice to each Director.

(c) Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

(d) Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## ARTICLE IV

### Officers

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may, from time to time, by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board of Directors and shall hold office for one (1) year, unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4.

Section 8. Duties of Officers. The duties of the officers are as follows:

(a) The President shall preside at all meetings of the Board of Directors and of members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all checks and promissory notes.

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal, if any, and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties as required by the Board.



(d) The Treasurer shall receive and deposit in appropriate bank and savings and loan accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

## ARTICLE V

### Fiscal Year

The corporation shall have a fiscal year which shall be determined by the Board of Directors during the first twelve (12) months of operation of the corporation. Such fiscal year shall end on the last day of any one calendar month, and shall begin the first day of the next succeeding calendar month.

## ARTICLE VI

### Notice

Section 1. Generally. Written notice of any annual or special meeting of the members of the Association shall be mailed to the last-known address of each member by the Secretary at least fifteen (15) days prior to such meeting, and proof of such mailing shall be proof of such notice. The notice to members shall specify the method of voting (whether in person or by proxy), the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose thereof.

Section 2. Waiver. Whenever, under the provisions of these By-Laws or of any statute, any Director is entitled to notice of any regular or special meeting or of any action to be taken by the corporation, such meeting may be held or such action may be taken without the giving of such notice, provided every Director entitled to such notice in writing waives the requirements of these By-Laws in respect thereto.

## ARTICLE VII

### Indemnification

The indemnification of Officers and Directors of this corporation shall be such as is provided in Sec. 53-8-26A, N.M.S.A. 1978. In all cases not covered by subsection A of that Section, the corporation hereby indemnifies any Director or Officer or former Director or Officer of the corporation against expense and cost (including attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action or court or otherwise, by reason of his being or having been a Director or Officer of this corporation, except in relation to matters as to which he shall have been guilty or of actual negligence or misconduct in the performance of his duties as Director or Officer.

## ARTICLE VIII

### Amendments

Consistent with the provisions of the Declaration, any of these By-Laws may be altered, amended, or repealed by a vote of two-thirds (2/3) of the lot owners at any properly assembled annual or special meeting of the membership of the Association.

**C E R T I F I C A T E**

We, the undersigned President and Secretary of CUMBRE VISTA HOMEOWNER'S ASSOCIATION, a corporation organized and existing under the nonprofit corporation laws of the State of New Mexico, do hereby certify that the foregoing By-Laws were duly adopted by the corporation pursuant to unanimous consent of the Directors dated MAR. 7, 1994, and that they constitute the By-Laws of the corporation.

IN WITNESS WHEREOF, we have affixed our hands this 7<sup>TH</sup> day of MARCH, 1994.

Jeanie Culpin  
President

Ted Gunsberg  
Secretary

STATE OF NEW MEXICO )  
COUNTY OF SANTA FE ) ss.

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of March, 1994.

by Jeanie Culpin and Ted Gunsberg  
President and Secretary respectively of CUMBRE VISTA HOMEOWNER'S ASSOCIATION, a New Mexico corporation, on behalf of said corporation.

Karen Montez  
NOTARY PUBLIC

My commission expires:

May 10, 1996

MAR - 7 1994