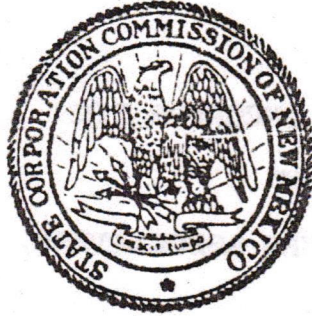


STATE OF NEW MEXICO



CERTIFICATE OF INCORPORATION

OF

EL MIRADOR HOMEOWNERS ASSOCIATION, INC.

1400936

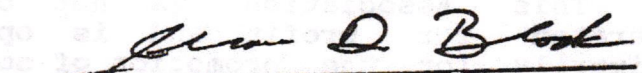
The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the NONPROFIT Corporation Act, have been received by it and are found to conform to law.

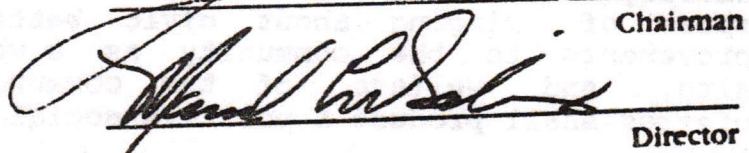
Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated: JULY 25, 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

JUL 25 1983

ARTICLES OF INCORPORATION
OF

CORPORATION DEPT.

EL MIRADOR HOMEOWNERS ASSOCIATION, INC.

The undersigned files these Articles of Incorporation pursuant to the laws of New Mexico for the purpose of forming a nonprofit corporation as is hereinafter set out.

I

Name. The name of this corporation shall be El Mirador Homeowners Association, Inc., (hereinafter referred to as the Association).

II

Term of Existence. The term of existence of this Association shall be perpetual.

III

Purpose. The purpose for which this Association is formed, and for which it shall exist is to serve as the governing body for all of the owners of specific lots in El Mirador Subdivision for the protection, improvement, alteration, maintenance, repair, replacement, administration and operation of El Mirador Subdivision, the assessment of expenses, payment of losses, disposition of casualty insurance proceeds, and other matters as provided in the Declaration of Covenants, Conditions and Restrictions for El Mirador Subdivision, these Articles of Incorporation, bylaws, and association rules or design guidelines. The Association shall not be deemed to be conducting a business of any kind, and all funds received by the Association shall be held and applied by it for the owners of specific lots in El Mirador Subdivision in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions for El Mirador Subdivision, these Articles of Incorporation and the bylaws of the Association.

This Association is not organized nor shall be operated for profit and is operated exclusively and primarily for the promotion of social welfare and for the purpose of bringing about civic betterments and social improvements to the community as a whole to promote the health, and welfare of the community which benefit conferred shall produce a positive social result.

It is hereby expressly provided that the foregoing enumeration of the specific purposes shall not be held to limit or restrict in any manner purposes of the Association otherwise permitted by law.

IV

Powers. The Association shall have all powers prescribed by law and all powers necessary and incidental to the fulfillment of its purpose. The Association shall have all other powers and privileges as authorized by the State of New Mexico for its organizations created not for profit as provided in Section 53-8-1 et. seq. NMSA, 1978.

V

Members and Voting. The members of the Association shall be the members as provided for in the Declaration of Covenants, Conditions and Restrictions of El Mirador Subdivision. All members shall be entitled to such right to vote on corporate matters as is provided in said Declaration of Covenants, Conditions and Restrictions of El Mirador Subdivision.

Every "Owner", (as that term is defined in the Declaration of Covenants, Conditions and Restrictions for El Mirador Subdivision (herein "Covenants")), shall be a member of the Association and such membership shall automatically terminate when he or she ceases to be an Owner. Ownership of a lot shall be the sole requirement for being a member.

Voting Rights. The Association shall have two classes of voting members:

A. Class A Member. Class A Members shall be all the Owners as that term is defined in the Covenants, except the Declarant of said Covenants. Each Class A Member shall be entitled to one vote for each lot which he or she owns. When any Class A Membership is held in the name of two or more individuals, or entities, whether fiduciaries, joint tenants, tenants in common, tenants in partnership or in any other manner of joint or common ownership, such joint Owners shall share among them the right to vote, which such right shall be exercised as a whole, and not in part, in the manner which they shall jointly determine; and if such joint Owners fail to determine the manner in which their vote shall be cast, their vote shall not be counted. When one joint Owner signs a proxy or purports to vote for his or her co-Owners, such vote shall be

counted and bind all joint Owners. The provisions of this section shall apply insofar as possible, to the execution of proxies, waivers, consents or objections and for the purpose of ascertaining the presence of a quorum.

B. Class B Member. The Class B Member shall be the Declarant of the Declaration of Covenants, Conditions and Restrictions for El Mirador Subdivision. The Class B Member shall be entitled to three votes for each Lot with respect to which it is an Owner, as that term is defined in the Covenants, provided that Class B Membership shall cease and Declarant shall become a Class A Member with respect to each lot of which it is then an Owner on the Turnover Date as that term is defined in the Covenants.

VI

No Private Inurement. The Association shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the benefit of any private person.

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. Any political activities carried on by the Association shall be for the sole purpose of promoting social welfare. However, the Association shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Association shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt under Sections 501(c)(4) or 528 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

VII

Distribution Of Assets Upon Dissolution. Upon the dissolution of the Association, assets remaining after payment, or provision for payments, of all debts and liabilities of this Association shall be distributed for

one of more exempt purposes within the meaning of Section 501(c)(4) or Section 528 of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code.

VIII

Registered Office. The location of the registered office of the Association shall be 5290 McNutt Road, Suite 205-S, Santa Teresa, New Mexico 88008, and elsewhere as determined by the Board of Directors from time to time and pursuant to law. The name of its initial registered agent at that address shall be Perry Kesler.

IX

Incorporator. The name and address of the incorporator is as follows:

Barbara J. Vigil, First National Bank Tower, 500 South Main Street, 7th Floor, P. O. Drawer 0, Las Cruces, NM 88004-1719.

X

Directors.

A. Number, Term and Election of Directors. The Association shall have not less than three (3) nor more than seven (7) directors who shall serve as the directors of the Association. The actual number of directors for the next year (between 3 and 7) shall be determined by the members of the Association at a meeting of the same which shall occur immediately subsequent to the issuance of the Articles of Incorporation.

B. Initial Directors. The initial Board of Directors who shall serve until their successors have been elected and shall consist of three (3) individuals, and their names and address are as follows:

Herbert J. Louis, M.D.
124 W. Thomas Rd.
Phoenix, Arizona 85013

Perry Kesler
5290 McNutt Rd.
Suite 205-5
Santa Teresa, NM 88008

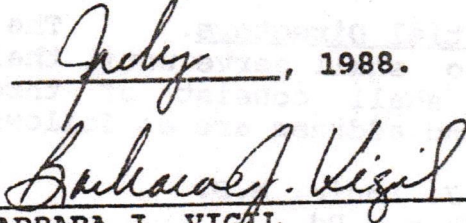
Barbara J. Vigil, Esq.
First National Bank Tower
500 South Main St., 7th Floor
P. O. Drawer O
Las Cruces, NM 88004-1719

C. Officers: The officers of the Association shall be President, Vice President, Secretary and Treasurer. The President and Secretary shall not be the same individual; other offices may be held by the same individuals. Each officer shall serve a term of one (1) year or until his or her successor is elected and has qualified. The officers for the year shall be elected by the membership of the Association.

XI

BY-LAWS AND AMENDMENTS. By-Laws of the Association may be adopted and the Articles of Incorporation or the By-Laws may be amended by a majority of a quorum of the Board of Directors at the meeting of the same, immediately subsequent to the annual meeting of the membership, or at any special meeting called for that purpose. The By-Laws, including any amendment shall not be inconsistent with the provisions of the laws of New Mexico or any exemption from income taxation which may be granted in favor of the Association. The By-Laws shall not be inconsistent with the Articles of Incorporation, including any amendment, and in the event of any conflict, the Articles of Incorporation including any amendment, shall be controlling.

DATED this 22 day of July, 1988.



BARBARA J. VIGIL
Incorporator

SUBSCRIBED AND SWORN TO before me this 22nd day
of July, 1988 by Barbara J. Vigil.

Kimberly W. Davis
Notary Public

My commission expires:

Feb. 8, 1991

JUL 25 1988

RE: EL MIRADOR HOMEOWNERS ASSOCIATION, INC. CORPORATION DEPT.

AFFIDAVIT OF PERRY KESLER, RESIGETERED AGENT

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

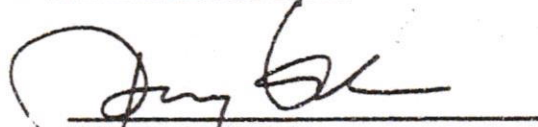
PERRY KESLER, being of lawful age, and being first
duly sworn upon his oath staes:

1. He acknowledges that he has been designated as
registered agent of EL MIRADOR HOMEOWNERS ASSOCIATION,
INC., in the Articles of Incorporation of the Corporation
being filed with the New Mexico State Corporation
Commission.

2. He further acknowledges his acceptance of the
appointment as registered agent for EL MIRADOR HOMEOWNERS
ASSOCIATION, INC.

Further Affiant Sayeth Naught.

DATED this 12th day of July, 1988.



PERRY KESLER
Registered Agent

SUBSCRIBED AND SWORN TO before me this 12 day
of July, 1988 by Perry Kesler.


Notary Public

My commission expires: 12-15-91

RECEIVED
JUL 25 1988
N.M. ST. CORP. COMM.
CORPORATION DEPT.