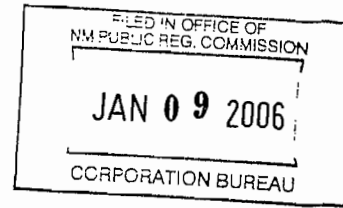


**ARTICLES OF INCORPORATION OF
THE WOODLANDS HOMEOWNERS' ASSOCIATION, INC.,**
a New Mexico Non-Profit Corporation



THE UNDERSIGNED, being desirous of forming a non-profit corporation under the laws of the State of New Mexico, has prepared and hereby adopts and establishes the following Articles of Incorporation:

ARTICLE I

THE WOODLANDS HOMEOWNERS' ASSOCIATION, INC.

The name of the corporation shall be The Woodlands Homeowners' Association, Inc., a New Mexico non-profit corporation (the "corporation").

The corporation shall not afford directly or indirectly pecuniary gain or profit to its members. The purposes of the corporation are:

A. To operate exclusively for the benefit of the owners and residents of homes situated within the property situated in Bernalillo County, New Mexico, (hereinafter called "the Properties") and more further described as follows:

The Woodlands, a Subdivision to the County of Bernalillo, New Mexico, located in Sections 10 and 11, T. 10N, R.6E. NMPM and more fully described in a plat thereof filed for record in the office of the County Clerk of Bernalillo County on the 8th day of March, 1996, in Volume 96C, County Folio 110.

B. To own, hold and/or manage certain common areas and/or easement areas (hereinafter called "the common areas") for the benefit of the owners and residents of the homes situate within the Properties; and

C. To enforce the provisions of and perform the duties set forth in The Woodlands Subdivision Restrictive Covenants for the Creation and Maintenance of a Planned Residential development (hereinafter "the Restrictions") filed for record with respect to the Properties on March 14, 1996 at 9:14 a.m., Document No. 9602889 of the Real Estate Records of Bernalillo County, New Mexico.

ARTICLE II

POWERS

The corporation shall have the following powers:

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NM PUBLIC REG. COMM.
CORPORATION BUREAU

A. To perform any and all acts necessary and proper to promote the health, safety and welfare of the owners and residents of houses situate within the Properties, including without limitation, any of the following acts:

1. To establish and collect annual and special assessments or charges to be levied against the members of the corporation and their lots and homes located within the Properties as provided in the Restrictions;

2. To enforce any and all covenants, conditions and restrictions as set forth in the Restrictions, including any amendments thereto;

3. To own, acquire, build, operate and maintain landscaping and utilities located within the Common Areas;

4. To pay or protest taxes, if any, assessed against the Common Areas and to discharge any liens or claims of lien against the Common Areas;

5. To receive, deposit, administer and apply funds generated by annual and special assessments for the common benefit of the owners and residents of houses located within the Properties.

B. To perform all acts and exercise all powers authorized by the Non-Profit Corporation Act, Sections 53-8-1 through 53-8-99, NMSA, 1978 Comp., as now or hereafter amended, and to perform all acts and exercise all powers which a non-profit corporation is authorized to do under all applicable statutes of New Mexico, as now or hereafter amended, including without limitation, the following:

1. To receive and administer funds and contributions received by gift, deed, bequest or devise and to hold, invest, expend, contribute or otherwise dispose of such funds and contributions for the purposes for which this corporation is organized;

2. To borrow money and make, execute or issue bonds, debentures, promissory notes or other corporate obligations for money borrowed, or in payment for property acquired, and to secure the payment of any such corporate obligations by pledge, mortgage, indenture, agreement or otherwise;

3. To acquire by purchase or otherwise personal property of every kind whatsoever and to hold, invest and reinvest same for the purposes for which the corporation is organized;

4. To acquire by purchase, gift, conveyance, or otherwise real property and to hold, use, improve, lease, rent, sell, convey or encumber same for the purposes for which this corporation is organized;

5. To enter into, make, perform and carry out contracts, agreements, commitments and assurances of every kind for the purposes for which this corporation is organized; and

6. In doing, exercising or performing any of the foregoing, to do the same as a contractor, subcontractor, principal, agent, employee or on its own behalf, or in association, partnership, corporation or joint venture with any person, partnership, corporation, joint venture or other business entity.

C. To exercise all powers which the corporation is authorized to exercise pursuant to these Articles of Incorporation primarily for the purposes of acquisition, management, maintenance and care for Common Areas consistent with the provisions of Section 501(c) of the Internal Revenue Code of 1954, as now or thereafter amended.

D. The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity which would result in its net earnings inuring to the benefit of any private person.

ARTICLE III

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The initial registered agent of the corporation is Richard B. Addis and the address of the registered office of the corporation is 1400 Central, S.E., Albuquerque, New Mexico 87106.

ARTICLE V

BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a Board of Directors consisting of not more than five (5) persons and shall initially be three (3) persons. At the second annual meeting of members, one (1) member of the Board of Directors shall be elected to serve a one (1) year term. The remaining two (2) members of the Board of Directors shall be elected for two (2) year terms and all subsequent elections for membership to the Board of Directors shall be for two (2) year terms. Directors may be non-members of the Association. The number of Board members may be changed by an amendment to the By-Laws. Until the First Annual Meeting of Members, the initial Board of Directors shall consist of the three (3) persons whose names and addresses appear below:

- A. Richard B. Addis
1400 Central, S.E., #2000
Albuquerque, NM 87106
- B. C. J. Mead
1400 Central, S.E., #2000
Albuquerque, NM 87106
- C. Peggy Mead
1400 Central, S.E., #2000
Albuquerque, NM 87106

The Association shall indemnify its directors and officers against expenses, costs and attorney's fees actually and reasonably incurred by them in connection with the defense of any action, suit, or proceeding, civil or criminal in which they are made a part by reason of being or having been a director or officer of the Association unless they are guilty of gross negligence in the performance of their duties as directors or officers.

ARTICLE VI

NAME AND ADDRESS OF THE INCORPORATOR

The name and address of the Incorporator is as follows:

C. J. Mead
1400 Central, S.E., #2000
Albuquerque, NM 87106

ARTICLE VII

MEMBERSHIP AND VOTING RIGHTS

A. Membership. Every person or entity who is the beneficial owner of a fee simple interest, including the Purchaser under a contract or sale, in any lot subject to the restrictions without regard to whether or not a structure has been built thereon, shall be a member of the Association; provided that any person or entity holding such interest as security for the payment of a debt or performance of any obligation shall not be a member; provided, however, that any person or entity who acquires such interest at a judicial sale or by conveyance in lieu of foreclosure shall be a member. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the restrictions.

B. Voting Rights. The Association shall have two (2) classes of voting membership:

1. Class I. Class I members shall be all those members as defined in Section A or Article VII, the exception of C. J. Mead, Inc., a New Mexico corporation (herein the Grantor). Class I members shall be entitled to one vote for each unit in which they hold the interest required for membership as provided in Section A of Article VII. When more than one person or entity holds such interest, all such persons or entities shall be members, but only one vote shall be cast with respect to any lot.

2. Class II. Class II members shall be the Grantor, its successors and assigns, who acquire such lots as builders and/or developers. The Class II members shall be entitled to three (3) votes for each lot in which it holds the interest required for membership as provided in Section A of Article VII, provided that the Class II membership shall cease when the last lot has been sold by Grantor.

Class II membership shall not be required to pay any dues or assessment upon lots initially titled in its name at the inception of incorporation, and no assignee of title from Class II members shall commence paying dues or assessments until title passes from Grantor.

C. Suspension of Membership and Voting Rights. The rights of membership, including the right to vote and the right to participate in Association affairs, are subject to suspension by the Board for:

1. Failure or refusal to pay any assessment levied by the Association for a period of thirty (30) days after the due date of such assessment; or

2. An infraction of, default in or breach of any provision of the Restrictions, the Articles, by By-Laws or the Rules and Regulations of the Association.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended, changed, modified or repealed in the manner now or hereafter provided by law upon the affirmative vote of two-thirds (2/3) of the members in a meeting duly called for that purpose, written notice of which shall have been sent to all members not less than thirty (30) or more than fifty (50) days prior to such meeting. So long as there is a Class II Member, any amendment to these Articles shall require the written consent of VA or FHA. Such written notice of meeting must set forth the purpose of the meeting.

ARTICLE IX

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of this corporation, all assets belonging to the corporation

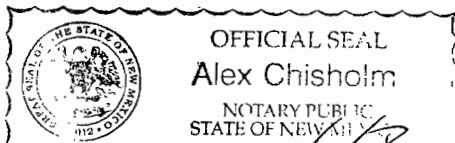
shall be conveyed, by the Board of Directors, to a public body or a non-profit organization with a purpose similar to that of the Woodlands Homeowners' Association, Inc., as determined by law or by direction of the Attorney General of the State of New Mexico.

IN WITNESS WHEREOF, the undersigned Incorporator of this corporation has made and signed these Articles of Incorporation this 8TH day of December, 2005.

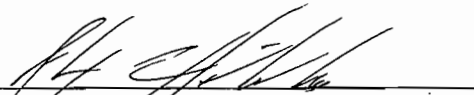


C. J. Mead, Incorporator

SUBSCRIBED AND SWORN TO before me this 8TH day of December, 2005, by C. J. Mead.



My Commission Expires: 7/6/08
~~My Commission Expires:~~



Notary Public

Federal Tax Obligations of Non-profit Corporations

Corporations organized under the not-for-profit statutes of the various states or territories of the United States do not automatically qualify for exemption from Federal income tax. Exemption is provided by section 501(a) of the Internal Revenue Code to those organizations described in sections 501(c), 501(d), and 401(a). Organizations that claim to be exempt from tax because of their charitable, educational, religious, or other activities of the kind described in section 501(c)(3) are usually required to submit Form 1023 within 15 months from the end of the month they were created to request recognition of tax-exempt status. If they do not apply, they may not be recognized as exempt and will lose the benefits that recognition confers such as, for example, advance assurance to donors that contributions are deductible. If they apply late, recognition of exemption will usually be effective only from the date of application, rather than from the date the organization was created.

With some exceptions, organizations qualifying under some provision other than 501(c)(3) are not required to apply for recognition of exemption. But organizations described in section 501(c), other than 501(c)(3), frequently use Form 1024 to ask the IRS for a determination letter to clarify their Federal tax and information return filing obligations.

The Internal Revenue Service is required to collect a fee for processing these exemption applications. Form 8718, User Fee for Exempt Organization Determination Letter Request, describes the fee structure and gives other information about user fees.

Several forms and publications are available to assist in explaining the requirements of and procedures for obtaining recognition of tax-exempt status. Publication 557, Tax-Exempt Status for Your Organization, describes the various types of organizations that may qualify for tax-exempt status and provides information on what forms to file and where to file them. Forms 1023 and 1024, mentioned above, are the application forms that provide guidance for assembling the information IRS needs to determine whether an organization qualifies for exempt status. Form 8718 is used to determine the correct fee to be paid with the application. This form and the appropriate fee must be submitted with the application.

You can order these forms and publications by telephoning the IRS's "forms only" number, 1-800-829-3676. Taxpayer service technicians in each IRS district are also available to provide information and assistance about tax-exempt status.



Department of the Treasury
Internal Revenue Service
Notice 844 (Rev 1-92)
Cat. No. 10319Q

Registry of Charitable Organizations

STUART M. BLUESTONE
Deputy Attorney General

WORK WITH THE ATTORNEY GENERAL ON CHARITABLE ORGANIZATIONS

Organizations that have applied for or received tax-exempt status pursuant to the Internal Revenue Code must register and file annual reports with the Attorney General's Office. (New Mexico Charitable Solicitations Act, section 71-1-1)

For additional information, contact the Registry of Charitable Organizations at the Attorney General's Office.

Registry of Charitable Organizations
111 Lomas Blvd. NW, Suite 300
Albuquerque, NM 87102

9090

www.ago.state.nm.us/Charity/Charity.htm

Organizations to solicit contributions within the state of New Mexico must register with the Attorney General's Office. Please contact the Registry of Charitable Organizations to find out what New Mexico law requires.



Attorney General of New Mexico

PATRICIA A. MADRID
Attorney General

STUART M. BLUESTONE
Deputy Attorney General

REGISTRATION WITH THE ATTORNEY GENERAL **REGISTRY OF CHARITABLE ORGANIZATIONS**

Most nonprofit corporations that have applied for or received tax-exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code must register and file annual reports with the Attorney General's Office. (New Mexico Charitable Solicitations Act, section 57-22-1 *et seq.* NMSA 1978)

To obtain registration forms and additional information, contact the Registry of Charitable Organizations:

By mail: **Office of the Attorney General**
 ATTN: Registry of Charitable Organizations
 111 Lomas Blvd. NW, Suite 300
 Albuquerque, NM 87102

By telephone: **505.222.9090**

On the Internet: **<http://www.ago.state.nm.us/Charity/Charity.htm>**

It may be illegal for charitable organizations to solicit contributions within the state of New Mexico without first registering with the Attorney General's Office. Please contact the Registry of Charitable Organizations to find out what New Mexico law requires.

281-4522

NMPRC Corporation Information Inquiry

Public Regulation Commission

12/7/2005

- [Follow this link to start a new search.](#)

THE WOODLANDS HOMEOWNERS' ASSOCIATION, INC.

SCC Number: 1786789
Tax & Revenue Number:
Incorporation Date: MARCH 26, 1996, in NEW MEXICO
Corporation Type: IS A DOMESTIC NONPROFIT
Corporation Status: IS INACTIVE DUE TO REVOKED & BEYOND APPEAL PERIOD
Good Standing:
Purpose: HOMEOWNERS ASSOCIATION

CORPORATION DATES

Taxable Year End Date: 12/31/96
Filing Date:
Expiration Date:

SUPPLEMENTAL POST MARK DATES

Supplemental:
Name Change:
Purpose Change:
Agent Resigned:

MAILING ADDRESS

5111 SAN MATEO BLVD. NE ALBUQUERQUE , NEW MEXICO 87109

PRINCIPAL ADDRESS

5111 SAN MATEO BLVD. NE ALBUQUERQUE NEW MEXICO 87109

PRINCIPAL ADDRESS (Outside New Mexico)

REGISTERED AGENT

RICHARD B. ADDIS

5111 SAN MATEO BLVD. NE ALBUQUERQUE NEW MEXICO 87109

Agent Designated:

COOP LICENSE INFORMATION

Number:

Type:

Expiration Year:

OFFICERS

President *MEAD, C. J.*

Vice President *ADDIS, RICHARD B.*

Secretary *ADDIS, RICHARD B.*

Treasurer *MEAD, C.J.*

DIRECTORS

Date Election of Directors:

ADDIS, RICHARD B 5111 SAN MATEO BLVD. NE ALBUQUERQUE , NM 87109

MEAD, C J 5111 SAN MATEO BLVD. NE ALBUQUERQUE , NM 87109

SCHROEDER, LINDA M 5111 SAN MATEO BLVD. NE ALBUQUERQUE , NM 87109