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ARTICLES OF INCORPORATION OF
TIERRA VIVA SUBDIVISION HOMEOWNERS' ASSOCIATION, INC.

In compliance with the provisions of the State of New Mexico Nonprofit Corporation Act, NMSA 1978, §§ 53-8-1 through 53-8-99, the undersigned does hereby certify and adopt in duplicate the following Articles of Incorporation for the Tierra Viva Subdivision Homeowners' Association, Inc.

ARTICLE I: NAME

The name of the corporation is TIERRA VIVA SUBDIVISION HOMEOWNERS' ASSOCIATION, INC. (hereinafter called the "Association").

ARTICLE II: OBJECTS AND PURPOSES

The objects and purposes for which the Association is formed are as follows:

Section 1. This Association does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes.

Section 2. The Association shall not have the power to issue stock or to declare dividends.

Section 3. The specific purposes for which the Association is formed are to maintain, preserve and improve the residential lots, improvements, and common areas within that certain tract of property (hereinafter the "Property") situated in Bernalillo County, and more particularly described in the Declaration of Covenants, Conditions, and Restrictions for Tierra Viva Subdivision, a subdivision in the City of Albuquerque, Bernalillo County, New Mexico, filed with the real property records of said county (hereinafter the "Declaration"), including any additions thereto, as may hereafter be brought within the jurisdiction of this Association; to promote the health, safety and welfare of the residents within the above-described Property; to sponsor for the benefit of its members, social, cultural and/or artistic events; and to do any and all other things

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necessary and convenient for the accomplishment or furtherance of any of the purposes stated herein, and to do all things necessary or convenient for the protection and benefit of the Association, and for these purposes to:

(a) Exercise all of the powers and privileges to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Fix, levy, collect and enforce payment by any lawful means, including commencement of legal proceedings or litigation, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levies or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, conserve, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property and any interest therein in connection with the affairs of the Association; including but not limited to, the common areas, recreational facilities, parks, roads, bridges, and drainage structures;

(d) Borrow money, and 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 that any such mortgage, pledge, deed in trust, or hypothecation shall be in compliance with provisions of applicable law at the time of the conduct, including membership vote if required by applicable law;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, and otherwise extend its jurisdiction and responsibilities to

additional tracts of land, provided that any such merger, consolidation or annexation shall be in compliance with provisions of applicable law at the time of such conduct and;

(f) To bring suit or participate or commence any proceeding, whether judicial or administrative as necessary to protect the interests of the Association; and

(g) To exercise all other powers allowed by statute.

ARTICLE III: INITIAL REGISTERED OFFICE
AND INITIAL REGISTERED AGENT

L. Michael Messina is hereby appointed the initial registered agent and 20 1st Plaza NW, Suite 420, Albuquerque, New Mexico 87102-3347, is hereby appointed the initial registered office of this Association.

ARTICLE IV: DURATION

The Association shall have perpetual existence.

ARTICLE V: MEMBERSHIP AND VOTING RIGHTS

There shall be one membership for each lot on the Property and one vote for each membership. The Declaration and Bylaws shall set forth any additional qualifications for membership and voting.

ARTICLE VI: BOARD OF DIRECTORS

The business and affairs of this Association shall be conducted and managed by a Board of three (3) Directors, who shall be members of the Association or the authorized agent of a member corporation or partnership. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who shall comprise the initial board of directors are:

1. I. Michael Messina
20 1st Plaza, Suite 420
Albuquerque, New Mexico 87102-3347

2. William T. Caniglia
300 Central Ave., SW, Suite 1500 E
P.O. Box 2164
Albuquerque, New Mexico 87103-2164

3. Roger Peery
4304 Delmar Ave NE
Albuquerque, New Mexico 87110

The Directors shall be elected at the annual meeting and shall serve a two-year term. The terms of the Directors shall be staggered. Directors' seat numbered 1 shall be subject to an election of the Association at the first annual meeting. Directors' seats numbered 2 and 3 shall be subject to an election at the next following annual meeting.

ARTICLE VII: DISSOLUTION

The Association may be dissolved if consistent with the law and the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to a corporation, society, organization or public agency to be used for purposes similar to those for which this Association was created.

ARTICLE VIII: AMENDMENTS

Amendment to these Articles can be made if consistent with the law and the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of New Mexico, the undersigned, constituting the incorporator of this Association, has

excuted these Articles of Incorporation this 12th day of July, 1999.

By:



L. MICHAEL MESSINA
20 1st Plaza NW, Suite 420
Albuquerque, New Mexico 87102-3347

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