

OFFICE OF THE SECRETARY OF STATE  
NEW MEXICO

*Certificate of Incorporation*

OF

**MILAGRO MESA HOMEOWNERS' ASSOCIATION, INC.**

**5547849**

**New Mexico**

The Office of the Secretary of State certifies that the Articles of Incorporation, 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 and are found to conform to law. Accordingly, by virtue of the authority vested in it by law, the Office of the Secretary of State issues this Certificate of Incorporation and attaches hereto a duplicate of the Articles of Incorporation.

Dated: **November 3, 2017**

**In testimony whereof, the Office of the Secretary of State has caused this certificate to be signed on this day in the City of Santa Fe, and the seal of said office to be affixed hereto.**



*Maggie Toulouse Oliver*

**Maggie Toulouse Oliver**  
**Secretary of State**

**ARTICLES OF INCORPORATION  
OF  
MILAGRO MESA HOMEOWNERS' ASSOCIATION, INC.  
(A New Mexico Nonprofit Corporation)**

The undersigned, by these Articles of Incorporation (these "Articles"), associate themselves for the purpose of forming a nonprofit corporation under the provisions of the New Mexico Nonprofit Corporation Act, Article 8 of Chapter 53, NMSA 1978, as amended, and certify as follows:

**Article 1. Name.** The name of the corporation will be **MILAGRO MESA HOMEOWNERS' ASSOCIATION, INC.** (the "Association").

**Article 2. Address.** The street address of the initial principal office of the Association is c/o Double M Properties, Inc., 4400 Alameda Blvd., NE, Suite E, Albuquerque, New Mexico, 87113.

**Article 3. Definitions.** All capitalized terms used in these Articles which are not defined will have the same meaning as set forth in the Restrictions of Milagro Mesa Subdivision, a copy of which is attached hereto as Exhibit "A", as may amended from time to time, and which will be recorded in the Bernalillo County, New Mexico real estate records (the "Declaration").

**Article 4. Purposes.** The purposes for which the Association is organized are:

A. to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in these Articles, the By-Laws of the Association (the "By-Laws") and the Declaration and as provided by law; and

B. to provide an entity for the furtherance of the common interests of all owners of real property subject to the Declaration.

**Article 5. Powers.** The powers of the Association will include and be governed by the following provisions:

A. the Association will have all of the common law and statutory powers conferred on a nonprofit corporation under New Mexico law and all of the powers necessary or desirable to perform the obligations and duties and to

exercise the rights and powers set forth in these Articles, the By-Laws and the Declaration, including, without limitation, the power:

(i) to fix and to collect assessments and other charges to be levied against the Lots;

(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration for which the Association has a right or duty to provide such services;

(iii) to enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or the By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of real property subject to the Declaration;

(v) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest in such property for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or the By-Laws;

(vi) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration;

(vii) to enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation or other entity or agency, public or private;

(viii) to adopt, alter and amend or repeal the By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, the By-Laws may not be inconsistent with or contrary to any provisions of the Declaration.

The foregoing enumeration of powers will not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law so long as the exercise of such powers is not inconsistent with the terms of

the Declaration. The powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

B. The Association will make no distributions of income to its members, directors or officers. The Bylaws may provide for compensation of Directors and for reimbursement of their expenses.

**Article 6. Members.**

A. The Owner of each Lot, as those terms are defined in the Declaration, will be a member of the Association and will be entitled to vote in accordance with the terms of the Declaration, except there will be no vote for any Lot owned by the Association. The manner of exercising voting rights will be as set forth in the Declaration and in the By-Laws of the Association.

B. Change of membership in the Association will be established by recording in the Office of the County Clerk of Sandoval County, New Mexico, a deed or other instrument establishing record title to real property subject to the Declaration. On such recordation, the Owner designated by such instrument will become a member of the Association and the membership of the prior owner will be terminated.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of the member's Lot.

**Article 7. Term.** The Association will be of perpetual duration.

**Article 8. Directors.**

A. The affairs of the Association will be conducted, managed and controlled by a Board of Directors. The initial Board of Directors will consist of three directors. The number of directors may be increased in accordance with the By-Laws.

B. The names and addresses of the members of the initial Board of Directors, who will hold office until their successors are elected and have qualified, or until removed, are as follows:

Robert C. Prewitt  
4400 Alameda Blvd NE, Suite E  
Albuquerque, New Mexico 87113

Harvey Crowley  
4400 Alameda Blvd NE, Suite E  
Albuquerque, New Mexico 87113

Brent Lesley  
4400 Alameda Blvd NE, Suite B  
Albuquerque, New Mexico 87113

C. The method of election, removal and filling of vacancies on the Board of Directors and the term of office of directors will be as set forth in the By-Laws.

D. The Board of Directors may delegate its operation authority to such corporations, individuals and committees as the Board, in its discretion, may determine.

**Article 9. By-Laws.** The By-Laws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws, provided, however, the By-Laws may not be inconsistent with or contrary to any provisions of the Declaration or the New Mexico Homeowners' Association Act of 2013 (as may be amended from time to time).

**Article 10. Liability and Indemnification of Directors.** To the fullest extent that NMSA 1978, Section 53-8-25.3 (1994 Cum. Supp.), as it exists on the date of these Articles or as it may be amended hereafter, permits the limitation or elimination of the liability of directors, no director of the Association will be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment of or repeal of this Article will apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such directors occurring prior to such amendment or repeal. The Association will indemnify its officers and directors in accordance with (1) NMSA 1978, Sec. 53-8-26 (1994 Cum. Supp.), as it exists on the date of these Articles or as it may be amended hereafter, and (ii) general principals of law.

**Article 11. Amendments.** Amendments to these Articles may be proposed and adopted as provided in the New Mexico Nonprofit Corporation Act; provided, no amendment may be in conflict with the Declaration or the Act, and provided, further, no amendment will be effective to impair or dilute any rights of members that are governed by such Declaration. Any proposed amendment must be approved by Owner Members representing more than 50% of the Owner Member at a meeting of the Members at which a quorum is present, and the consent of the Grantor Member, if such exists; provided, however, no Members will be entitled to vote on any amendment to these Articles for the sole purpose of complying with the requirements of any governmental (including, without limitation, HUD or VA) or quasi-governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Lots, as such requirements may exist from time to time, which amendments may be adopted by the Board of Directors.

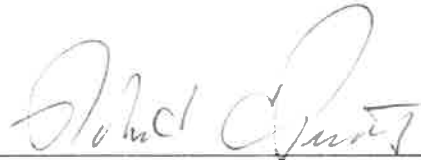
**Article 12. Dissolution.** The Association may be dissolved only on a resolution duly adopted by the Board of Directors and the affirmative vote of Voting Members representing more than 90% of the Owner Memberships of the Association and the consent of the Grantor Member on dissolution of the Association, so long as the VA is guaranteeing and/or HUD is insuring any mortgage in the Subdivision, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property of the Association will be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets will be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. No such restriction will exist if VA is not guaranteeing or HUD is not insuring any mortgage in the Subdivision; provided, however, HUD and/or VA will be notified of such dissolution.

**Article 13. Merger and Consolidation.** The Association may merge or consolidate only on a resolution duly adopted by the Board of Directors and the affirmative vote of Voting Members representing more than 50% of the Owner Members of the Association and the consent of the Owner Member.

**Article 14. Incorporator.** The name of the incorporator of the Association is Robert C. Prewitt. The incorporator's address is 4400 Alameda NE, Suite E, Albuquerque, New Mexico, 87113.

**Article 15. Registered Agent and Office.** The initial registered office of the Association is 4400 Alameda NE, Suite E, Albuquerque, New Mexico, 87113, and the initial registered agent is Robert C. Prewitt, 4400 Alameda NE, Suite E, Albuquerque, New Mexico, 87113

Dated: November 3, 2017.



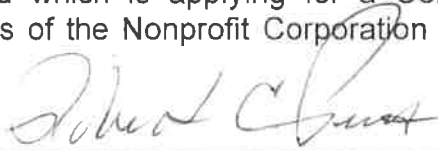
ROBERT C. PREWITT

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

To the New Mexico Public Regulation Commission

STATE OF NEW MEXICO            )  
  )ss.  
COUNTY OF BERNALILLO        )

On this 3<sup>rd</sup> day of November, 2017, before me, a Notary Public, in and for the State and County aforesaid, personally appeared Robert C. Prewitt, who is to me known to be the person and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Initial Registered Agent of Milagro Mesa 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.



ROBERT C. PREWITT  
Registered Agent

SUBSCRIBED AND SWORN to before me on November 3, 2017, by Robert C. Prewitt.

  
Kathryn Lowe  
Notary Public

My Commission Expires:  
5/8/2021

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