

STATE OF NEW MEXICO



CERTIFICATE OF INCORPORATION
OF

**HIDDEN VALLEY COMMUNITY SERVICES
ASSOCIATION, INCORPORATED**

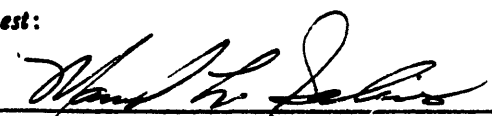
(85,712)

The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed pursuant to the provisions of the NONPROFIT Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Incorporation, and attaches hereto a duplicate original of Articles of Incorporation.

*In Testimony Whereof, the State Corporation
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 at the City of
Santa Fe on this 21st
day of October, 1975*

Attest:



MANUEL L. SALINAS, Director



FLOYD CROSS, Chairman

FILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

OCT 21 1975

CORPORATION AND
ARTICLES OF INCORPORATION FRANCHISE TAX DEPTS.

OF

HIDDEN VALLEY COMMUNITY SERVICES
ASSOCIATION, INCORPORATED

We, the undersigned, being all citizens of the United States and residents of the State of New Mexico, being desirous of forming a non-profit corporation under the laws of the State of New Mexico, and having associated ourselves together for that purpose, have prepared and hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of said corporation shall be HIDDEN VALLEY COMMUNITY SERVICES ASSOCIATION, INCORPORATED.

ARTICLE II

The duration of said corporation shall be ninety-nine (99) years.

ARTICLE III

The purposes and objects for which this corporation is formed are:

- (a) to provide for maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described as The Properties and any and all other properties which may be annexed thereto in accordance with the provisions of the Hidden Valley Declaration of record;
- (b) to promote the health, safety and welfare of the residents within the above-described property;
- (c) to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of New Mexico by law may now or hereafter have or exercise; and
- (d) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants and Restrictions, hereinafter called the "Declaration", and all Supplementary Declarations applicable to the property and recorded in the Office of the County Clerk of Bernalillo County, New Mexico, and the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

RECEIVED

OCT 21 1975

STATE CORPORATION COMMISSION
FRANCHISE TAX DEPT.

Without limiting the generality thereof, subject to such limitations as are set forth in the Declaration, said powers and duties of the Association shall be:

- (a) to acquire, own, hold, improve, maintain, manage, lease, pledge, convey, transfer or dedicate real or personal property for the benefit of the Members in connection with the affairs of the Association, except the acquisition, mortgaging or disposal of Common Area and/or improvements shall be subject to the provisions of the Declaration;
- (b) to establish rules and regulations for the use of property;
- (c) to fix, levy and collect assessments;
- (d) pay all expenses incident to the conduct of business of the association;
- (e) to grant and convey easements to the Common Area;
- (f) to employ, enter into contract with, delegate authority to and supervise such persons or entities as may be appropriate to manage, conduct and perform the business obligations and duties of the Association;
- (g) to participate in mergers and consolidations with other corporations;
- (h) to perform such acts, as may be reasonably necessary or appropriate, including bringing suit, causing a lien to be foreclosed or suspending membership rights, to enforce or effectuate any of the provisions of the Declaration, these Articles or the Bylaws;
- (i) to regulate the external design, appearance and locations of The Properties and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography; and
- (j) to form subsidiary associations.

It is the intention that the objects, purposes and powers specified and clauses contained in this Article shall, except where otherwise expressed in this Article, be in no wise limited or restricted by reference to or inference from the terms of any clause of this or any other Article in this Charter, but that the objects, purposes and powers specified in each of the clauses of this Article shall be regarded as independent objects, purposes and powers.

ARTICLE V

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or living unit which is subject to the Declaration, including contract sellers, shall be members of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Every lessee who holds a lease to a living unit which has an initial term of at least one year and every contract purchaser who occupies a living unit which is subject to the Declaration shall be a member of the Association.

The Association shall have three classes of voting membership:

- (a) Class A. Class A members shall be all persons who own lots or living units, except the Developer so long as it has Class C membership.
- (b) Class B. Class B members shall be all occupants of living units who shall be either an owner, his lessee or his contract purchaser.
- (c) Class C. The Class C member shall be the Developer, who shall have one vote.

The vote for any membership which is held by more than one person may be exercised by any one of them, unless any objection or protest by any other holder of such membership is made prior to the completion of a vote, in which case the vote for such membership shall not be counted.

Any person or entity qualifying as a member of more than one voting class may exercise those votes to which he is entitled for each such class of membership.

The voting rights of members shall be as follows:

- (a) Class A members and Class C members shall vote by class as provided in the Declaration, to approve a raise in the maximum annual assessments which is greater than ten percent over the existing maximum; to approve special capital improvement assessments; to approve mergers, consolidations or dissolution of the Association; to approve, conveyance, dedication or mortgaging of the Common Area; to approve amendments to the Declaration and the Supplementary Declaration for their Parcel
- (b) Class A and Class B members shall vote as a single class to elect Directors and to approve amendments to these Articles and the Bylaws;

(c) Class C members shall be entitled to appoint Directors, members of the Architectural Review Board and the Appeals Board, and to approve amendments to these Articles and the Bylaws.

Where a vote of the members is required, the Board of Directors shall determine by resolution whether the question shall be decided by ballot vote by mail or at polling places designated by the Board or decided at a meeting, and shall give notice thereof as provided in the Bylaws.

ARTICLE VI

The Architectural Review Board, whose number and method of selection shall be as provided in the Bylaws, shall regulate the external design, appearance and locations of The Properties and improvements thereon in accordance with the Declaration and architectural standards approved by the Board of Directors.

The Appeals Board, whose number and method of selection shall be as provided in the Bylaws, shall serve as an appellate body for aggrieved parties from decisions of the Board of Directors and decide cases of alleged infractions of the governing documents in accordance with the Declaration and adopted procedures.

ARTICLE VII

The principal place of business and principal office of this corporation shall be in Albuquerque, Bernalillo County, New Mexico, and the agent of this corporation in charge of its affairs and its registered agent upon whom service of process may be made is Bill Chappell, Jr., Johnson, Paulantis and Lanphere, Attorneys at Law, 1220 Sandia Savings Building, Albuquerque, New Mexico.

ARTICLE VIII

The tenure of all officers shall be one (1) year, date of which is to be determined by the Board of Directors and the Bylaws of the corporation. The number of directors constituting the initial Board is three (3), providing, that, however, the corporation shall have the power to increase that number to

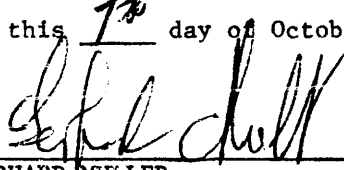
not more than fifteen (15) by appropriate action by the Board. The initial Directors of the Corporation and their addresses are as follows:

Gerhard Muller	residing at	10612 Moonlight Ct., N. E. Albuquerque, New Mexico
Florence M. Muller	residing at	10612 Moonlight Ct., N.E. Albuquerque, New Mexico
Carl W. Conroy	residing at	9216 La Barranta Ave., N.E. Albuquerque, New Mexico


ARTICLE IX

The incorporators of the corporation are Gerhard Muller, Bill Chappell, Jr. and Lee Ann Leslie.

WITNESS our hands and seals this 7th day of October, 1975.


GERHARD MULLER


BILL CHAPPELL, JR.


LEE ANN LESLIE

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

The foregoing instrument was acknowledged before me this 7th day of October, 1975, by GERHARD MULLER, BILL CHAPPELL, JR. and LEE ANN LESLIE.

SUBSCRIBED AND SWORN to before me this 7th day of October, 1975.


NOTARY PUBLIC

My commission expires:

11-26-78