

**ARTICLES OF INCORPORATION  
OF  
ASCENSION COMMUNITY 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 **ASCENSION COMMUNITY ASSOCIATION, INC.** (the "Association").

**Article 2. Address.** The street address of the initial principal office of the Association is 8700 A Education Place NW, Albuquerque, NM 87114 c/o HOAMCO. The initial mailing address of the Association is 9798 Coors Blvd NW, Albuquerque, NM 87114 c/o Gamma Development, LLC.

**Article 3. Definitions.** All capitalized terms used in these Articles which are not defined will have the same meaning as set forth in the Declaration of Covenants, Conditions, and Restrictions for Ascension, recorded in the Office of the County Clerk of Bernalillo County, New Mexico, on February 26, 2021, as Document No. 2021023204, as amended from time to time (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 Bylaws of the Association (the "Bylaws") 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 Bylaws 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 Bylaws;

(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 Bylaws;

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

(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 Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, the Bylaws 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.

**Article 6. Members.**

A. The Owner of each Lot and Parcel, 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 Bylaws of the Association.

B. Change of membership in the Association will be established by recording in the Office of the County Clerk of Bernalillo 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 or Parcel.

**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 Bylaws.

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:

Brian McCarthy, President  
9798 Coors Blvd NW

Building C, STE 400  
Albuquerque, NM 87114  
Chris Scott, Vice President  
9798 Coors Blvd NW  
Building C, STE 400  
Albuquerque, NM 87114

Mackenzie Bishop, Secretary  
9798 Coors Blvd NW  
Building C, STE 400  
Albuquerque, NM 87114

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 Bylaws.

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

**Article 9. Bylaws.** The Bylaws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws, provided, however, the Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;.

**Article 10. Liability and Indemnification of Directors.** To the fullest extent that NMSA 1978, Section 53-8-25.3, 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, as it exists on the date of these Articles or as it may be amended hereafter, and (ii) general principals of law.

**Article 12. 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, 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 the affirmative vote or written consent of Owners holding not less than two-thirds (2/3) of the Eligible Votes, as that term is defined in the Declaration, and, during the Declarant Control Period, an amendment must be approved in writing by the Declarant. Notwithstanding the above, 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 13. Dissolution.** The Association may be dissolved a) upon approval by the Declarant, so long as the Declarant owns one or more Lots or Parcels, and approval by the Owners holding ninety percent (90%) or more of the Eligible Votes, or b) upon the termination of the Declaration pursuant to the terms of the Declaration. On dissolution of the Association, so long as the VA is guaranteeing and/or HUD is insuring any mortgage in the Properties, 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 Properties; provided, however, HUD and/or VA will be notified of such dissolution.

**Article 14. Merger and Consolidation.** The Association may merge or consolidate only on a resolution duly adopted by the Board of Directors and upon approval by the Declarant, so long as the Declarant owns one or more Lots or Parcels, and approval by the Owners holding fifty percent (50%) or more of the Eligible Votes.

**Article 15. Incorporator.** The name of the incorporator of the Association is Gamma Development, LLC. The incorporator's address is 9798 Coors Blvd NW, Albuquerque, NM 87114.

**Article 16. Registered Agent and Office.** The initial registered office of the Association is 8700 A Education Place NW, Albuquerque, NM 87114 and the initial registered agent is Nigel Burgess.

Dated: 3/30/2021



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Gamma Development, LLC  
By: Christopher Scott, Member

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

I, Nigel Burgess, hereby acknowledge that the undersigned individual accepts appointment as the Initial Registered Agent of Ascension Community Association, Inc., the corporation which is named in the annexed Articles of Incorporation.

  
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Nigel Burgess  
Registered Agent

4813-7665-4027, v. 1

RECEIVED APR 15 2021