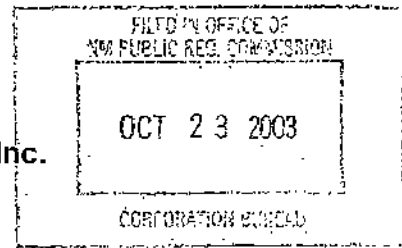


**ARTICLES OF INCORPORATION**

**OF**

**The Trails Community Association, Inc.**

**HOMEOWNERS ASSOCIATION**



**ARTICLE I**  
**ORGANIZATION**  
**NAME**

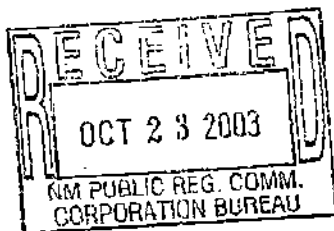
The name of the Association shall be: "The Trails Community Association, Inc."  
The undersigned, to form a New Mexico non-profit corporation (the "Association") under the provisions of Article 8 of Chapter 53 of the New Mexico Statutes, hereby adopt the following Articles of Incorporation. The Association is organized pursuant to the Nonprofit Corporation Law of the State of New Mexico, and no part of the net earnings of the Association shall inure to the benefit of any member or individual.

**ARTICLE II**  
**TERM**

The Association shall exist perpetually, unless dissolved pursuant to law. Upon a dissolution of the Association, the Board, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all the assets of the Association in the manner provided by Chapter 53, Article 8 of the New Mexico Statutes.

**ARTICLE III**  
**PURPOSE**

The purpose for which the Association is formed is to provide certain services and facilities for the use, benefit and welfare of the owners and/or occupants of Lots located within the planned community in the unincorporated territory, County of Bernalillo, New Mexico, known as "The Trails Community Association, Inc." and described in that certain Declaration of Covenants, Conditions, and Restrictions and Reservation of Easements ("Declaration") to be recorded in the Official Records, Bernalillo County, New Mexico, which specifically names the Association.



**ARTICLE IV**  
**DISSOLUTION**

This Association is intended to qualify as a Homeowners Association under the applicable provisions of the Internal Revenue Code, and of the Revenue and Taxation Code of New Mexico. No part of the net earnings of this organization will inure to the benefit of any private individual, except as expressly provided in those sections of the Declaration applicable to the acquisition, construction, or provision for management, maintenance, and care of the Association property, and other than by a rebate of excess membership dues, fees, or assessments. So long as there is any Lot or Common Area for which the Association is obligated to provide management, maintenance, preservation or control, the Association may not transfer all or substantially all of its assets or file a certificate of dissolution without the approval of one hundred percent (100%) of the Members. In the event of the dissolution, liquidation, or winding-up of the Association upon or termination of the planned residential development in accordance with provisions of the Declaration, its assets remaining after payment or provision for payment of all debts and liabilities of the Association will be divided among, and be distributed to, the Members in accordance with their respective rights therein.

**ARTICLE V**  
**REGISTERED OFFICE**

The registered address of the Association shall be Dixon, Scholl & Bailey, P.A. a Professional Association of Lawyers and Counselors, 707 Broadway, N.E., Suite 505, Albuquerque, New Mexico 87125 or such other address as the Board of Directors may designate from time to time. The initial resident agent at the foregoing address is Gerald Dixon.

**ARTICLE VI**  
**DIRECTORS & INCORPORATORS**

The Association shall have a Board of Directors consisting of three (3) members, unless such number is increased by amendment hereto. The names and addresses of the persons who are appointed as initial Directors, as initial Officers, and who are also are incorporators, are:

NAME	ADDRESS
Frank Beck, President	LONGFORD GROUP, INC. 3077 East Warm Springs Road Las Vegas, Nevada, 89120
Jamie Pirrello, Treasurer	LONGFORD GROUP, INC. 3077 East Warm Springs Road Las Vegas, Nevada 89120

Thomas Robinson,  
Secretary

LONGFORD GROUP, Inc.  
3077 E. Warm Springs Road  
Las Vegas, Nevada 89129

Said Directors shall act until the election and establishment of new Directors as provided in the Bylaws of the Association.

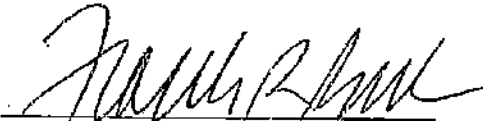
ARTICLE VII  
MEMBERS

The Association shall have members as set forth in the Declaration and Bylaws, but shall have no capital stock. The classes of voting power of the members of the Association shall be as set forth in the Declaration.

ARTICLE VII  
AMENDMENT

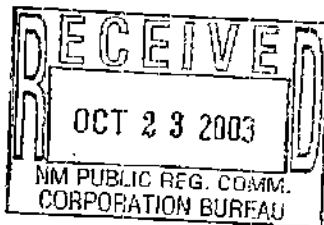
The provisions of these Articles may be amended or repealed by the vote or written consent of at least sixty-seven percent (67%) of the voting power of the Association. So long as the Founder, as defined in the Declaration, is in control of the Association, any amendment to these Articles of Incorporation shall be submitted to and approved by the VA and/or FHA, as defined in the Declaration.

Dated: October 16, 2003.

  
\_\_\_\_\_  
Frank Beck

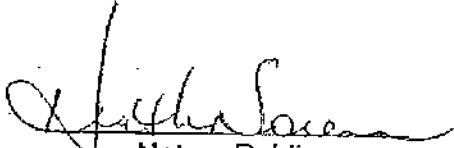
  
\_\_\_\_\_  
Jamie Pirrello

  
\_\_\_\_\_  
Thomas Robinson



STATE OF NEVADA )  
 ) ss.  
COUNTY OF CLARK )

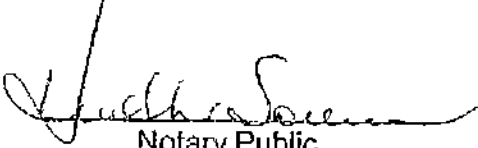
On this 17<sup>th</sup> day of October 2003, personally appeared before me, the undersigned, a Notary Public, **Frank Beck**, personally known to me to be the person whose name subscribed to the above instrument, who acknowledged that he executed the instrument.

  
Notary Public



STATE OF Nevada )  
 ) ss.  
COUNTY OF CLARK )

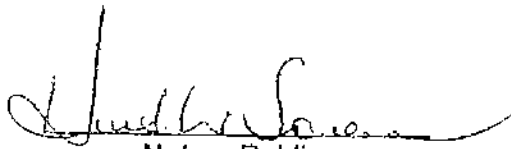
On this 17<sup>th</sup> day of October 2003, personally appeared before me, the undersigned, a Notary Public, **Jamie Pirrello**, personally known to me to be the person whose name subscribed to the above instrument, who acknowledged that she executed the instrument.

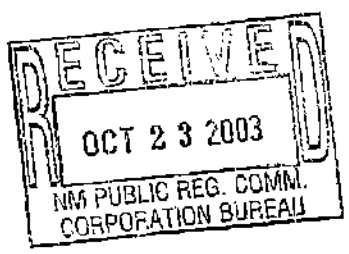
  
Notary Public



STATE OF NEVADA )  
 ) ss.  
COUNTY OF CLARK )

On this 17<sup>th</sup> day of October 2002, personally appeared before me, the undersigned, a Notary Public, **Thomas Robinson**, personally known to me to be the person whose name subscribed to the above instrument, who acknowledged that he executed the instrument.

  
Notary Public



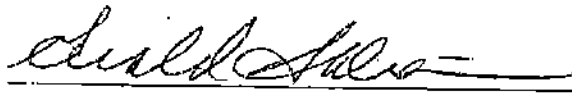
**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED INITIAL REGISTERED AGENT**

TO: THE STATE CORPORATION COMMISSION  
State of New Mexico

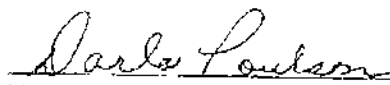
STATE OF NEW MEXICO        )  
  ) ss.  
COUNTY OF BERNALILLO    )

On this 22nd day of October, 2003, before me a Notary Public in and for the State and County aforesaid, personally appeared Gerald G. Dixon, who is known to me to be the undersigned person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the Initial Registered Agent of The Trails Community Association, Inc., the corporation which is named in the annexed Articles of Incorporation, and which is applying for a charter as a Corporation pursuant to the provisions of the Business Corporation Act of the State of New Mexico.

THE TRAILS COMMUNITY ASSOCIATION, INC.

  
\_\_\_\_\_  
Gerald G. Dixon  
Registered Agent

SUBSCRIBED AND SWORN to before me this 22nd day of October, 2003 by Gerald G. Dixon.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

11-11-06

