

**ARTICLES OF INCORPORATION**

**FOR  
MESA DEL SOL  
COMMUNITY COMPANY, INC.**



**JACOBS CHASE**

AN ATTORNEY'S FIRM



FILED IN OFFICE OF  
NM PUBLIC REG. COMM.

JAN - 5 2011

CORPORATION BUREAU

**ARTICLES OF INCORPORATION  
FOR  
MESA DEL SOL  
COMMUNITY COMPANY, INC.**

Pursuant to the provisions of the New Mexico Nonprofit Corporation Act (Chapter 53, Article 8 NMSA 1978), the individual named below causes these Articles of Incorporation to be delivered to the New Mexico Public Regulation Commission for filing, and states as follows:

**ARTICLE I  
NAME**

The name of the corporation is Mesa del Sol Community Company, Inc. (the "Community Company").

**ARTICLE II  
DURATION**

The Community Company shall have perpetual existence.

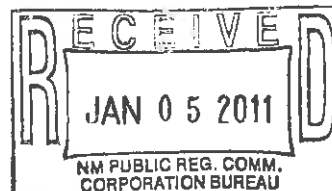
**ARTICLE III  
DEFINITIONS**

**3.1 Declaration.**

As used herein, "Declaration" means the Declaration of Covenants, Conditions and Restrictions for Mesa del Sol, recorded in the official real property records maintained by the County Clerk's Office for Bernalillo County, New Mexico, as the same may be amended from time to time.

**3.2 Other Definitions.**

Unless otherwise defined herein, all capitalized terms used in these Articles shall have the meanings given to them in the Declaration.



**ARTICLE IV**  
**POWER AND PURPOSES**

**4.1 Purposes.**

The Community Company's purposes are: (a) to promote and sustain the sense of community of Mesa del Sol through projects and programs which fulfill artistic, cultural, educational and recreational needs of a vibrant community, (b) to acquire, construct, improve, own, lease, sell, transfer, grant easements over, encumber, manage, control, operate, insure, improve, repair, replace and maintain the Common Elements and all other property of the Community Company, (c) to provide certain facilities and services to Owners, Guests and the general public, (d) to administer and enforce the covenants, conditions, restrictions, reservations and easements created by the Declaration, (e) to adopt Rules from time to time, which shall be uniformly applied within any area for which they are adopted, for the regulation and management of Mesa del Sol, (f) to levy, collect and enforce the Assessments, charges and liens imposed pursuant to the Declaration, (g) to contribute to the maintenance and enhancement of property values within Mesa del Sol, (h) to take any action it deems necessary or appropriate to protect the general welfare of Owners, Guests and the general public, and (i) to regulate and manage the Property.

**4.2 Powers.**

Unless prohibited by law or any Community Document, the Community Company may: (a) take any and all actions that it deems necessary or advisable to fulfill its purposes, including the hiring and termination of employees, agents and independent contractors, (b) borrow money and secure any such borrowing with the Common Elements and the Community Company's other assets, (c) exercise any and all powers conferred on it by any Community Document, and (d) exercise any and all powers that may be exercised by nonprofit corporations formed pursuant to the New Mexico Nonprofit Corporation Act §§ 53-8-1 *et seq.* (NMSA 1978).

**4.3 Additional Powers.**

Without in any way limiting the powers of the Community Company as described in Section 4.2, the Community Company may, but is not obligated to: (a) provide (or engage others to provide) facilities and services to Owners, Guests and the general public, including those related to safety, security, fire protection, traffic control, waste control and disposal, animal and pest control, roads, construction, parking, transportation, lighting and signage, streetscapes and waterscapes, playgrounds, ponds, and utilities (including electric, natural gas, water, sewer, storm sewer and drainage, telephone, internet, communications, data transmission and cable television, events and attractions), (b) charge use fees for the use of any Common Elements and for the use of any facilities or services provided by the Community Company, and (c) subject to the availability of budgeted funds, reimburse Directors, Officers, Delegates and Alternates for their expenses incurred in attending educational meetings and seminars on responsible governance of planned community associations.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

**5.1 Registered Office and Agent.**

The initial registered office of the Community Company is 5700 West University Boulevard, SE, Suite 310, Albuquerque, New Mexico 87106. The name of its initial registered agent at such address is Brent Dupes.

**5.2 Principal Office.**

The initial principal office of the Community Company is 5700 West University Boulevard, SE, Suite 310, Albuquerque, New Mexico 87106.

**ARTICLE VI**  
**MEMBERSHIP**

All Owners shall be members of the Community Company and shall be entitled to such voting rights and membership privileges as are set forth in the Declaration and Bylaws.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

**7.1 Board of Directors.**

(a) ***Control, Conduct and Management of the Community Company.***  
The business and affairs of the Community Company shall be controlled, conducted and managed by the Board, except as otherwise provided in the New Mexico Nonprofit Corporation Act, or the Community Documents.

(b) ***Composition of the Board.*** The Board shall initially consist of five Directors. The names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Christopher Anderson	9501 San Diego Avenue NE Albuquerque, NM 87122
Manny Barrera	3102 10 <sup>th</sup> St NW Albuquerque, NM 87107
Debbie Dolan	6795 Corrales Road Corrales, NM 87048
Brent Dupes	11150 Eagle Rock Avenue NE Albuquerque, NM 87122

Franklin Giron

1105 Bertha Rd SE  
Rio Rancho, NM 87124

The number of Directors serving on the Board may change in accordance with the Declaration and the Bylaws.

**7.2 Removal and Replacement of Initial Board.**

Notwithstanding any other provision herein or in the other Community Documents, the Founder (and only Founder) shall remove and replace all Directors (other than the Pre-Completion Additional Directors) until the close of the First Director Election Meeting After Completion.

**ARTICLE VIII  
LIABILITY AND INDEMNIFICATION**

**8.1 Limits on Directors' Liability.**

To the fullest extent permitted by the New Mexico Nonprofit Corporation Act, as the same exist or may hereafter be amended, a Director shall not be liable to the Community Company or the Owners for monetary damages for breach of fiduciary duty.

**8.2 Indemnification.**

To the fullest extent permitted by the New Mexico Nonprofit Corporation Act, as the same exist or may hereafter be amended, the Community Company shall indemnify each Director, each Officer, former directors and officers, the DRB, each member of the DRB, each committee of the Community Company or the DRB, and each employee, fiduciary and agent of the Community Company or the DRB.

**8.3 Modifications to Article VIII.**

Notwithstanding any other provision herein, any repeal or modification of any portion of this Article VIII shall be prospective only and shall not adversely affect any right or protection to any Person under this Article VIII.

**ARTICLE IX  
AMENDMENTS**

**9.1 Amendments.**

Except as limited by applicable law, the Bylaws, the Declaration or these Articles, and subject to Section 9.3, these Articles may be amended at any Annual Meeting (as such term is defined in the Bylaws) and or at any special meeting of the Owners and Delegates upon a resolution duly adopted by the Board setting forth the proposed amendment and the affirmative vote of the Owners and Delegates entitled to vote on such amendment representing at least 67% of the votes which Owners or Delegates present at the meeting or represented by proxy are entitled to cast.

**9.2 Voting by Delegates or Owners.**

(a) *Amendments not Affecting Delegates or Alternates.* Except as set forth in Section 9.2(b), with respect to any amendment to these Articles, the vote of each Residential Unit and each Time Share Interest shall be cast by the Delegate for the Delegate District within which such Residential Unit or Time Share Interest is located.

(b) *Amendments Affecting Delegates or Alternates.* Notwithstanding Section 9.2(a), with respect to any amendment to these Articles directly affecting the rights or obligations of the Delegates or Alternates, the votes allocated to Residential Units and Time Share Interests shall be cast by the Owners of such Residential Units and Time Share Interests and not by the Delegates (or Alternates). The Board shall determine if any matter directly affects the rights or obligations of the Delegates or Alternates.

**9.3 Founder Approval.**

Notwithstanding any other provision herein: (a) prior to the close of the First Director Election Meeting After Completion, these Articles may not be amended without the prior written consent of Founder, and (b) after the close of the First Director Election Meeting After Completion, these Articles may not be amended in any manner that could remove, revoke, modify, hinder, impede or frustrate any right or privilege of Founder without the prior written consent of Founder.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the incorporator is:

John A. Myers  
1401 Central Avenue NW  
Albuquerque, NM 87104

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

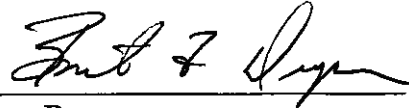
  
\_\_\_\_\_  
John A. Myers, Incorporator

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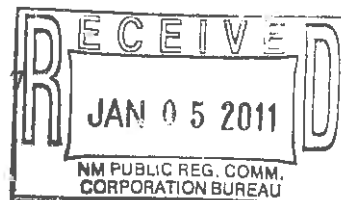
**STATEMENT OF ACCEPTANCE OF APPOINTMENT CORPORATION BUREAU  
BY DESIGNATED INITIAL REGISTERED AGENT**

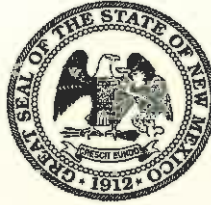
I, Brent Dupes, hereby acknowledge that I, the undersigned individual, accept appointment as Initial Registered Agent of Mesa del Sol Community Company, Inc., the corporation that is named in the annexed Articles of Incorporation.

This 20 day of December, 2010.



Brent Dupes





OFFICE OF THE  
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

MESA DEL SOL COMMUNITY COMPANY, INC.

4388567

The Public Regulation Commission 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 by it & are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Certificate of Incorporation & attaches hereto, a duplicate of the Articles of Incorporation.

Dated: JANUARY 5, 2011



In testimony whereof, the Public Regulation 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 in the City of Santa Fe.

*Patrick H. Lyon*  
Chairman

*Quinn K. ...*  
Bureau Chief

Bureau Chief