



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF INCORPORATION
OF

LOS CERRITOS AREA HOMEOWNERS ASSOCIATION, INC.

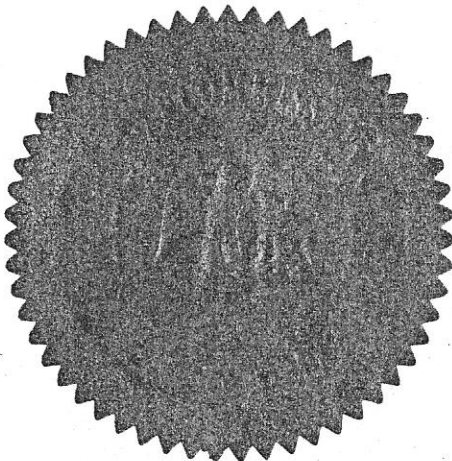
1762541

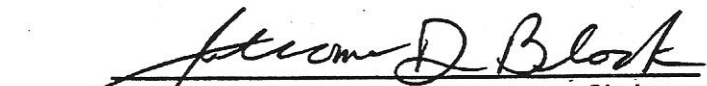
The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the NONPROFIT CORPORATION ACT (53-8-1 to 53-8-99 NMSA 1978) have been received by it and are found to conform to law.


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: NOVEMBER 29, 1995

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

FILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

NOV 29 1995

ARTICLES OF INCORPORATION

OF

CORPORATION DEPARTMENT

LOS CERRITOS AREA HOMEOWNERS ASSOCIATION, INC.

The undersigned natural person, over the age of twenty-one (21), or more, acting as incorporator under the provisions of the New Mexico Nonprofit Corporation Act (hereinafter referred to as the "Act") hereby adopts the following Articles of Incorporation.

Article I
Name of Corporation

The name of this corporation is Los Cerritos Area Homeowner's Association, Inc. (hereinafter referred to as the "Corporation").

Article II
Duration

The duration of this Corporation is to be perpetual.

Article III
Purposes and Powers

SECTION 1. Purposes. The purpose for which this Corporation is formed is to operate, maintain, and manage Los Cerritos roads, open spaces and to conduct such other activities as are customary and necessary for a homeowners association.

SECTION 2. Powers. In furtherance of and not in limitation of the purposes hereinbefore stated, it is expressly provided that the Corporation organized for the purpose of engaging in any lawful act or activity for which nonprofit corporations may be organized under the Act.

Article IV
Stock

This Corporation is not organized for profit and shall have no capital stock.

Article V
Internal Affairs

This nonprofit corporation shall be governed by a Board of Directors which shall be elected by the owners of the lots which comprise "Los Cerritos" in accordance with the Bylaws which may be adopted or amended from time to time. Upon dissolution or liquidation of this nonprofit Corporation, the assets shall be applied and distributed as follows:

A. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefore;

B. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

C. Assets received and held by the Corporation subject to limitations permitting their use only for nonprofit purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more nonprofit domestic or foreign corporations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided in the Nonprofit Corporation Act of New Mexico, as it may be amended from time to time;

D. Other assets, if any, shall be distributed in accordance with the provisions of the Bylaws, but in no event may any member, former member, director, former director, officer or former officer receive directly or indirectly any distribution or portion of a distribution of any assets; and

E. Any remaining assets may be distributed to such persons, nonprofit societies, nonprofit organizations or nonprofit domestic or foreign corporations whether for profit or nonprofit as may be specified in a plan of distribution adopted as provided in the Nonprofit Corporation Act of New Mexico as it may be amended from time to time.

Article VI

Registered Office and Registered Agent

The address of the registered office of the Corporation is 200 Central SE, Moriarty, New Mexico 87035-0978. The name of the initial registered agent of this Corporation is Timothy R. Oden, 200 Central SE, Moriarty, New Mexico 87035-0978.

Article VII

Board of Directors

The affairs of the Corporation shall be conducted and managed by a Board of Directors composed of not less than three (3), not more than fifteen (15) directors as established by the Bylaws, to be elected by those entitled to vote as such election, in the manner and for terms provided by the Bylaws. The number of directors constituting the initial Board of Directors of the Corporation is four (4) and the names and addresses of the persons who are to serve as the initial Board of Directors are as follows;

Timothy R. Oden, 200 Central SE, Moriarty, New Mexico 87035-0978

Myra S. Oden, 200 Central SE, Moriarty, New Mexico 87035-0978

Andrew Kwas, 27 Autumnwood Court, Tijeras, New Mexico 87059

Lisa Kwas, 27 Autumnwood Court, Tijeras, New Mexico 87059

Article VIII

Incorporator

The name and address of the incorporator is Timothy R. Oden, 200 Central SE, Moriarty, New Mexico 87035-0978.

Article IX

Amendment

These Articles may be amended by a vote of the majority of the Directors at any meeting called for that purpose in accordance with the Bylaws.

erome D. Block
Chairman

Eric P. Serna
Commissioner

Gloria Tristani
Commissioner

New Mexico
State Corporation Commission



CORPORATION DEPARTMENT

418 P.E.R.A. BUILDING
P.O. DRAWER 1269
Santa Fe, NM 87504-1269

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Director's Office
(505) 827-4508

Certification Division
(505) 827-4513

Charter Documents Division
(505) 827-4511

Reports Compliance Division
(505) 827-4510

DECEMBER 15, 1995

DEAN SCHWEBACH
CERTIFIED PUBLIC ACCOUNTANT
811 ROUTE 66 N.W.
MORIARTY, NM 87035-2038

RE: LOS CERRITOS AREA HOMEOWNERS ASSOCIATION, INC.
SCC#1762541

THIS COMMISSION APPROVED AND FILED THE INITIAL BYLAWS ON DECEMBER 13, 1995 (REFERENCE #3119542) FOR THE ABOVE CAPTIONED CORPORATION; SUBSEQUENT AMENDED/REVISED/RESTATED BYLAWS MUST BE FILED IN THIS OFFICE BEFORE THEY ARE EFFECTIVE AS REQUIRED BY LAW. FILING FEE OF \$10.00 MUST ACCOMPANY EACH DOCUMENT AND SAID DOCUMENT MUST BE SIGNED BY THE CHIEF OFFICER AND SECRETARY.

THE REFERENCED APPROVAL 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 APPROVAL OF THE REFERENCED DOCUMENT.

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
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