

STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

ALAMEDA SOUTHRIDGE I OWNER'S ASSOCIATION INCORPORATED

1698745

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 BUSINESS CORPORATION ACT (53-11-1 to 53-18-12 NMSA 1978) 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 28, 1994

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



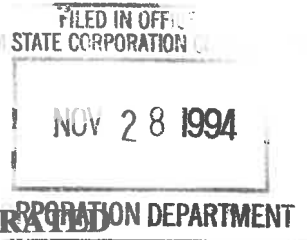
Handwritten signature of the Chairman, Jim F. Serra, in cursive script.

Chairman

Handwritten signature of the Director, David R. [unclear], in cursive script.

Director

11-98745



**ARTICLES OF INCORPORATION
OF
ALAMEDA SOUTHRIDGE I OWNER'S ASSOCIATION INCORPORATED**

I, the undersigned, being a citizen of the United States of America and a citizen and resident of the State of New Mexico, in order to form a corporation for the purposes hereinafter stated, under the laws of the State of New Mexico, do hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be Alameda Southridge I Owner's Association Incorporated.

ARTICLE II

The initial registered office of the corporation shall be 751 Loma Verde, Las Cruces, N.M. 88011, and the initial registered agent at such address upon whom service of process against the corporation may be served is Melvin D. Morrow, 751 Loma Verde Lane, Las Cruces, N.M. 88011.

ARTICLE III

The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are as follows:

A. To carry on and conduct a homeowner's association to own, maintain and preserve areas and facilities which enhance the common interest of its members, as well as for the purpose of exercising all of the rights, privileges and responsibilities of the Owner's Association as set forth in the Covenants Conditions and Restrictions, dated January 26, 1990, hereinafter referred to as the "Covenants," and the doing of any and all business and contracting incidental or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance of or the carrying out of the powers or purposes herein mentioned.

B. To engage in all phases of land development, which shall include the right to purchase, hold, acquire, sell, lease, rent and develop real estate, both commercial and residential, and to do all acts necessary for the acquisition, holding and developing of real estate, and the subsequent leasing, renting or selling of the same.

C. To subdivide tracts of land into subdivisions for the construction of residential or commercial property and to sell such land and any improvements thereon or any part thereof and to engage in the business of developing tracts of land for such construction.

D. To carry on any trade or business, manufacturing or mercantile establishment lawful where such business shall be carried on; to apply for, purchase or otherwise acquire, hold, own, use, operate, sell, assign, grant or conduct licenses in respect to any and all inventions, improvements or other processes used in connection with or secured under letters patent of the United States of America or elsewhere; and to acquire and undertake all or any part of the business assets and liabilities of any person, firm, association or corporation in association therewith.

E. To take, apply, purchase, own, rent, lease, sell, exchange, mortgage, employ, develop and otherwise deal in and dispose of any and all property, real and personal, of every

description, incidental to or capable of being used in connection with any business owned or operated by the corporation or as an investment for the corporation.

F. To make, perform and carry out contracts of every kind and description pertaining to the purposes of this corporation and for any lawful purpose necessary and expedient thereto with any person, firm, association or corporation.

G. To borrow or raise money without limit as to amounts, by the issue of or upon warrants, bonds, debentures and other negotiable or transferable instruments or otherwise, and to secure the same by execution of mortgages, security instruments or instruments of pledge.

H. To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

I. To issue bonds, debentures or obligations of this corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

J. To lend money and to acquire, hold, sell and otherwise deal in obligations, chooses in action, contracts and investments of all kinds.

K. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in conjunction with any person, firm, association or any other corporation, and in carrying on the business of the corporation and for the purpose of attaining or furthering any of its objects, to make and perform such contracts of any kind and description and to do such acts and things and to exercise any and all of such powers as a natural person could lawfully make, perform or do otherwise, including the holding of such licenses from the State of New Mexico, the government of the United States of America or any other state or territory as may be necessary to conduct any of the businesses herein mentioned; to do everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or in connection with any other corporation, association, firm or individual and either as principal or agent; and to do every other act or thing incidental or appurtenant to or growing out of or connected with the foregoing objects, purposes or powers, or any of them.

L. To exercise any rights or powers granted to domestic corporations by the State of New Mexico as the same exist now or as may exist in the future during the lifetime and existence of this corporation.

ARTICLE IV

The total number of shares of capital stock of the corporation which is authorized is 1,000 and the shares of stock shall have a par value of \$1.00 per share.

ARTICLE V

The corporation shall have the power to conduct any of the businesses herein enumerated in the State of New Mexico or in any other state of the United States of America or elsewhere, and may have one or more offices in this state, any other state or elsewhere and may hold, purchase, mortgage and convey real and personal property out of the State of New Mexico, as well as within the State of New Mexico.

ARTICLE VI

The name of the incorporator and his address is as follows:

Name	Address
Melvin D. Morrow	4442 Vista DeLuz Ct, Las Cruces, N.M. 88011

ARTICLE VII

This corporation shall have perpetual succession by its corporate name.

ARTICLE VIII

The number of directors of this corporation shall not number less than one (1), and their duties and functions shall be fixed by the By-Laws of the corporation. The names and addresses of the directors who are to act as such until the first annual meeting of the shareholders or until their successors are elected and qualify are as follows:

Name	Address
George J. Fields	756 Oro Viejo Road, Las Cruces, N.M. 88011
Sharon L. Clayton	700 Hidden Springs Court, Las Cruces, N.M. 88011
Roman Depa	282 Los Arboles Court, Las Cruces, N.M. 88011
Melvin D. Morrow	4442 Vista DeLuz Court, Las Cruces, N.M. 88011
Tom L. Powers	766 Oro Viejo Road, Las Cruces, N.M. 88011
John R. Shaffner, Jr.	4433 Los Arboles Drive, Las Cruces, N.M.

An affidavit, signed by each director, stating that he or she consents to being a director, is on file with the corporation.

ARTICLE IX

The power to alter, amend or repeal the By-Laws of the corporation or adopt new By-Laws is reserved to the shareholders and the Board of Directors of the corporation.

IN WITNESS WHEREOF, I, have hereunto set my hand and seal on this 17th day of November, 1994.

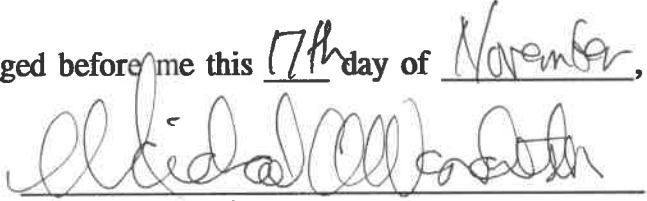


 Melvin D. Morrow



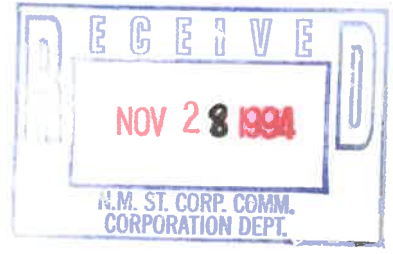
STATE OF NEW MEXICO)
 ss.
COUNTY OF DONA ANA)

The foregoing instrument was acknowledged before me this 17th day of November, 1994, by Melvin D. Morrow.



Notary Public

My Commission Expires:
12/20/97



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

FILED IN OFF
STATE CORPORATION
NOV 28 1994
CORPORATION DEPARTMENT

To the State Corporation Commission
State of New Mexico

STATE OF NEW MEXICO)
 ss.
COUNTY OF DONA ANA)

On this 17th day of November, 1994, before me, a Notary Public in and for the State and County aforesaid, personally appeared Melvin D. Morrow, 751 Loma Verde Lane, Las Cruces, N.M. 88011, who is to me known to be the person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the initial Registered Agent of Alameda Southridge I Owner's Association, the corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the Business Corporation Act of the State of New Mexico.

Melvin D. Morrow
Melvin D. Morrow
Registered Agent

SUBSCRIBED AND SWORN TO before me on the day, month and year first above set forth.

[Signature]
Notary Public

My Commission Expires:
12/20/97

RECEIVED
NOV 28 1994
N.M. ST. CORP. COMM.
CORPORATION DEPT.