

# NEW MEXICO PUBLIC REGULATION COMMISSION

## COMMISSIONERS

DISTRICT 1 HERB H. HUGHES  
DISTRICT 2 BILL POPE  
DISTRICT 3 JEROME D. BLOCK  
DISTRICT 4 LYNDA M. LOVEJOY, CHAIRWOMAN  
DISTRICT 5 TONY SCHAEFER, VICE CHAIRMAN

1120 Paseo de Peralta  
P.O. Box 1269  
Santa Fe, New Mexico 87504



JULY 7, 2000

POTTER & MILLS, P.A.  
126 E. DE VARGAS STREET  
SANTA FE, NM 87501

RE: LOS ALTOS HOMEOWNERS ASSOCIATION, INC.  
SCC#2098523

BE ADVISED THAT THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF INCORPORATION, FOR THE ABOVE REFERENCED CORPORATION, EFFECTIVE JULY 7, 2000. THE ATTACHED CERTIFICATE OF INCORPORATION SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ATTACHED CERTIFICATE DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION TO TRANSACT ANY BUSINESS WHICH REQUIRES COMPLIANCE WITH OTHER APPLICABLE FEDERAL OR STATE LAWS, INCLUDING, BUT NOT LIMITED TO, STATE LICENSING REQUIREMENTS. IT IS THE CORPORATION'S SOLE RESPONSIBILITY TO OBTAIN SUCH COMPLIANCE WITH ALL LEGAL REQUIREMENTS APPLICABLE THERETO PRIOR TO ENGAGING IN THE BUSINESS FOR WHICH IT HAS OBTAINED THE ATTACHED CERTIFICATE OF INCORPORATION.

REQUIRED FILING INFORMATION, WITH THE COMMISSION, FOLLOWS:

THE ENCLOSED FIRST REPORT IS TO BE COMPLETED AND FILED BY AUGUST 6, 2000, WITH A FILING FEE OF \$10.00. THE ORIGINAL FIRST REPORT IS TO BE FILED WITH OUR OFFICE, THE COPY IS FOR YOUR CORPORATE RECORDS. THEREAFTER, A CORPORATE REPORT MUST BE FILED ANNUALLY ON OR BEFORE THE FIFTEENTH DAY OF THE FIFTH MONTH FOLLOWING THE CORPORATION'S TAXABLE YEAR END. LATE FILING PENALTY OF \$10.00 WILL BE ADDED FOR UNTIMELY FILING OF ANY REPORT. THE FIRST REPORT IS NOT FILED IN LIEU OF ANY REQUIRED CORPORATE REPORT. THE REPORT IS REQUIRED TO BE FILED WHETHER A CORPORATION IS ACTIVE OR INACTIVE OR UNTIL SUCH TIME THAT THE CORPORATION IS RELIEVED FROM FILING THE REPORT AS REQUIRED BY LAW.

A SUPPLEMENTAL REPORT SHALL BE FILED WITHIN THIRTY DAYS IF, AFTER FILING OF THE CORPORATE REPORT, A CHANGE IS MADE AFFECTING THE REPORT. PLEASE CONTACT THIS COMMISSION FOR ADDITIONAL INFORMATION AND SUPPLEMENTAL REPORT FORMS.

IF BYLAWS WERE NOT FILED UPON INCORPORATION BY THE DOMESTIC CORPORATION, THEN BYLAWS, AND SUBSEQUENT AMENDED OR REVISED BYLAWS, SHALL BE ADOPTED AND FILED WITH THE COMMISSION BEFORE THEY BECOME EFFECTIVE. EACH SUBMITTED DOCUMENT MUST BE SIGNED BY THE CHIEF OFFICER AND SECRETARY WITH A \$10.00 FILING FEE.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION  
JD



OFFICE OF THE  
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

LOS ALTOS HOMEOWNERS ASSOCIATION, INC.


2098523


The Public Regulation 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 & 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 original of the Articles of Incorporation.

Dated: JULY 7, 2000

In testimony whereof, the State Public Regulation 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

  
\_\_\_\_\_  
Bureau Chief

JUL - 7 2000

**ARTICLES OF INCORPORATION OF LOS ALTOS HOMEOWNERS ASSOCIATION  
INC, A NEW MEXICO NON-PROFIT CORPORATION**

We, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of New Mexico, and do hereby state:

**ARTICLE I  
NAME**

The name of the corporation is LOS ALTOS HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Association is located at 126 E. DeVargas, New Mexico.

**ARTICLE III  
INITIAL REGISTERED OFFICE**

Thomas C.H. Mills, whose address is 126 E. DeVargas Street, Santa Fe, New Mexico, (Initial Registered Office) is hereby appointed the initial registered agent of this Association.

**ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for administration, maintenance, preservations and architectural control of the

Common Area within that certain tract of property described as

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LOS ALTOS  
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JUL - 7 2000  
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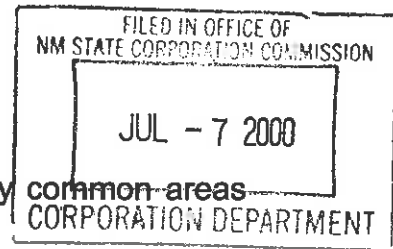
SUBDIVISION, Santa Fe County, New Mexico ("Property"), and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of the Association; for this purpose to:

(a) Exercise all of the powers and privileges and 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 Property and filed for record on January 24, 2000 as Document No 1103,960 in Books 1728-1729, pages 950-069 in the land records of Santa Fe County, New Mexico, and as the same may be amended from time to time:

(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, accrue reserves as indicated, and pay all incident to the conduct of the business of the Association; and to invest and reinvest surplus funds;

(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 in connection with the affairs of the Association; provided, however, the Association shall have no power to convey, sell, lease, transfer or otherwise dispose of the common areas conveyed to the Association, subject to subparagraph (e) below

(d) Borrow money, and with the assent of the members entitled to cast two-thirds (2/3rds) of the vote of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts



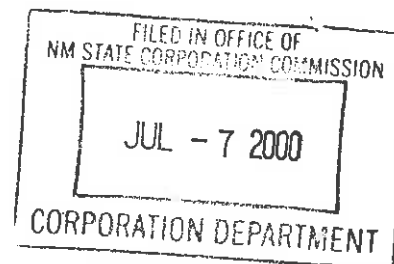
incurred; provided, however, such authorization shall not apply to any ~~common areas~~ conveyed to the Association;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for public purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been approved by members entitled to cast two-thirds (2/3rds) of the votes, agreeing to such dedication, sale or transfer. Easements for installation and maintenance of utilities and for emergency vehicle access may be granted by the Board of Directors without vote of the membership. No such dedication, sale or transfer shall be made, however, until approved by the appropriate governmental authorities.

(f) Have and to exercise and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of New Mexico by law may now or hereafter have or exercise, except as otherwise provided herein.

**ARTICLE V  
MEMBERSHIP**

There shall be two classes of membership, as further defined by the Declaration of the Association. Every person or entity who is the beneficial owner of a fee simple interest, including the purchaser under a contract of sale, in any lot subject to the Declaration shall be a member of the Association; provided, however, that any person or entity holding such interest as security for the payment of a debt or performance of any obligation shall not be a Member; provided further that any person or entity who acquires such interest at a judicial sale or by conveyance in lieu of foreclosure shall be a Member. Membership shall be appurtenant to and may not be separated from



ownership of any lot that is subject to the Declaration.

**ARTICLE VI  
BOARD OF DIRECTORS**

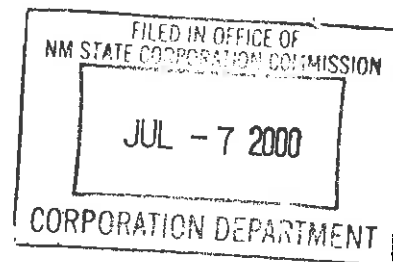
The affairs of this association shall be managed by a board of three (3) directors.

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:

Phillip Coombs	The Coombs Company 534 Old Santa Fe Trail Santa Fe, New Mexico 87501
Robert Lockwood	L&L Development, LLC 520 Los Nidos Drive Santa Fe, New Mexico 87501
John LeMaster	L&L Development, LLC 520 Los Nidos Drive Santa Fe, New Mexico 87501

The initial Board of Directors as enumerated above shall serve until the second annual meeting of the Members of the Association, at which time the Board shall be elected by the Members.

At the first annual meeting the members shall elect three directors; one for a term of one year, one for a term of two years, and one for a term of three years; and at each annual meeting thereafter the members shall elect directors for a term of three years as their terms shall expire.



## **ARTICLE VII DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by eighty percent (80%) of the members of each class of membership.

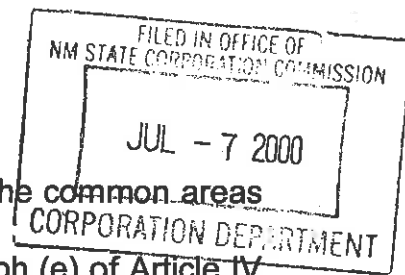
Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes; provided, however, that no such grant, conveyance, or assignment shall be made until approved by the appropriate governmental authorities. If there is neither a dedication nor a grant, conveyance or assignment as herein above provided, then and in such event the common areas shall be deemed to be owned in common by the members.

## **ARTICLE VIII DURATION**

The corporation shall exist perpetually unless dissolved in accordance with the provisions of Article VII above.

## **ARTICLE IX AMENDMENT**

Amendment of these Articles shall require the assent of members representing two-thirds (2/3rds) of the votes which members present at the meeting or represented by proxy are entitled to cast; provided, that the power to amend these articles shall not authorize any amendment (1) permitting the sale, conveyance, lease, transfer,



mortgage, pledge, granting of any deed or trust or hypothecation of the common areas conveyed to the association by the developer, subject to subparagraph (e) of Article IV above, (2) authorizing the alteration of the requirement that eighty percent (80%) of each membership class assent in writing to the dissolution of the association, or (3) altering the right of each lot owner to membership in the association with rights appurtenant thereto.

### **ARTICLE X VOTING RIGHTS**

The Association shall have two (2) classes of voting membership:

Class 1. Class 1 Members shall be all Members of the Association as defined in the Declaration other than LOS ALTOS PARTNERS, a New Mexico general partnership. Class 1 Members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership as provided in Article V, above. When more than one person or entity holds such interest, all such persons or entities shall be Members, but only one vote may be cast with respect to any lot.

Class 2. The Class 2 Members shall be LOS ALTOS PARTNERS, a New Mexico general partnership, its successors and assigns. The Class 2 Member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership as provided in Article V, above, provided that the Class 2 membership shall cease and become converted to Class 1 membership on the earlier of the following: (a) the issuance of a certificate of occupancy by the City of Santa Fe for the completed construction of a single family residential dwelling on Lots 4 through 12, 15 and 16, Los altos Subdivision; (b) five (5) years from the date of the First amendment



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to Declaration of covenants, Conditions and Restrictions of Los Altos Subdivision or (c) when, in its sole discretion, LOS ALTOS PARTNERS, a New Mexico general partnership, so determines. Upon conversion of Class 2 membership to Class 1 membership, as provided above, the Class 2 Member shall be entitled to one vote for each Lot in which it holds the interest required for membership by Article V, above.

Thomas C.H. Mills, acting as incorporator under the New Mexico Nonprofit Corporation Act, signs and acknowledges these Articles of Incorporation for such corporation.

INCORPORATOR:

Thomas C.H. Mills  
 Thomas C.H. Mills

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

The foregoing instruments was acknowledged before me this 7<sup>th</sup> day of July, 2000, by Thomas C.H. Mills.

Amelia J. Matney  
 Notary Public

My Commission Expires:  
June 23, 2002

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

To The Public Regulation Commission  
 State of New Mexico

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

On this 7th day of July, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared Thomas C.H. Mills, who is to me known to be the person whose signature appears below, and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the initial Registered Agent of Los Altos Homeowners Association, Inc., the Corporation which is named in the 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.

Thomas C.H. Mills  
 Thomas C. H. Mills  
 REGISTERED AGENT

Acknowledged before me on the day, month and year first above set forth by Thomas C.H. Mills.

Amelia J. Martinez  
 Notary Public

My Commission Expires:  
June 23, 2002

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