

Articles of Incorporation

Anderson Heights
Master Association, Inc.

**ARTICLES OF INCORPORATION
OF
ANDERSON HEIGHTS HOMEOWNERS' ASSOCIATION, INC.**

The undersigned person (the "Incorporator"), for the purpose of forming a nonprofit corporation pursuant to the New Mexico Nonprofit Corporation Act, Sections 53-8-1 through 53-8-99 NMSA 1978, as amended and supplemented, (the "Act"), hereby certifies as follows:

**ARTICLE I
NAME**

The name of the corporation is ANDERSON HEIGHTS HOMEOWNERS' ASSOCIATION, INC.

**ARTICLE II
DURATION**

The corporation shall have perpetual duration.

**ARTICLE III
PURPOSES AND POWERS**

Purposes

The corporation is organized and will be operated exclusively for charitable and commercial association purposes and does not contemplate pecuniary gain or benefit, direct or indirect, to its members. By way of explanation and not of limitation, the purposes for which it is formed are to:

a) be and constitute the Association of Lot Owners in the residential subdivision known as Anderson Heights (the "Subdivision"), as referred to in the Declaration of Covenants, Conditions and Restrictions for Anderson Heights Subdivision, as the same may be amended from time to time (the "Declaration"), the Declaration having been recorded in the real estate records of the County Clerk of Bernalillo County, New Mexico;

b) perform all obligations and duties of the Association and exercise all rights and powers of the Association, as specified in the Declaration and in the Bylaws duly adopted by the corporation, as may be amended from time to time (the "Bylaws"), and as provided by law; and

c) provide an entity to help promote and protect the interest of the Lot Owners in the Subdivision.

The corporation will not carry on any activity not permitted to be carried on by an organization exempt under Section 501(c)(22) of the Internal Revenue Code and corresponding Treasury Regulation as they now or hereafter exist, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation will not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Powers

In furtherance of its purposes, the corporation shall have the following powers, which unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors:

a) All powers conferred upon nonprofit corporations under New Mexico law in effect from time to time;

b) All the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers set out in these Articles, the Bylaws and Declaration, including without limitation, the following powers to:

i. fix and collect assessments or other charges to be levied against the Lots;

ii. manage, control, operate, maintain, repair, and improve the Common Areas and facilities and property subsequently acquired by the corporation, or any property owned by another, for which the corporation, by rule, regulation, Declaration or other contract has a right or duty to provide such services;

iii. enforce covenants, conditions, easements or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

iv. engage in activities which will foster, promote, and advance the common interests of all Lot Owners of Units;

v. buy, acquire, sell, dispose of, mortgage, or encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the corporation;

vi. borrow money for any purpose, as may be limited in the Declaration or the Bylaws;

vii. enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

viii. act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporation, firms, or individuals; and

ix. adopt Bylaws, as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article III. Capitalized terms used and not otherwise defined in these Articles of Incorporation shall have the meanings assigned to such terms in the Declaration.

ARTICLE IV MEMBERSHIP

The corporation shall be a membership corporation without certificates or shares of stock. All unit owners, by virtue of their ownership of Lots in the Subdivision, are members of the Association. The members shall be entitled to one vote for each Unit in which they hold the interest required for membership, in accordance with, and subject to the restrictions contained in, the Declaration.

ARTICLE V BOARD OF DIRECTORS

The business and affairs of the corporation shall be conducted, managed, and controlled by a Board of Directors. The Board shall consist of not less than three (3) nor more than nine (9) members, the specific number to be set from time to time pursuant to the Bylaws. The initial Board of Directors shall consist of three (3) members as follows:

<u>Name</u>	<u>Address</u>
Robert Coleman	6330 Riverside Plaza Lane NW, Ste 200, Albuquerque, NM 87120
Craig Johnson	6330 Riverside Plaza Lane NW, Ste 200, Albuquerque, NM 87120
Steve Neel	6330 Riverside Plaza Lane NW, Ste 200, Albuquerque, NM 87120

The methods of election and term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The Board may delegate such operating authority to such companies, individuals, or committees as the Board, in its discretion, may determine.

ARTICLE VI DISSOLUTION

The corporation may be dissolved only as provided in the Declaration, Bylaws, and by the laws of New Mexico.

ARTICLE VII AMENDMENTS

These Articles may be amended as provided in the Act, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members, as set forth in the Declaration or in the Act that are governed by such Declaration.

ARTICLE VIII INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Association shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer breached or failed to perform his or her duties and that such breach or failure to perform constituted recklessness or willful misconduct. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors, or administrators) may be entitled apart from this Section. All or any of the cost of funding the foregoing indemnification provision may be treated by the corporation as common expenses assessable to the numbers.

**ARTICLE IX
REGISTERED AGENT AND OFFICE**

The initial registered office of the corporation is Canyon Gate Real Estate Services LLC, 4110 Wolcott NE, Albuquerque, NM 87110, and the initial registered agent at such address is Canyon Gate Real Estate Services LLC.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is as follows:

Melanie Pizzonia
4410 Wolcott NE
Albuquerque, NM 87109

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of February, 2005.



Melanie Pizzonia, Incorporator