

STATE OF NEW MEXICO



CERTIFICATE OF INCORPORATION

OF

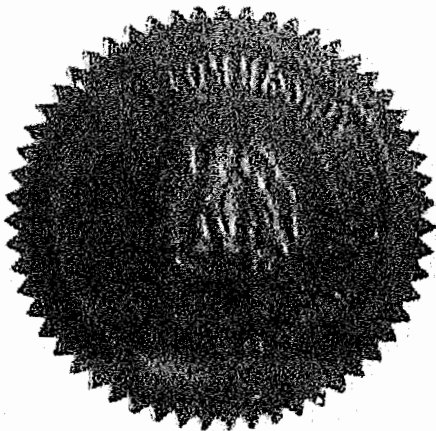
TEE PEE RANCH LANDOWNERS' ASSOCIATION

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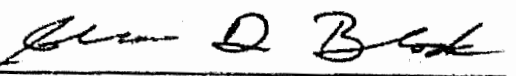
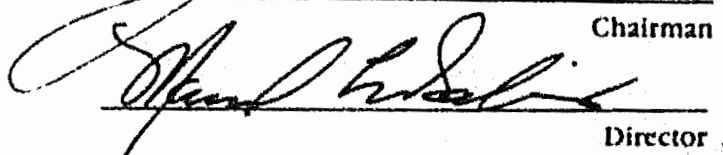
The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the NONPROFIT Corporation Act, have been received by it and are found to conform to law.

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 the Articles of Incorporation.

Dated: SEPTEMBER 28, 1988



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


Chairman

Director

S OF INCORPORATION
OFFILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

SEP 28 1988

TEE PEE RANCH LANDOWNERS' ASSOCIATION, INC.

CORPORATION DEPT.

The undersigned acting as incorporator of a corporation under the New Mexico Nonprofit Corporation Act (53-8-1 to 53-8-99 NMSA 1978), adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is 'TEE PEE RANCH LANDOWNERS' ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The period of duration of the Association is perpetual.

ARTICLE III

The address of the Association's initial registered office is: The Last Frontier Building, Hiway 60, P.O. Box 92, Datil, N.M. 87821. The name of the initial registered agent is Noella Bannister whose address is The Last Frontier Building, Hiway 60, P.O. Box 92 Datil, N.M. 87821.

ARTICLE IV

The purposes for which the Association is organized are: To provide for the maintenance of the roads within and serving the Tee Pee Ranch a subdivision located in Catron County, New Mexico (hereafter called the Subdivision), to provide for the cost and maintenance of a landfill site for the use of this subdivision, to enforce the Declaration of Covenants, Conditions and Restrictions of the Subdivision, maintain the Ranch House located in the Subdivision, and to promote the health, safety, and welfare of the residents within the subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Plat Restrictions filed with the Plat of the Tee Pee Ranch Subdivision, and the Declaration of Covenants Conditions and Restrictions filed on said Subdivision (hereafter called the Declaration);

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, sublease, transfer, dedicate for public use or otherwise deal with real or

personal property in connection with affairs of the Association;

(d) borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debt incurred;

(e) maintain roads to and within the Subdivision, maintain and operate a landfill site to be used for solid waste disposal, and maintain the ranch house;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes in the manner provided by statute;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non profit Corporation Act of the State of New Mexico by law may now or hereafter have or exercise.

The Association does not contemplate pecuniary gain or profit to the members.

ARTICLE V

Every Owner of a Lot in the Subdivision shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. The Association shall have (1) one class of voting membership: The members shall all be Owners and shall be entitled to one (1) vote for each Lot or Parcel owned. When more than one (1) person holds an interest in any Lot or Parcel, all such persons shall be exercised as they among themselves determine, but in no event shall more than (1) vote be cast with respect to any Lot or Parcel. Each member shall have such other rights, duties, and obligations as shall be set forth in these Articles, and the Bylaws and the Rules of the Association, as may be amended from time to time.

ARTICLE VI

The affairs of this Association shall be managed by a Board of at least three (3) directors, who need not be members of the Association. The number of directors may be increased by amendment of the By-Laws of the Association, but in no event shall the number be decreased below three (3). The names and addresses of the persons whom are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
David A. Stenz	The Last Frontier Building, Hiway 60, Datil, N.M. P.O. Box 73, Datil, N.M. 87821
William R. Bannister	The Last Frontier Building, Hiway 60, Datil, N.M. P.O. Box 73, Datil, N.M. 87821
Noella Bannister	The Last Frontier Building, Hiway 60 , Datil, N.M. P.O. Box 73, Datil, N.M. 87821

ARTICLE VII

Amendment of these Articles may be made by resolution of the Board of Directors and adopted by two-thirds vote of the Members as provided in the Non Profit Corporation Act.

ARTICLE VIII

The name and address of the incorporator is as follows:

William R. Bannister
The Last Frontier Building, Hiway 60
P.O. Box 73
Datil, N.M. 87821

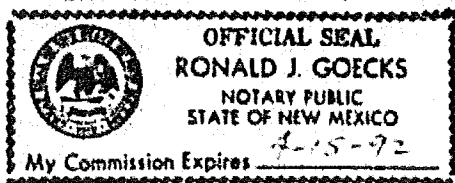
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of New Mexico, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 18TH day of AUGUST, 1988.

William R. Bannister
William R. Bannister

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

On this 18TH day of AUGUST, 1988, before me, the undersigned Notary Public, personally appeared William R. Bannister, known to me to be the same person whose name is subscribed to the foregoing instrument, and he acknowledges that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



My Commission Expires:

4-15-92

Ronald J. Goecks
NOTARY PUBLIC