

STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

THE RIDGES LANDOWNERS' ASSOCIATION, INC.

1501725

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: NOVEMBER 16, 1990

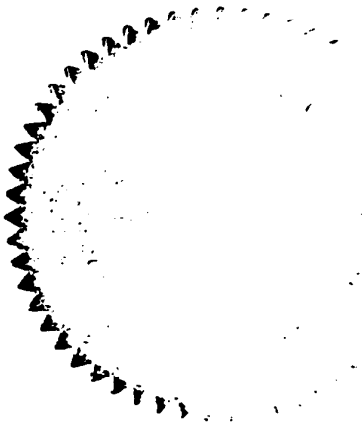
In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe

A handwritten signature in cursive script, appearing to read "Jim F. Serra", is written over a horizontal line.

Chairman

A handwritten signature in cursive script, appearing to read "Donald W. Baker", is written over a horizontal line.

Director



NOV 16 1990

**ARTICLES OF INCORPORATION
OF
THE RIDGES LANDOWNERS' ASSOCIATION, INC.**

CORPORATION DEPT.

ARTICLE I

The name of the corporation is **THE RIDGES LANDOWNERS' ASSOCIATION, INC.**, hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at Route 3, Box 92, Santa Fe, New Mexico.

ARTICLE III

Ronald E. Sebesta, whose address is Route 3, Box 92 Santa Fe, New Mexico 87505, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to be provided for administration, road maintenance, preservation and architectural control of the lots within that certain tract of property described as The Ridges Subdivision, more particularly shown in the subdivision plat filed in the Office of the Santa Fe County Clerk, New Mexico, on August 22, 1990, in Plat Book 213, Pages 034-035 as Reception No. 715,636, and to promote health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of the Association; 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 that certain Declaration of Restrictive Covenants hereinafter called the "Declaration," applicable to the property recorded in the Office of the County Clerk of Santa Fe County, New Mexico, at Book 638, Pages 604-624, on June 6, 1990, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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 in connection therewith, accrue reserves as indicated, and pay all office and other expenses incident to the conduct of business of the Association including all licenses, taxes or governmental charges levied or imposed against the property of the Association; and,

(c) Have and 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, except as otherwise provided herein.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of

record to assessment by the Association, including contract sellers, shall be a member 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. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. The developer shall not be a member of the association and lots which remain in his ownership, provided that they do not have any residential structure built thereon, shall not be subject to the jurisdiction, control or decisions of the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have one class of voting membership which shall consist of all owners (excluding developer, Ron Sebesta Realty Retirement Plan) and shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are

to act in the capacity of directors until the selection of their successors are:

Ronald E. Sebesta, Route 3, Box 92, Santa Fe, NM 87505
Nina Sebesta, Route 3, Box 92, Santa Fe, NM 87505
Charles Thompson, 433 Paseo de Peralta, Santa Fe, NM 87501

At the organizational meeting, the members shall elect two (2) directors for a term of one (1) year and one (1) director for a term of two (2) years. Thereafter, the members shall elect the directors for a term of three (3) years, as terms expire.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by all members.

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose; provided, however, that no such grant, conveyance or assignment shall be made until approved by the County of Santa Fe.

ARTICLE IX

DURATION

This Association shall exist perpetually.

ARTICLE X

AMENDMENT

Amendment of these Articles shall require the assent of members representing seventy-five per cent (75%) of the votes. Provided, however, that the power to amend these articles shall not authorize any amendment (1) authorizing the alteration of the requirement that all members of each membership class assent in writing to the dissolution of the Association, or (2) altering the right of each lot owner to membership in the Association with rights appurtenant thereto.

ARTICLE XI

**MEETINGS FOR ACTIONS REQUIRING APPROVAL
OF THE MEMBERS**

Actions set forth herein requiring approval of the membership shall be taken at meetings duly called. Written notice, setting forth the purpose of the meeting, shall be given to all members not less than fifteen (15) days nor more than sixty (60) days in advance of the meeting. The presence of members or of proxies entitled to cast ten per cent (10%) of the votes of each class of membership shall constitute a quorum except for matters where a quorum requirement is otherwise set forth herein. If the required quorum is not forthcoming at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the quorum as aforesaid shall be present or be represented.

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 16 day of November, 1990.

RON SEBESTA REALTY RETIREMENT PLAN

By Ronald E. Sebesta
RONALD E. SEBESTA
TRUSTEE

STATE OF NEW MEXICO)
 : ss.
COUNTY OF SANTA FE)

The foregoing instrument was acknowledged before me this 16 day of November, 1990, by Ronald E. Sebesta, Trustee, of the Ron Sebesta Realty Retirement Plan.

Marian M. [Signature]
Notary Public

My Commission Expires:
11-30-93

RECEIVED

NOV 16 1990

[Signature]