

EXHIBIT A

TO AMENDED AND RESTATED DECLARATION OF PROTECTIVE
COVENANTS FOR THE ESTANCIAS DELPHINE BACA SUBDIVISION

Lots 2, 3, 4, 5 and 6, and Tract A, all as shown on that certain "Survey Plat Prepared of the Estancias Delphine Baca Subdivision Showing Division of Tract Q of Estancia Primera", filed for record on December 2, 1996 with the Count Clerk of Santa Fe County, New Mexico in Plat Book 350, at Pages 21-22, of the records of said County;

Being and intended to be all of Tract Q (excepting Lot 1 shown on above-described Survey Plat) of Estancia Primera Subdivision, as described in Warranty Deed filed for record on August 3, 1993 with the County Clerk of Santa Fe County, New Mexico in Book 953, commencing at page 518, of the records of said County.

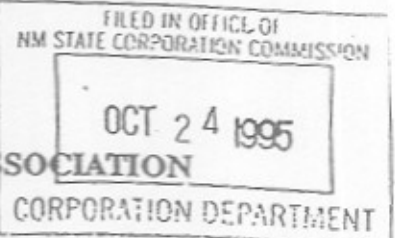
2242906

EXHIBIT B

TO AMENDED AND RESTATED DECLARATION OF PROTECTIVE
COVENANTS FOR THE ESTANCIAS DELPHINE BACA SUBDIVISION

**Articles of Incorporation
of
Estancias Delphine Baca Homeowners
Association**

ARTICLES OF INCORPORATION
OF
ESTANCIAS DELPHINE BACA HOMEOWNERS ASSOCIATION



The undersigned, in order to form a corporation under the Nonprofit Corporation Act of the State of New Mexico, does hereby certify as follows: 2242907

1. The name of the corporation is Estancias Delphine Baca Homeowners Association.
2. The period of duration of the Corporation shall be perpetual.
3. The purposes for which the corporation is organized are the following:
 - a. to exist as an association of home owners for the Estancias Delphine Baca Subdivision ("Subdivision");
 - b. to hold title to real estate and any and all interests in real estate, to purchase, acquire, sell, convey, mortgage, encumber, lease, grant or receive licenses to, and otherwise deal with property of every kind and description, both real and personal;
 - c. to hold and exercise all of the powers conferred by law upon non-profit corporations organized under the laws of the State of New Mexico;
 - d. to provide for the maintenance, preservation and architectural control of the structures and easement areas within the Subdivision;
 - e. to promote the health, safety and welfare of the residents within the Subdivision; and
 - f. in general to carry on any lawful activity and perform any lawful act permitted by the laws of the State of New Mexico.

The corporation is organized to engage exclusively in such activities as may qualify it for exemption from United States income tax under applicable sections of the Internal Revenue

Code of 1954 as amended (hereinafter referred to as the "Code"). 2242909

4. The name and address of the initial registered agent of the corporation is Nat Shipman, 1700 Paseo de Peralta, Santa Fe, New Mexico 87501.

5. The number of directors constituting the initial board of directors of the corporation shall be three (3). The names and addresses of the persons who have consented to serve as initial directors are:

<u>Name</u>	<u>Address</u>
Robert Alexander	815 Los Lovatos Santa Fe, New Mexico 87501
Nat Shipman	1700 Paseo de Peralta Santa Fe, New Mexico 87501
Leslie B. Shipman	1700 Paseo de Peralta Santa Fe, New Mexico 87501


6. The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Nat Shipman	1700 Paseo de Peralta Santa Fe, New Mexico 87501

7. The corporation shall have members who shall be the owners of lots located in the Subdivision.

8. The members of the corporation's board of directors shall be elected or appointed in the manner and for the terms provided in the bylaws.

IN WITNESS WHEREOF, the undersigned has subscribed, made and acknowledged these Articles of Incorporation this 12 day of October, 1995.



NAT SHIPMAN